

10 December 2024

Market Announcements Office
ASX Limited

SUPPLEMENTARY PRODUCT DISCLOSURE STATEMENT

Betashares Capital Ltd ("Betashares") makes this announcement in regard to the following Betashares fund:

| ASX Code | Issuer | Fund |
|----------|------------|--|
| SMLL | Betashares | Betashares Australian Small Companies Select Fund (managed fund) |

Betashares has today issued a supplementary product disclosure statement ("SPDS") in respect of the Fund.

The purpose of issuing the SPDS is to advise of upcoming changes to the Fund's name, investment objective and strategy, market making arrangements and fees.

These changes will take effect following close of ASX trading on 10 January 2025.

A copy of the SPDS is attached and is also available at www.betashares.com.au.

IMPORTANT INFORMATION: This information has been prepared by Betashares Capital Ltd (ACN 139 566 868 AFS Licence 341181) (Betashares) the issuer of the Fund. It is general information only and does not take into account any person's objectives, financial situation or needs. The information does not constitute an offer of, or an invitation to purchase or subscribe for securities. You should read the relevant PDS and ASX announcements and seek professional legal, financial, taxation, and/or other professional advice before making an investment decision regarding any Betashares funds. You may also wish to consider the relevant Target Market Determination, which sets out the class of consumers that comprise the target market for the Betashares fund and is available at www.betashares.com.au/target-market-determinations. For a copy of the PDS and more information about BetaShares funds go to www.betashares.com.au or call 1300 487 577.

Units in Betashares funds trade on the ASX at market prices, not at NAV. An investment in any Betashares fund is subject to investment risk including possible delays in repayment and loss of income and principal invested. Neither Betashares nor Betashares Holdings Pty Ltd guarantees the performance of any fund or the repayment of capital or any particular rate of return.

BETASHARES AUSTRALIAN SMALL COMPANIES SELECT FUND (MANAGED FUND)

ARSN: 613 693 431 | ASX CODE: SMLL

SUPPLEMENTARY PRODUCT DISCLOSURE STATEMENT

DATED: 10 DECEMBER 2024
ISSUER: BETASHARES CAPITAL LTD
ABN: 78 139 566 868
AFS LICENCE: 341181

This Supplementary Product Disclosure Statement ("SPDS") is supplemental to the Product Disclosure Statement dated 29 September 2022 in respect of Betashares Australian Small Companies Select Fund (managed fund) (the "PDS").

The PDS and this SPDS should be read together.

A copy of this SPDS has been lodged with the Australian Securities and Investments Commission ("ASIC") on 10 December 2024. Neither ASIC nor ASX Limited takes any responsibility for the contents of this SPDS.

Terms defined in the PDS have the same meanings when used in this SPDS.

Changes to the Fund's investment objective and strategy and other features

The Fund currently aims to provide investors with capital growth and some income from a portfolio of small company shares listed on the ASX that has the potential to outperform (after fees and expenses) the Fund's benchmark over the medium to long term. The Fund currently does not seek to track an index.

The Responsible Entity has decided to amend the Fund's name, investment objective and strategy, market making arrangements and fees, effective on 10 January 2025 following the close of ASX trading ('Effective Time').

From the Effective Time, the Fund will aim to track the performance of the Nasdaq Australia Small Cap Select Index (before fees and expenses).

The changes are summarised below.

| | Current | Effective on 10 January 2025 following close of ASX trading |
|--|---|--|
| Name | Betashares Australian Small Companies Select Fund (managed fund) | Betashares Australian Small Companies Select ETF |
| Investment strategy | Rules-based, non-index tracking | Index tracking |
| Investment objective | To outperform the S&P/ASX Small Ordinaries Accumulation Index over the medium to long term (after fees and expenses). | To provide an investment return that tracks the performance of the Nasdaq Australia Small Cap Select Index (before fees and expenses). |
| Market making | Internal. Betashares, on behalf of SMLL, makes a market for units on the ASX via a market making agent. | External. Betashares, on behalf of SMLL, appoints a market maker who makes a market for units on the ASX acting as principal. |
| Application fee (payable only by Authorised Participants) | N/A | Up to \$750 for in-kind applications |
| Redemption fee (payable only by Authorised Participants) | N/A | Up to \$750 for in-kind redemptions |
| Management fees and costs (p.a.)* | 0.39% of net asset value (comprising a management fee of 0.32% and expenses normally incurred of 0.07%) | 0.39% of net asset value (comprising a management fee - any expenses normally incurred in operating the Fund will be paid by the Responsible Entity out of its own resources) |
| Performance fees | 15% of outperformance above the S&P/ASX Small Ordinaries Accumulation Index | Nil. A performance fee will no longer apply. |

Modifications to the PDS

From the Effective Time, the specific amendments to the PDS pursuant to this SPDS are set out below.

Section 1:

Section 1.1 is deleted and replaced with:

This PDS relates to the Betashares Australian Small Companies Select ETF (the "Fund"). The Fund is an exchange traded fund (or "ETF"), which is a managed investment scheme whose units will trade on the ASX, much like listed shares.

The investment objective of the Fund is to provide an investment return that aims to track the performance of the Nasdaq Australia Small Cap Select Index (the "Index"), before taking into account fees and expenses.

The Index represents a portfolio of profitable Australian small cap companies.

The Fund is intended for use as a satellite allocation to Australian equities for investors seeking capital growth and who can accept very high volatility and higher potential losses for that portion of their investment portfolio. A minimum investment timeframe of 5 years or more is suggested.

ETFs combine certain features of index managed funds and listed shares in one investment. Like index managed funds, ETFs come with the benefits of diversification, transparency and attractive fee levels. Unlike index managed funds, however, ETFs trade on a stock exchange so they also benefit from simple trading, including the ability to buy and sell during the course of the trading day, much like listed shares.

The Fund carries investment risks. For information on the risks applicable to the Fund, see section 4.

