

Product Disclosure Statement

For an offer of membership of the NIKKO AM KIWISAVER SCHEME

This is a replacement Product Disclosure Statement, it replaces the Product Disclosure Statement dated 3 April 2018

Dated 11 April 2018

Issued by Nikko Asset Management
New Zealand Limited



This document gives you important information about this investment to help you decide whether you want to invest. There is other useful information about this offer at www.business.govt.nz/disclose. Nikko Asset Management New Zealand Limited has prepared this document in accordance with the Financial Markets Conduct Act 2013. You can also seek advice from a financial adviser to help you to make an investment decision.

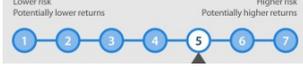
1. Key Information Summary

What is this?

This is a managed investment scheme. Your money will be pooled with other investors' money and invested in various investments. Nikko Asset Management New Zealand Limited (**Nikko AM, we, us or our**) will invest your money and charge you a fee for its services. The returns you receive are dependent on the investment decisions of us and of our investment managers and the performance of the investments. The value of those investments may go up or down. The types of investments and the fees you will be charged are described in this document.

What will your money be invested in?

Nikko AM KiwiSaver Scheme (**Scheme**) has eight funds in this Product Disclosure Statement (**PDS**). These investment options are summarised below. More information about the investment target and strategy for each investment option is provided at Section 3 of this PDS.

Fund name	Description and investment objectives	Risk indicator ¹	Annual fund charges (% p.a. of Net Asset Value (NAV)) [^]
Conservative Fund	The Conservative Fund has a diversified portfolio and aims to preserve capital and achieve an investment return above bank deposit rates. This fund has a low to medium level of volatility.		0.75% (estimate) Performance-based fee: yes, see Section 5 for an explanation of the underlying fund's performance fee.
Balanced Fund	The Balanced Fund has a diversified portfolio and aims to generate a return while minimising potential losses. This fund has a low to medium level of volatility.		1.0% (estimate) Performance-based fee: yes, see Section 5 for an explanation of the underlying funds' performance fee.
Growth Fund	The Growth Fund has a diversified portfolio and aims to deliver growth in capital value over the long term. This fund has a medium to high level of volatility.		1.14% (estimate) Performance-based fee: yes, see Section 5 for an explanation of the underlying funds' performance fee.
NZ Cash Fund	The NZ Cash Fund has a portfolio of short term deposits and bonds and aims to generate income. This fund has a very low level of volatility.		0.45%
NZ Corporate Bond Fund	The NZ Corporate Bond Fund has a portfolio of New Zealand bonds, deposits and cash and aims to generate income. This fund has a low to medium level of volatility.		0.80%
Core Equity Fund	The Core Equity Fund provides exposure to New Zealand and Australian equity markets from an actively managed portfolio with potential for growth of income and capital. This fund has a medium to high level of volatility.		0.95%
Global Shares Fund	The Global Shares Fund aims to provide a relatively concentrated actively managed portfolio of global equities to achieve long term capital growth. This fund has a high level of volatility.		1.15%

Fund name	Description and investment objectives	Risk indicator ¹	Annual fund charges (% p.a. of Net Asset Value (NAV)) [^]
Option Fund	<p>The Option Fund invests in cash and options relating to fixed interest investments, and undertakes a leveraged trading strategy based on selling options over global government bonds. The Option Fund is a specialist investment strategy suitable only for experienced investors who have an investment time frame of three years or longer and are comfortable to accept short sharp periods of high volatility.</p> <p>This fund has a medium to high level of volatility.</p>		1.15%
<p>Other charges: In addition to the above charges you will be charged a member fee of \$30 p.a., irrespective of how many funds you invest in.</p>			

¹As the funds have not existed for 5 years, a combination of market index and wholesale fund returns for the 5 year period to March 2018 have been used to calculate the risk indicators, therefore, the risk indicator may provide a less reliable indicator of the potential future volatility of the funds.

[^]The management fee portion is waived until 31 March 2019. See Section 5 for more information.

See Section 4 of this PDS for an explanation of the risk indicator and for information about other risks that are not included in the risk indicator. To help you clarify your own attitude to risk, you can seek financial advice or work out your risk profile at www.sorted.org.nz/tools/investor-kickstarter.

Who manages the Scheme?

Nikko AM is the manager of the Scheme. See “Who is involved?” in Section 7 of the PDS for further details.

How can you get your money out?

Generally you cannot withdraw your KiwiSaver savings until you reach your “Qualifying Age”. This is the age of eligibility for New Zealand Superannuation (currently 65) and when you have been a KiwiSaver member (and/or a member of a Complying Superannuation Fund) for at least five years.

In some circumstances (such as buying your first home, suffering a serious illness or significant financial hardship, death, permanent emigration to somewhere other than Australia), you may be able to withdraw some or all of your KiwiSaver savings early.

See Section 2 of this PDS for more information.

How will your investment be taxed?

The Scheme is a portfolio investment entity. The amount of tax you pay in respect of a PIE is based on your prescribed investor rate (PIR). This can be 10.5%, 17.5%, or 28%. See Section 6 of this PDS (What taxes will you pay) for more information.

Where can you find more key information?

Nikko AM is required to publish quarterly updates for each fund. The updates show the returns, and the total fees actually charged to investors, during the previous year. The latest fund updates are available at www.nikkoam.co.nz/invest/kiwisaver. We will also give you copies of those documents on request.

CONTENTS

1. KEY INFORMATION SUMMARY	3
2. HOW DOES THIS INVESTMENT WORK?	6
3. DESCRIPTION OF YOUR INVESTMENT OPTIONS	9
4. WHAT ARE THE RISKS OF INVESTING?	11
5. WHAT ARE THE FEES?	13
6. WHAT TAXES WILL YOU PAY?	15
7. WHO IS INVOLVED?	15
8. HOW TO COMPLAIN	16
9. WHERE YOU CAN FIND MORE INFORMATION	16
10. HOW TO APPLY	16

2. How does this investment work?

This PDS offers membership of the Scheme. KiwiSaver is a long-term savings plan designed to help you save for your retirement.

The Scheme is a registered KiwiSaver scheme under the Financial Markets Conduct Act 2013 and is a trust which is governed by the Trust Deed dated 20 December 2017 as amended 13 March 2018 (the **Trust Deed**).

About the Nikko AM KiwiSaver Scheme

The Scheme has eight funds available. You can invest in as many funds as you wish, and you can change your fund choice(s) at any time.

Your money is held on trust by the supervisor and pooled with the money of other investors in the fund(s). We invest this money on behalf of all investors in the fund.

The money you invest buys units in the fund(s) you select. Each unit has a price which is usually calculated on each business day by dividing the total net value of the fund's assets by the number of units on issue in the fund. The fund's assets are valued independently of us. The value of your investment will be affected by any change in the value of the fund's assets which is reflected in the fund's unit price.

Units give you the right to the returns from the assets of the fund, but do not give you legal ownership of any particular asset of the fund. The assets of each fund are not available to meet the liabilities of any other fund in the Scheme.

What are the benefits?

The key benefits of investing in the Scheme include:

- your money is actively managed by our investment professionals;
- the Scheme has a range of investment options to suit different types of investors.

Joining the Scheme

If you are not already a KiwiSaver member, you can join the Scheme by applying to us directly if you are:

- a New Zealand citizen (or entitled to New Zealand permanent residency); and
- living or normally living in New Zealand; and
- under the age of eligibility for New Zealand Superannuation (currently age 65).

If you are already a KiwiSaver member, you can transfer from another KiwiSaver scheme, including if you're 65 and over.

We may in our absolute discretion accept or refuse to admit any person as a member.

Making investments

If you are an employee, your KiwiSaver contributions must be made at a rate of 3%, 4% or 8% of your gross (before-tax) salary or wages. If you do not choose a contribution rate, your contributions will be deducted at the 3% rate. The contributions are made from your after-tax salary or wages.

You can change your contribution rate at any time or take a "contributions holiday" of between three months and five years (generally only after contributing for a year), which can be extended.