In Table 1.2: Summary of Key Information, the 'Investment Objective' and 'Risks' sections are deleted and replaced with:

| TOPIC | SUMMARY | SECTION |
|-----------------------------|---|------------|
| Investment objective | <p>The investment objective of the Fund is to provide an investment return that aims to track the performance of the Nasdaq Australia Small Cap Select Index, before taking into account fees and expenses.</p> <p>The Fund aims to achieve this objective by adopting the investment strategy set out in section 2.1.2.</p> <p>There is no assurance or guarantee that the returns of the Fund will meet the investment objective.</p> | 2.1 |
| Risks | <p>There are a number of risks associated with investing in the Fund. The key risks include the following:</p> <ul style="list-style-type: none">Investment objective risk - There is no guarantee the Fund's investment strategy will be successful or that the investment objective will be achieved.Index tracking risk - The Fund should not be expected to track the performance of the Index exactly, but generally aims to minimise any deviation from the Index, before fees and expenses, as much as possible.Market risk - The Fund's investment returns will be influenced by the performance of the market to which the Fund is exposed. Changes in equity prices, which may be volatile and fluctuate from day to day, may result in a loss in the value of Units.Concentration risk - A significant percentage of the Fund's underlying Index may be comprised of securities concentrated in a small group of industry sectors. Similarly, all of the Fund's underlying Index will be comprised of securities listed in Australia.Small companies risk - Small companies may be more vulnerable to adverse general market or economic developments, and their securities may be less liquid and may experience greater price volatility than larger, more established companies.Counterparty risk - There is a risk of loss due to a counterparty to the Fund not honouring a financial commitment. Counterparties include service providers such as the Fund's unit registrar, fund administrator and custodian, as well as any derivatives counterparties.Trading risk - In certain circumstances, the ASX may suspend trading of the Units of the Fund and in that event Unitholders would not be able to buy or sell Units of the Fund on the ASX.Suspension risk - In certain circumstances, the Responsible Entity can suspend or scale down applications or redemptions.Trading price risk - The trading price of Units on the ASX may differ from the Net Asset Value per Unit. | 4 |

| TOPIC | SUMMARY | SECTION |
|-------|--|---------|
| | <ul style="list-style-type: none"> Liquidity risk - Although the Units will be quoted on the AQUA market of the ASX, there can be no assurance that there will be a liquid market for Units, and no assurance that there will be a liquid market for the Fund's investments. Operational risk - External events or a breakdown in administrative procedures or operational controls may adversely affect the operation and performance of the Fund. Index risk - The sponsor of the Index may change the Index methodology or stop publishing the Index, or the Responsible Entity's licence to use the Index may terminate. <p>This is not a comprehensive summary of all the risks of investing in the Fund. Before investing in the Fund, investors should carefully consider the risks associated with an investment in the Fund and obtain financial advice on whether an investment in the Fund is suitable for their objectives, financial situation and needs.</p> <p>For further details of the risks of investing, see section 4.</p> | |

Section 2:

Section 2.1.1 "Fund description" is deleted and replaced with:

The investment objective of the Fund is to provide an investment return that aims to track the performance of the Nasdaq Australia Small Cap Select Index (the "Index"), before taking into account fees and expenses.

The Index represents a portfolio of profitable Australian small cap companies .

There is no assurance or guarantee that the returns of the Fund will meet its investment objective.

A new section 2.1.2 "Investment Strategy" is included (with the current sections 2.1.2 to 2.1.4 re-numbered consecutively):

In seeking to achieve the investment objective, the Responsible Entity will employ a passive management approach designed to track the performance of the Index, before fees and expenses.

The Fund will generally invest in the securities that comprise the Index in proportion to the weightings of the securities in the Index. This is known as a "full replication" strategy. As far as practicable, the timing and nature of any changes to the composition of the Fund's investments will generally correspond with the timing and nature of changes to the Index.

The holdings of the Fund may not always exactly replicate the Index. The Fund may, from time to time, not hold all of the securities comprising the Index, may hold securities in weightings which differ from the Index, and may invest in securities that have been or are expected to be included in the Index. Also, the Fund may hold other investments that do not form part of the Index where this may help to achieve the Fund's investment objective..

Investors will be able to regularly compare the performance of the Fund against the performance of the Index via the Betashares website at www.betashares.com.au.

The Fund may hold exchange-traded derivatives contracts from time to time (e.g. futures contracts) and other investments that do not form part of the Index where this may help to achieve the Fund's investment objective. For example, exchange-traded derivatives may be used where direct investment in a particular security or securities is not possible or practical, or to obtain an investment exposure without physically buying or selling the underlying asset. Derivatives will only be used in limited circumstances and will not be used to leverage the Fund. Additionally, when used, the total notional value of derivatives will generally be less than 5% of the Fund's NAV, except in exceptional circumstances.

As at the date of this PDS, the Responsible Entity does not intend to engage in securities lending in connection with the Fund, although it may do so in the future provided that any such change is notified in advance to investors and potential investors via a supplementary or new PDS accessible through the ASX Market Announcements Platform.

The Fund will not use short selling, leverage or gearing to seek to enhance its returns.

Small cash balances may be held in the Fund from time to time.

The assets of the Fund, whether securities or cash, will be held by the Fund's custodian, other than cash held as collateral for any futures positions.

A new section 2.1.3 "About the Index" is included:

The index sponsor is Nasdaq, Inc ("Nasdaq").

To be eligible for inclusion in the Index at each annual evaluation, a security must meet certain eligibility criteria, including the following:

- be listed on the ASX;
- have a float adjusted market capitalisation rank between 91 and 500 of all eligible securities in the universe;

- for at least 90% of the time have a five-day rolling average daily dollar trading volume over each of the last 90 trading days greater than \$100,000;
- have traded for at least one year prior to evaluation; and
- have a float adjusted market capitalisation of at least \$100 million.

Eligible securities are then screened to exclude securities:

- in the bottom 20% based on a momentum metric (over the past 12 months);
- outside the top 10% by price to book ratio; and
- those generally outside the top 185 by share turnover.

To identify the final constituents, the remaining universe is then screened to exclude securities:

- with an interest coverage ratio less than 2; and
- with non-positive earnings per share.

The Index employs a float adjusted modified market capitalisation weighting methodology.

The Index is reconstituted annually in March, using market data up to the end of January. Additionally, if at any time during the year other than the evaluation, an Index security is determined to have become ineligible for continued inclusion in the Index, the security may be removed from the Index and would not be replaced.

Between the annual evaluations, the number of Index constituents may change as a result of corporate events, such as mergers or acquisitions, involving Index constituents, or any determinations to remove securities that may have otherwise become ineligible.

The nature and method of calculation of the Index may change from time to time.

The Index methodology document, which includes further information about the Index, can be found on the Fund's webpage on the Betashares website at www.betashares.com.au.

Neither the Responsible Entity nor any other company in the Betashares Group has any control over, or responsibility for, the composition, calculation or availability of the Index. The Index provider is not a related company of the Responsible Entity.

Past performance information about the Index is available from various sources, including stockbrokers, financial information websites and major data providers such as Bloomberg or Reuters. Any past performance information about the Index does not take into account fees, costs or taxes that may be incurred as a result of investing in the Fund. Past performance of the Index is not a reliable guide to future performance of the Index or the Fund.

A listing of the Fund's portfolio holdings will be available daily at www.betashares.com.au.

Section 3:

Section 3 is deleted and replaced with:

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns.

For example, total annual fees and costs of 2% of your account balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

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

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

TO FIND OUT MORE

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

3.1 FEES AND OTHER COSTS

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

Taxes are set out in another part of this PDS.

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

TABLE 3.1: FEES AND COSTS SUMMARY

Betashares Australian Small Companies Select ETF

| TYPE OF FEE OR COST | AMOUNT | HOW AND WHEN PAID |
|--|---|--|
| Ongoing annual fees and costs | | |
| Management fees and costs: The fees and costs for managing your investment | 0.39% per annum of the Fund's Net Asset Value. As at the date of this PDS, the management fees and costs of the Fund consist of the following components: Management fee 0.39% per annum of the Fund's Net Asset Value. Plus Recoverable expenses Estimated at 0.00% per annum of the Fund's Net Asset Value. ¹ Plus Indirect costs Estimated at 0.00% per annum of the Fund's Net Asset Value. ² | The management fee is calculated and accrued daily as a percentage of the Fund's Net Asset Value, and reflected in the daily Net Asset Value per Unit. The amount is deducted from the Fund's assets monthly on or after the first day of the following month. Any expenses normally incurred in operating the Fund are paid as and when they arise by the Responsible Entity out of its own resources. Any extraordinary expenses are deducted from the Fund's assets as and when they arise. The indirect costs are calculated and accrued daily as a percentage of the Fund's Net Asset Value, and reflected in the daily Net Asset Value per Unit. The amount is deducted from the Fund's assets as and when incurred. |
| Performance fees: Amounts deducted from your investment in relation to the performance of the product | Nil. | Not applicable. |
| Transaction costs: The costs incurred by the scheme when buying or selling assets | Estimated at 0.02 per annum of the Fund's Net Asset Value. ³ | Transaction costs reduce the Fund's Net Asset Value. How and when they are paid varies depending on the type of transaction cost. Certain costs, eg brokerage, are added to or deducted from the amounts payable from the Fund's assets or receivable by the Fund at the time of settlement in respect of investments purchased or sold for the Fund. Other costs, eg transactional custodian fees, are invoiced to the Fund and paid from the Fund's assets according to a regular monthly or quarterly cycle. |
| Member activity related fees and costs (fees for services or when your money moves in or out of the scheme) | | |
| Establishment fee: The fee to open your investment | Nil. | Not applicable. |
| Contribution fee: The fee on each amount contributed to your investment | If you are not an Authorised Participant - \$0. If you are an Authorised Participant – up to \$750 for in-kind applications. ⁵ | Payable only by Authorised Participants. ⁴ This fee will be payable by Authorised Participants together with the application consideration at the time of applying for Units, for in-kind applications. |
| Buy-sell spread: An amount deducted from your investment representing costs incurred in transactions by the scheme | Nil. ⁶ | Not applicable. |

Betashares Australian Small Companies Select ETF

| TYPE OF FEE OR COST | AMOUNT | HOW AND WHEN PAID |
|--|---|---|
| Withdrawal fee: The fee on each amount you take out of your investment | If you are not an Authorised Participant - \$0. If you are an Authorised Participant – up to \$750 for in-kind redemptions. ⁵ | Payable only by Authorised Participants. ⁴ This fee will be deducted from the redemption proceeds at the time of the redemption, for in-kind redemptions. |
| Exit fee: The fee to close your investment | Nil. | Not applicable. |
| Switching fee: The fee for changing investment options | Nil. | Not applicable. |

¹ The estimated recoverable expenses incurred by the Fund for the previous financial year ended 30 June 2024 were 0.07%. The estimated recoverable expenses for the current financial year (adjusted to reflect a 12 month period) are nil. For more information on recoverable expenses, please see section 3.3.3 in the “Additional Explanation of Fees and Costs” section below.

² This figure reflects the estimated indirect costs incurred by the Fund for the previous financial year ended 30 June 2024 and may include the Responsible Entity's reasonable estimates where the Responsible Entity was unable to determine the exact amount or information was not available at the date of this PDS. For more information on the meaning and calculation of indirect costs, see “Indirect costs” under the heading “Additional Explanation of Fees and Costs”.

³ This figure reflects the estimated transaction costs of the Fund for the current financial year (adjusted to reflect a 12 month period). This figure is net of estimated transaction costs for which the Responsible Entity reimburses the Fund out of the application and redemption fees it will receive from Authorised Participants, as described in section 3.3.6. The estimated net transaction costs incurred by the Fund for the previous financial year ended 30 June 2024 were nil. For more information on transaction costs and the application and redemption fees payable by Authorised Participants see “Transaction costs” and “Application and redemption fees for Authorised Participants” under the heading “Additional Explanation of Fees and Costs”.

⁴ An Authorised Participant is a financial institution which is a trading participant under the ASX Operating Rules (or which has engaged a trading participant to act on its behalf) which has entered into an agreement with the Responsible Entity in relation to Unit applications and redemptions. For an explanation of the contribution fees and withdrawal fees (also referred to in this PDS as application fees and redemption fees) please see section 3.3.6 “Application and Redemption Fees for Authorised Participants” in the “Additional Explanation of Fees and Costs” section. Unitholders who are not Authorised Participants may be charged a redemption fee if they redeem Units pursuant to their right to redeem in the special circumstances described in section 5.6 - see “Additional Explanation of Fees and Costs” section below for more information.

⁵ Cash applications and redemptions are only available if agreed by the Responsible Entity. Additional contribution and withdrawal fees may apply in the case of a cash application or redemption, as agreed with the Responsible Entity from time to time.

⁶ While the Fund does not charge a buy-sell spread, as the Fund is traded on a securities exchange, investors may incur a bid-offer spread when trading on the exchange.

Certain additional costs may apply. See the “Additional Explanation of Fees and Costs” section below for more information.

Each fee set out in this table may in some cases be negotiated with wholesale clients. For more information, refer to the explanation of “Differential fees, rebates and related payments” in the “Additional Explanation of Fees and Costs” section below.