If you are self-employed or not working, or wish to make voluntary contributions to your KiwiSaver account, you can make one-off or regular lump sum payments.

Employer contributions

Your employer will generally also contribute a minimum of 3% of your before-tax pay, if:

- you are aged 18 or over and below your Qualifying Age; and
- are contributing to KiwiSaver through your pay.

Employer Superannuation Contribution Tax is deducted from employer contributions.

Member Tax Credits

If you are eligible, the Government will also pay you a member tax credit at the rate of 50 cents for every dollar you contribute, up to a maximum of \$521.43 each year (1 July to 30 June) as long as you:

- are aged 18 or over and below your Qualifying Age; and
- mainly live in New Zealand.

Minimum Amounts

The minimum ongoing voluntary contribution amount is \$20.

The minimum investment amount is \$250.

Withdrawing your investments

KiwiSaver is a long term investment plan designed to help you to save for your retirement. In most cases you cannot withdraw your savings until you have reached the KiwiSaver Qualifying Age. This is the later of:

- the age of eligibility for New Zealand Superannuation (currently age 65); or
- five years after you joined a KiwiSaver scheme or, if you transferred from a complying superannuation fund, five years after you joined that scheme.

You may be able to withdraw all or part of your KiwiSaver savings early in certain limited circumstances.

The table below shows the main types of withdrawal options available to you, and what you can withdraw.

Withdrawal type	What I can withdraw				
	Your contributions	Employer contributions	Member tax credits	Kickstart ¹ contribution (if any)	Superannuation savings transferred from Australia
Retirement (Qualifying Age)	✓	✓	✓	✓	✓
Purchase of first home or second chance home buyer ²	✓	✓	✓	✓	✗
Significant financial hardship	✓	✓	✗	✗	✓
Serious illness	✓	✓	✓	✓	✓
Permanent emigration overseas	✓	✓	✗	✓	✗
Permanent emigration to Australia ³	✓	✓	✓	✓	✓
Death	✓	✓	✓	✓	✓
Retirement withdrawal of transferred Australian savings from 60 years old	✗	✗	✗	✗	✓

¹ You received the \$1,000 kick-start contribution if you first joined KiwiSaver before 2pm, 21 May 2015.

² You must leave a minimum balance of \$1,000 in your KiwiSaver account. Other conditions apply. See the Other Material Information document at www.nikkoam.co.nz/invest/kiwisaver for further information.

³ You can only transfer your entire balance to an Australian complying superannuation fund.

You can also access your savings where any Act or court order requires a withdrawal.

For more information about withdrawals, see the Other Material Information document at www.nikkoam.co.nz/invest/kiwisaver. You can obtain the required forms by contacting us. You will need to satisfy the legal requirements and our processes before you can make a withdrawal from your KiwiSaver account.

There is no Crown guarantee in respect of any KiwiSaver scheme or investment product of a KiwiSaver scheme.

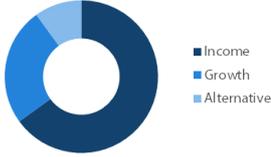
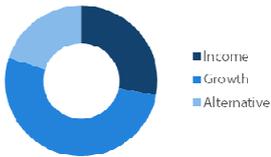
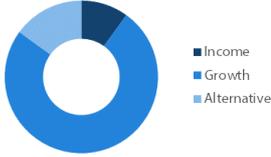
How to switch between funds

You can switch to another fund at any time at no cost. Currently, you must switch a minimum of \$250 however we may change this. Switches you can make in any calendar year are limited to 12. We may decline or delay the switch without providing a reason. Unless you are switching all of your investment, at least \$250 must remain in the fund. You can obtain the required forms for a switch by contacting us.

Responsible investment

Responsible investment, including environmental, social, and governance considerations, is not taken into account in the investment policies and procedures of the scheme as at the date of this product disclosure statement.