All fees and costs in the table above include Goods and Services Tax (“GST”) net of any reduced input tax credits and any applicable stamp duty and are shown without any other adjustment in relation to any tax deduction available to the Responsible Entity or the extent to which any tax deduction may be passed on to unitholders.

3.2 EXAMPLE OF ANNUAL FEES AND COSTS

This table gives an example of how the ongoing annual 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 products offered by managed investment schemes.

TABLE 3.2: EXAMPLE OF ANNUAL FEES AND COSTS

| EXAMPLE - Betashares Australian Small Companies Select ETF | AMOUNT | BALANCE OF \$50,000 WITH A CASH CONTRIBUTION OF \$5,000 ¹ DURING THE YEAR |
|--|--------|--|
|--|--------|--|

| | | |
|---|--|--|
| CONTRIBUTION FEES² | <p>\$0 if you are not an Authorised Participant; or</p> <p>\$750 for in-kind applications if you are an Authorised Participant²</p> | <p>For every additional \$5,000 you put in, you will be charged:</p> <p>\$0 if you are not an Authorised Participant; or</p> <p>\$750 if you are an Authorised Participant.</p> |
| PLUS MANAGEMENT FEES AND COSTS³ | 0.39% p.a. of the Fund's Net Asset Value | And , for every \$50,000 you have in the Fund you will be charged or have deducted from your investment \$195 each year. |
| PLUS PERFORMANCE FEES⁶ | Nil | And , you will be charged or have deducted from your investment \$0 in performance fees each year. ⁶ |
| PLUS TRANSACTION COSTS⁴ | Estimated at 0.02% of the Fund's Net Asset Value | And , you will be charged or have deducted from your investment \$10 in transaction costs. |
| EQUALS COST OF FUND | | <p>If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000⁵ during that year, you would be charged fees and costs of:</p> <p>\$205 (if you are not an Authorised Participant) or \$955 (if you are an Authorised Participant for the Fund).*</p> <p>What it costs you will depend on whether you are an Authorised Participant, the investment option you choose and the fees you negotiate.</p> |

*Additional fees may apply. An Authorised Participant who redeems Units directly will also be charged a withdrawal fee of up to \$750 (for an in-kind redemption) based on a balance of \$50,000. Unitholders who are not Authorised Participants may be charged a redemption fee if they redeem Units pursuant to their right to redeem in the special circumstances described in section 5.6. For more information, see "Redemption fees for other unitholders" in the "Additional Explanation of Fees and Costs" section below.

Each fee in this table may in some cases be negotiated with wholesale clients. For more information, refer to the explanation of "Differential fees, rebates and related payments" in the "Additional Explanation of Fees and Costs" section below.

¹ Please note the minimum investment in the Fund by an Authorised Participant is one Creation Unit unless the Responsible Entity agrees otherwise.

² Assumes the maximum contribution fee set out in Table 3.1 applies.

³ Management fees and costs are made up of the management fee, recoverable expenses and indirect costs. For more information, refer to the "Additional Explanation of Fees and Costs" section below.

⁴ This figure reflects the estimated net transaction costs of the Fund for the current financial year (adjusted to reflect a 12 month period). The estimated net transaction costs for the previous financial year ended 30 June 2024 were nil. For more information, refer to "Transaction costs" in the "Additional Explanation of Fees and Costs" section below.

⁵ Assumes the \$50,000 is invested for the entire year and the \$5,000 investment occurs on the last day of the year and therefore the fees and costs in this example are calculated using the \$50,000 balance only.

⁶ The Fund does not charge a performance fee.

3.3 ADDITIONAL EXPLANATION OF FEES AND COSTS

3.3.1 Management fees and costs

The management fees and costs for the Fund incorporate all relevant ongoing fees and other costs involved in managing the Fund and deriving investment returns. The management fees and costs comprise:

- Responsible Entity's management fee;
- recoverable expenses; and
- indirect costs.

Management fees and costs do not include:

- transaction costs, such as brokerage, transactional custodian fees, and other transaction fees associated with buying and selling the Fund's assets; and
- other costs that an investor would ordinarily incur when investing directly in the Fund's underlying assets.

(These costs are therefore not included in the management fees and costs set out in Table 3.1 and Table 3.2 above, but they are paid out of the Fund's assets).

3.3.2 Management fee

The management fee is charged by the Responsible Entity for managing the Fund and making it available to investors. It is calculated and accrued daily as a percentage of the Fund's Net Asset Value, and reflected in the daily Net Asset Value per Unit. The amount is deducted from the Fund's assets monthly on or after the first day of the following month.

3.3.3 Recoverable expenses

The recoverable expenses represent the operating expenses incurred in the operation of the Fund. The Fund's Constitution allows all properly incurred expenses to be recovered from the Fund and does not place any limit on the amount or types of expenses that can be recovered.

The expenses normally incurred in the day to day operation of the Fund include custodian, fund administration, unit registry, ASX and audit costs (other than transaction costs described above). These expenses normally incurred and charged to the Fund will be paid by the Responsible Entity out of its own resources while this PDS is current. The Responsible Entity may withdraw or replace this PDS at any time.

The estimated recoverable expenses incurred by the Fund for the previous financial year ended 30 June 2024 were 0.07%. The recoverable expenses normally incurred by the Fund that will apply for the current financial year (adjusted to reflect a 12 month period) will be 0.00%p.a. of the Fund's Net Asset Value, as these expenses will be paid out of the Responsible Entity's own resources as and when they arise.

Extraordinary expenses are expenses that are not normally incurred in the day to day operation of the Fund and are not necessarily incurred in any given year. They may include costs associated with holding unitholder meetings, changing the Fund's Constitution, or defending or pursuing legal proceedings. Extraordinary expenses will not be paid out of the Responsible Entity's own resources. Any such expenses will be recovered from the Fund and reflected in its Net Asset Value per Unit. The Responsible Entity, as at the date of this PDS, reasonably estimates that the extraordinary expenses of the Fund for the previous financial year ended 30 June 2024 were nil.

3.3.4 Indirect costs

Indirect costs are any amounts that we know or where required, reasonably estimate, will reduce the Fund's returns that are paid from the Fund's assets (other than the management fee, recoverable expenses, and transaction costs described elsewhere in this section) or that are paid from the assets of any interposed vehicle (such as an underlying fund) in which the Fund may invest.

The management fees and costs figure disclosed in Table 3.1 includes indirect costs of nil, which is the Responsible Entity's estimate of the amount incurred by the Fund for the previous financial year ended 30 June 2024.

3.3.5 Transaction costs

The Fund incurs transaction costs, such as brokerage, clearing costs, transactional custodian fees, and other transaction fees associated with buying and selling the Fund's assets. Transaction costs also include costs incurred by an interposed vehicle that would be transaction costs if they had been incurred by the Fund. Transaction costs are an additional cost to investors (to the extent they are not off-set by the application and redemption fees charged by the Responsible Entity to Authorised Participants) and are not included in the management fees and costs shown in Table 3.1.

Transaction costs reduce the Fund's Net Asset Value. How and when they are paid varies depending on the type of transaction cost. Certain costs, eg brokerage, are added to or deducted from the amounts payable from the Fund's assets or receivable by the Fund at the time of settlement in respect of investments purchased or sold for the Fund. Other costs, eg transactional custodian fees, are invoiced and paid from the Fund's assets according to a regular monthly or quarterly cycle.

The Responsible Entity, as at the date of this PDS, reasonably estimates that the net transaction costs of the Fund for the current financial year (adjusted to reflect a 12 month period) will be approximately 0.02% p.a. of the Fund's Net Asset Value or \$10 for every \$50,000 you have in the Fund. These net transaction costs represent estimated total gross transaction costs of 0.04% p.a. minus the estimated transaction costs for which the Responsible Entity reimburses the Fund out of the application and redemption fees it receives, as described in section 3.3.6. These net transaction costs are borne by the Fund. The estimated net transaction costs incurred by the Fund for the previous financial year ended 30 June 2024 were nil.

The transaction costs estimate shown in the fees and costs summary in Table 3.1 is shown net of any amount for which the Responsible Entity reimburses the Fund out of the application and redemption fees it receives from Authorised Participants.

The amount of these costs can be expected to vary from year to year depending on the volume and value of transactions undertaken.

3.3.6 Application and redemption fees for Authorised Participants

No application fees or redemption fees are payable by investors who buy and sell Units on the ASX. However, brokerage charges may apply.

Subject to section 3.3.7 below, application fees and redemption fees will only be payable by Authorised Participants on an application for or redemption of Units directly with the Fund.

The applicable application and redemption fees are set out in Table 3.1 above and are paid by Authorised Participants to the Responsible Entity. Out of these fees, the Responsible Entity pays directly, or reimburses the Fund for, the estimated transaction costs associated with the in-kind application or redemption.

The application and redemption fees payable by Authorised Participants seek to ensure that the transaction costs associated with applications and redemptions are borne by the transacting Authorised Participants and not by other investors.

3.3.7 Redemption fees for other Unitholders

Unitholders who are not Authorised Participants may be charged a redemption fee if they redeem Units pursuant to their right to redeem in the special circumstances described in section 5.6. The redemption fee per Unit will not be greater than the redemption fee per Unit that would be payable by an Authorised Participant for a cash redemption when withdrawing the minimum parcel of Units.

3.3.8 Stockbroker fees

Investors may incur customary brokerage fees and commissions when buying and selling Units on the ASX, as for any listed or quoted security. Please consult a stockbroker for more information in relation to their fees and charges.

3.3.9 Can fees and costs change and what are the maximums?

Yes, fees and costs can change subject to maximums in the Fund's Constitution.

The Constitution limits the amount of the Responsible Entity's management fee to a maximum of 3% p.a. of the Fund's Net Asset Value (plus GST).

The Constitution of the Fund provides for the following maximum fees:

- a maximum contribution fee of 5% of the aggregate Issue Price of the Units applied for (plus GST);
- a maximum withdrawal fee of 5% of the aggregate Withdrawal Amount of the relevant Units (plus GST).

The Responsible Entity also has the right under the Constitution to recover from the Fund all expenses properly incurred in the performance of its duties.

As at the date of this PDS, the Responsible Entity does not have any intention to change the fees and costs described in this PDS, although it has the right to do so at any time without investor consent. Any increase in the fees for the Fund will be announced to the ASX via the Market Announcements Platform at least 30 days before it occurs.

Any estimates of fees and costs in this PDS are based on information available as at the date of this PDS. As such, the actual fees and costs may differ and are subject to change from time to time. Information in this PDS that is not materially adverse to investors is subject to change from time to time and may be updated by the Responsible Entity by publishing such information on the Betashares website at www.betashares.com.au. A paper copy of any updated information will be provided free of charge on request.

3.3.10 Differential fees, rebates and related payments

The Responsible Entity may, from time to time, agree with wholesale clients to rebate or reduce some of the management or other fees on a case by case basis. The amount of fee reduction is at the Responsible Entity's discretion. The Responsible Entity will achieve these reductions and meet any rebates in relation to management fees by payments from its own resources. For more information, please contact the Responsible Entity at the address specified in the "Directory" section of the PDS.

Any reduction in management fees offered by the Responsible Entity to a wrap platform or master trust operator may be passed on to the clients of the operator or retained by the operator.

Subject to applicable law, the Responsible Entity may also pay one-off or annual product access payments to wrap platform or master trust operators for including the Fund in their offering. As of the date of this PDS, no product access payments have been made. The Responsible Entity would make any such payment from its own resources.

3.3.11 Indirect investors

Indirect investors investing through a wrap platform or master trust should note that the fees outlined in this section 3 are in addition to any other fees and costs imposed by the wrap platform or master trust operator.

3.3.12 Financial advisers

Additional fees may be paid to a financial adviser if you have consulted a financial adviser. You should refer to the Statement of Advice provided by your financial adviser in which details of the fees are set out.

3.3.13 Taxation

Information in relation to taxation is set out in section 7 of this PDS.

Section 4:

Section 4.3 Small Companies Risk is amended by deleting the second paragraph.

The following sections are deleted:

- Section 4.6 Market Making Risk;
- Section 4.7 Market Making Agent Risk; and
- Section 4.20 Conflicts of Interest.

Section 4.10 Liquidity Risk is amended by deleting the second sentence and replacing it with:

The Responsible Entity has in place market making arrangements to assist in maintaining liquidity for the Fund on the ASX. The Responsible Entity cannot guarantee that a market maker will fulfil its obligations or that a market maker will continue to be appointed. The market making arrangements agreed by the Responsible Entity with a market maker also specify certain permitted circumstances where the market making obligations may be suspended (such as operational disruptions, market disruptions or unusual conditions (including those which make the market maker's ability to perform the market making function impossible, impracticable or unduly onerous such as an unusually volatile or "fast market"), other events set out in the ASX Operating Rules, the suspension or rejection of applications for Units or redemption requests, or the market maker not having ASIC relief to allow short selling of Units). If a market maker defaults on its obligations, the Responsible Entity may seek to replace the market maker, although the arrangements with the market maker may limit or exclude any liability on the part of the market maker.

The following new sections are included:

4.22 Index Methodology Risk

The equities included in the Index are not selected and weighted based solely on their market capitalisation. There is no assurance that an index that uses other screening criteria to select and weight securities will outperform a traditional index that is based on market capitalisation, or any other methodology for constructing an index, over any time period.

4.23 Index Risk

The Fund aims to provide Unitholders with a return that tracks the return of the Index before fees and expenses. The Fund will therefore employ a "passive" management approach, which means that the Responsible Entity will not seek to reposition investments in an attempt to avoid or limit any underperformance of a security held in the portfolio.

There is no assurance that the Index will outperform any other comparable index or direct investment in a particular security held by the Index.

The sponsor of the Index may change the Index methodology or stop publishing the Index, or the Responsible Entity's licence to use the Index may terminate, in which case the Responsible Entity may change the index for the Fund. The Net Asset Value of the Fund may be adversely affected by such adjustments.

4.24 Risk of Index Tracking Error

The Fund should not be expected to track the performance of the Index exactly, automatically and continuously. The Fund's returns may not match the returns of the Index for various reasons. For example, the Fund will incur fees, operating expenses and transaction costs in buying and selling securities, which are not applicable to the Index. In addition, performance may differ due to differences between the Fund's portfolio and the Index resulting from regulatory or other investment restrictions, liquidity or other constraints, differences between the timing of investment transactions and the valuation time for determining the Fund's net asset value, the Fund's need to hold an amount of cash from time to time to pay fees and expenses, or other factors.

Section 5:

Section 5 How to Buy and Sell Units is deleted and replaced with:

Only Authorised Participants may apply for Units directly through this PDS.

Other investors cannot apply for Units through this PDS. Such investors may buy and sell Units by trading on the ASX through a stockbroker or via a financial adviser.

Prior to being issued Units, an Authorised Participant must execute an Authorised Participant Agreement that deals with, amongst other things, the rights and obligations of the Authorised Participant in relation to applying for Units. See "Applications and Redemptions" below for further information about the Authorised Participant Agreement.

Unitholders who are not Authorised Participants may only redeem Units in the special circumstances described in section 5.6. However, all Unitholders may normally sell their Units by trading on the ASX.

To effect an application or redemption, Authorised Participants must complete the Application Form or Redemption Form attached to this PDS (or available on the Betashares website at www.betashares.com.au).

Applications for, and redemptions of, Units will be settled through the CHESS system.

5.1 MINIMUM APPLICATIONS AND REDEMPTIONS

The minimum application and redemption amount is one Creation Unit, unless otherwise agreed with the Responsible Entity. The number of Units that constitute a Creation Unit is determined by the Responsible Entity and notified to Authorised Participants.

Applications and redemptions must be for whole multiples of Creation Units, unless otherwise agreed with the Responsible Entity.

5.2 IN-KIND APPLICATIONS AND REDEMPTIONS

An Authorised Participant must normally apply for, or redeem, Units in-kind, unless the Responsible Entity agrees to a cash application or redemption.

"In-kind" means that, rather than delivering cash in respect of an application and receiving cash proceeds in respect of a redemption, the Authorised Participant will deliver or receive securities plus or minus a balancing cash component acceptable to the Responsible Entity.

An in-kind application or redemption will consist of two components:

- application/redemption securities component; and
- cash component (described below).

An application or redemption fee (as applicable) is payable as described in section 3.

The application/redemption securities component generally corresponds to the composition of the Index and is prepared in respect of a Creation Unit by the Responsible Entity prior to the opening of trading for every ASX Business Day for the Fund. Details of the daily application/redemption securities will be available by contacting the Responsible Entity on 1300 487 577 (within Australia) or +61 2 9290 6888 (outside Australia).

The Responsible Entity reserves the right to permit delivery of a previously agreed basket of securities as the application/redemption securities component that varies from the composition of the Index. From time to time, there may also be some differences between the application securities that are to be delivered by an Authorised Participant and the redemption securities delivered by the Responsible Entity upon redemption.

The application securities and the redemption securities will be the applicable securities determined by the Responsible Entity for the day on which the Issue Price or Withdrawal Amount for the application or redemption is determined (see "Applications and Redemptions" below). In certain circumstances the Responsible Entity may allow an application for or redemption of a number of Units that is not a whole multiple of the Creation Unit. In those circumstances, the Responsible Entity will agree the specific basket of application securities or redemption securities (as applicable) with the Authorised Participant.

The cash component reflects the difference between the value of the application securities or redemption securities delivered by or to the Authorised Participant and the aggregate of the Net Asset Value per Unit for the number of Units being applied for or redeemed, as at the applicable valuation time. This is a balancing amount that aims to ensure there is no impact (e.g. no dilution in value) for existing Unitholders arising out of an application or redemption.

5.3 CASH APPLICATIONS AND REDEMPTIONS

If agreed to by the Responsible Entity, a cash application involves payment to the Responsible Entity or custodian by an Authorised Participant of cash (plus an application fee) in return for the issue of Units by the Responsible Entity to the Authorised Participant.

If agreed to by the Responsible Entity, a cash redemption involves delivery of Units by an Authorised Participant to the Responsible Entity or custodian in return for the payment of cash proceeds (minus the redemption fee) by the Responsible Entity to the Authorised Participant.

5.4 PROCESSING OF APPLICATIONS AND REDEMPTIONS

Application/Redemption forms received from Authorised Participants before the Dealing Deadline on an ASX Business Day are processed at the Issue Price/Withdrawal Amount (being the Net Asset Value per Unit) for the Fund applicable to that day.

Application/Redemption forms received from Authorised Participants on or after the Dealing Deadline on an ASX Business Day, or on a non-ASX Business Day, will be treated as being received on the next ASX Business Day.

5.5 APPLICATIONS AND REDEMPTIONS

For applications, Authorised Participants must deliver to the Responsible Entity or custodian the "in-kind" application securities plus any required cash component (plus the application fee). In return, Authorised Participants will receive Units. If the Responsible Entity agrees to a cash application, the Authorised Participant must deliver a cash amount equal to the Issue Price for the relevant Units (plus an application fee). In return, they will receive the relevant Units.

For redemptions, Authorised Participants must deliver the Units of the Fund to the Responsible Entity or custodian plus any required cash component (plus the redemption fee). In return, Authorised Participants will receive the "in-kind" redemption securities (plus any required cash component if payable by the Responsible Entity rather than the Authorised Participant). If the Responsible Entity agrees to a cash redemption, the Authorised Participant will receive cash equal to the Withdrawal Amount for the relevant Units (less the redemption fee).

Details of the securities and/or amounts payable pursuant to applications, or receivable upon redemptions, will be notified to the Authorised Participant on the ASX Business Day following the effective date of the application or redemption.

An application received by the Dealing Deadline (on day T) will generally enable the Authorised Participant to receive the new Units in its CHESS account in accordance with the standard CHESS settlement period (two ASX Business Days later (T+2) as at the date of this PDS), provided the Authorised Participant has paid the application consideration and application fee by no later than the standard CHESS settlement cut-off time (11:30am as at the date of this PDS) on that settlement day or as otherwise agreed with the Authorised Participant.

Units will generally be issued on the ASX Business Day after the trade date and quoted with effect from the settlement of the issue of the relevant Units through CHESS.

A redemption request received by the Dealing Deadline (on day T) will generally enable the Authorised Participant to receive the redemption payment in accordance with the standard CHESS settlement period (two ASX Business Days later (T+2) as at the date of this PDS), provided the Authorised Participant has transferred the Units and the redemption fee by no later than the standard CHESS settlement cut-off time (11:30am as at the date of this PDS) on that settlement day or as otherwise agreed with the Authorised Participant.

By signing an Authorised Participant Agreement, an Authorised Participant agrees to be bound by certain execution and settlement procedures in relation to applications for and redemptions of Units, which are set out in the Authorised Participant Agreement. Settlement failure procedures apply if an Authorised Participant does not comply with its obligations under the procedures. The procedures allow the Responsible Entity to cancel an application or redemption in certain circumstances and to take certain other action. The Responsible Entity may also reject any application in whole or in part at any time, without giving reasons.

5.6 UNITHOLDER REDEMPTIONS IN SPECIAL CIRCUMSTANCES

All Unitholders may normally sell their Units by trading on the ASX. Unitholders who are not Authorised Participants will not normally have a right to redeem their Units directly with the Fund. However, all Unitholders will have a right to a cash redemption and to receive payment within a reasonable time if Units are suspended from quotation on the ASX for more than five consecutive trading days, unless:

- the Fund is being wound up;
- the Fund is not “liquid” as defined in the *Corporations Act*; or
- the Responsible Entity has suspended redemptions in accordance with the Constitution.

Unitholders may redeem in these circumstances by completing the Redemption Form attached to this PDS. They will receive cash in Australian dollars equal to the aggregate Withdrawal Amount for the relevant Units (less any redemption fee).

No minimum redemption amount will apply.

5.7 SUSPENSIONS OF APPLICATIONS AND REDEMPTIONS

There may be occasions where the Responsible Entity may suspend the issue of Units or delay or reject redemption requests. This may occur, for example, around the end of a distribution period when the Responsible Entity is calculating and paying the distributable income for the relevant period or where there are factors, as determined by the Responsible Entity, which prevent the accurate calculation of Unit prices. The Responsible Entity will advise Unitholders of any suspension of applications or delay or rejection of redemptions.

Where the Responsible Entity cannot accurately determine the Net Asset Value per Unit, the Responsible Entity may suspend applications for Units and/or delay or reject redemptions of Units.

The Responsible Entity may also scale down redemptions in certain circumstances.

See section 6.2.7 for further information.

5.8 VALUATIONS AND PRICING

The amount per Unit payable by an Authorised Participant upon an application for Units is known as the Issue Price, and is equal to the Net Asset Value per Unit.

The amount per Unit to which an Authorised Participant (or other Unitholder as described in section 5.6) is entitled on the redemption of Units is known as the Withdrawal Amount, and is equal to the Net Asset Value per Unit.

The Issue Price and the Withdrawal Amount are calculated in the same manner and will have the same value at any time. This value is determined by dividing the Net Asset Value of the Fund by the number of Units on issue in the Fund at the time the Issue Price and/or Withdrawal Amount are determined (the valuation time). The valuation time for the Fund is generally as at the close of trading on each ASX Business Day,

The Withdrawal Amount paid to a Unitholder on the redemption of Units may include a distribution of the distributable income of the Fund.

The Net Asset Value of the Fund is calculated by deducting from the aggregate value of the assets of the Fund all liabilities such as accrued fees and other costs, and provisions relating to the Fund. Fees and other costs, including the Responsible Entity's fees, are

normally accrued daily. The Fund's assets reflect their market value. The valuation methods applied by the Responsible Entity to value the Fund's assets and liabilities must be consistent with the range of ordinary commercial practice for valuing them.

Details of the daily Net Asset Value per Unit (and hence the Issue Price and Withdrawal Amount) will be made available on the Betashares website at www.betashares.com.au.

Section 6:

A new Section 6.1.3 Market Maker is included (with the current sections 6.13 onwards re-numbered consecutively):

The role of a market maker is to provide liquidity in the market for Units and to satisfy supply and demand for Units. They do this by:

- subject to certain conditions, providing liquidity to the market through acting as the buyer and seller of Units during a significant part of the trading day; and
- creating and redeeming Units in the primary market pursuant to this PDS, which helps to ensure the number of Units on issue matches supply and demand.

The Responsible Entity seeks to appoint market making firms:

- that have experience in making markets in exchange-traded securities both in Australia and internationally;
- that have the necessary skill and expertise to perform market making functions; and
- that are ASX participants (or trade through an ASX participant).

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

Information about the market maker(s) selected by the Responsible Entity from time to time can be obtained by contacting the Responsible Entity.

The arrangements with the market maker specify certain permitted circumstances where the market making obligations may be suspended (such as operational disruptions, market disruptions or unusual conditions (including those which make the market maker's ability to perform the market making function impossible, impracticable or unduly onerous such as an unusually volatile or "fast market"), other events set out in the ASX Operating Rules, the suspension or rejection of applications for Units or redemption requests, or the market maker not having ASIC relief to allow short selling of Units). If a market maker defaults on its obligations, the Responsible Entity may seek to replace the market maker, although the arrangements with the market maker may limit or exclude any liability on the part of the market maker. The arrangements with the market maker may also provide that the market maker has no liability or responsibility to Unitholders for any act or omission made in connection with the market making arrangements.

Unitholders should be aware that a market maker will retain for its own account any trading profit and bear any loss which may be generated by its market making activities. Subject to the AQUA Rules and the agreement with the market maker, the Responsible Entity may appoint or terminate a market maker in respect of the Fund. The Responsible Entity may determine to no longer appoint a market maker in respect of the Fund in circumstances where it is no longer required to do so under the AQUA Rules.

Section 6.4 ASIC Relief is deleted and replaced with:

Equal Treatment Relief

ASIC Corporations (Relief to Facilitate Admission of Exchange Traded Funds) Instrument 2024/147 exempts the Responsible Entity from the equal treatment requirement in section 601FC(1)(d) of the *Corporations Act*, to the extent necessary to allow the Responsible Entity to restrict eligibility to submit redemption requests in relation to Units to Authorised Participants. The Responsible Entity will not treat Unitholders of the same class equally to the extent that it restricts redemptions from the Fund to such Authorised Participants.

Relief is granted subject to certain conditions, including the condition that all Unitholders will have a right to a cash redemption if Units are suspended from trading on the ASX for more than five consecutive trading days, unless:

- the Fund is being wound up;
- the Fund is no longer a liquid scheme; or
- the Responsible Entity has suspended redemptions in accordance with the Fund's constitution.

If such a redemption occurs, any redemption fee per Unit payable by Unitholders who are not Authorised Participants must not be greater than the redemption fee per Unit that would generally be payable on redemption by an Authorised Participant for a cash redemption when withdrawing the minimum parcel of Units.

Ongoing Disclosure Relief

ASIC Corporations (Relief to Facilitate Admission of Exchange Traded Funds) Instrument 2024/147 exempts the Responsible Entity from the ongoing disclosure requirements in section 1017B of the *Corporations Act* on the condition that the Responsible Entity complies with the continuous disclosure provisions of the *Corporations Act* that apply to an unlisted disclosing entity as if the Fund was an unlisted disclosing entity. The Responsible Entity will comply with these continuous disclosure provisions as if the Fund was an unlisted disclosing entity.

Relevant Interests Relief

Under ASIC Corporations (Relief to Facilitate Admission of Exchange Traded Funds) Instrument 2024/147, ASIC has granted relief by modifying section 609 of the *Corporations Act* in order to ensure that Authorised Participants do not have a relevant interest in underlying securities held by the Fund merely because the Fund has an in-kind redemption facility. The relief clarifies that those relevant interests do not need to be taken into account by Authorised Participants in relation to their obligations under the takeover regime in the *Corporations Act*. The relief will not apply once a redemption request for the relevant Units has been submitted. For the purposes of the conditions of this relief, the Responsible Entity states that, as at the date of this PDS, there are reasonable grounds to believe that implementation of the Fund's investment strategy is not likely to lead to scheme property including securities in a class that (i) represents more than 10% by value of scheme property, and (ii) is, or would result in the Responsible Entity having a relevant interest in, securities in a listed company, an unlisted company with more than 50 members, a listed body that is formed or incorporated in Australia, or a listed scheme.

Under ASIC Corporations (Relief to Facilitate Admission of Exchange Traded Funds) Instrument 2024/147, ASIC has granted relief which enables an Authorised Participant who has a relevant interest in underlying securities held by a Fund for the purposes of section 671B of the *Corporations Act* (substantial shareholdings), because the Fund has an in-kind redemption facility, to determine their relevant interest as if the numbers and classes of securities in which the Authorised Participant had a relevant interest were the same as those most recently disclosed to the Authorised Participant by the Responsible Entity for a withdrawal request under the in-kind redemption facility.

Periodic Statements Relief

ASIC Corporations (Periodic Statement Relief for Quoted Securities) Instrument 2024/14 exempts the Responsible Entity from certain periodic statement requirements. In particular, the Responsible Entity is not required (and does not propose) to include in periodic statements details of the price at which an investor transacts in Units on the ASX, or information on the return on an investment in Units acquired on the ASX (for the year in which the Units are acquired), if the Responsible Entity is not able to calculate this and the periodic statement explains why the information was not included and how it can be obtained.

Section 6.7 is amended by deleting the fourth bullet point and replacing it with:

- the Fund's portfolio holdings, updated daily;

Section 6.8 Disclaimers is amended by deleting the third and fourth paragraphs and replacing them with:

The Fund is not sponsored, endorsed, sold or promoted by Nasdaq, Inc. or its affiliates (Nasdaq, with its affiliates, are referred to as the "Corporations"). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, the Fund. The Corporations make no representation or warranty, express or implied to the owners of the Fund or any member of the public regarding the advisability of investing in securities generally or in the Fund particularly, or the ability of the Nasdaq Australia Small Cap Select Index® to track general stock market performance. The Corporations' only relationship to BetaShares Holdings Pty Ltd ("Licensee") is in the licensing of the NASDAQ® mark, certain trade names of the Corporations and the use of the Nasdaq Australia Small Cap Select Index® which is determined, composed and calculated by Nasdaq without regard to Licensee or the Fund. Nasdaq has no obligation to take the needs of the Licensee or the owners of the Fund into consideration in determining, composing or calculating the Nasdaq Australia Small Cap Select Index®. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of the Fund to be issued or in the determination or calculation of the equation by which the Fund is to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of the Fund.

THE CORPORATIONS DO NOT GUARANTEE THE ACCURACY AND/OR UNINTERRUPTED CALCULATION OF THE NASDAQ AUSTRALIA SMALL CAP SELECT INDEX® OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF THE FUND, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL THE CORPORATIONS HAVE ANY LIABILITY FOR ANY LOST PROFITS OR SPECIAL, INCIDENTAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

Section 8 Glossary is amended by adding the following rows in the table in alphabetical order:

| | |
|------------------|---|
| Creation Unit | A particular number of Units of the Fund, as determined by the Responsible Entity from time to time and notified to Authorised Participants. |
| Dealing Deadline | For an in-kind application/redemption 4:00 pm, and for a cash application/redemption (if agreed to by the Responsible Entity) 2:00 pm, Sydney time on each ASX Business Day (or such other time advised by the Responsible Entity to Authorised Participants), being the time by which an Application/Redemption Form must be received by the Responsible Entity to be processed for that ASX Business Day. |