3. Description of your investment options

Fund name	Investment objectives and strategy	Risk indicator ²	Target asset mix	Minimum suggested investment timeframe
Conservative Fund	<p>Fund Objective: To achieve a return which exceeds the benchmark return³ by 1.00% p.a. over a rolling three year period before fees, expenses and taxes.</p>  <p>Source: Nikko AM⁴</p> <p>Strategy: The Conservative Fund's strategy is to invest across a range of actively managed funds to create a diversified portfolio with a focus on lower risk assets.</p>	<p>③</p> <p>Volatility: low to medium</p>	<p>Targets 100% investment in the Nikko AM Wholesale Conservative Fund.</p> <p>The Nikko AM Wholesale Conservative Fund's target asset allocation is:</p> <p>100% cash and cash equivalents, NZ fixed interest, international fixed interest, Australasian equities, international equities, listed property and diversified hedge funds.</p>	Two years
Balanced Fund	<p>Fund Objective: To achieve a return which exceeds the benchmark return by 1.50% p.a. over a rolling three year period before fees, expenses and taxes.</p>  <p>Source: Nikko AM⁴</p> <p>Strategy: The Balanced Fund's strategy is to invest across a range of actively managed funds to create a diversified portfolio with a balanced mix of lower and higher risk assets.</p>	<p>③</p> <p>Volatility: low to medium</p>	<p>Targets 100% investment in the Nikko AM Wholesale Balanced Fund.</p> <p>The Nikko AM Wholesale Balanced Fund's target asset allocation is:</p> <p>100% cash and cash equivalents, NZ fixed interest, international fixed interest, Australasian equities, international equities, listed property and diversified hedge funds.</p>	Three years
Growth Fund	<p>Fund Objective: To achieve a return which exceeds the benchmark return by 2.00% p.a. over a rolling three year period before fees, expenses and taxes.</p>  <p>Source: Nikko AM⁴</p> <p>Strategy: The Growth Fund's strategy is to invest across a range of actively managed funds to create a diversified portfolio with a focus on higher risk assets.</p>	<p>④</p> <p>Volatility: medium to high</p>	<p>Targets 100% investment in the Nikko AM Wholesale Growth Fund.</p> <p>The Nikko AM Wholesale Growth Fund's target asset allocation is:</p> <p>100% cash and cash equivalents, NZ fixed interest, international fixed interest, Australasian equities, international equities, listed property and diversified hedge funds.</p>	Five years

Fund name	Investment objectives and strategy	Risk indicator ²	Target asset mix	Minimum suggested investment timeframe
NZ Cash Fund	<p>Fund Objective: To outperform the Bloomberg NZBond Bank Bill Index by 0.20% p.a. over a rolling three year period before fees, expenses and taxes.</p> <p>Strategy: The Cash Fund aims to generate income by constructing an actively managed investment portfolio of short term deposits and bonds whilst preserving capital value.</p>	<p>①</p> <p>Volatility: very low</p>	<p>Targets 100% investment in the Nikko AM Wholesale NZ Cash Fund.</p> <p>The Nikko AM NZ Wholesale Cash Fund target asset allocation is 100% cash and cash equivalents and NZ fixed interest.</p>	Three months
NZ Corporate Bond Fund	<p>Fund Objective: To outperform the Bloomberg NZBond Government 0+ Year Index by 1.50% p.a. over a rolling three year period before fees, expenses and taxes.</p> <p>Strategy: The Corporate Bond Fund aims to generate income by constructing an actively managed investment portfolio of New Zealand bonds, deposits and cash whilst preserving the capital value.</p>	<p>③</p> <p>Volatility: low to medium</p>	<p>Targets 100% investment in the Nikko AM Wholesale NZ Corporate Bond Fund.</p> <p>The Nikko AM Wholesale NZ Corporate Bond Fund's target asset allocation is 100% NZ fixed interest, international fixed interest and cash and cash equivalents.</p>	Two years
Core Equity Fund	<p>Fund Objective: To outperform the S&P/NZX 50 Index Gross with Imputation credits by 3.0% p.a. over a rolling three year period before fees, expenses and taxes.</p> <p>Strategy: The Core Equity Fund is an actively managed investment portfolio with potential for growth of income and capital by investing directly into equity market securities listed or contemplated to be listed on any New Zealand or Australian recognised securities exchange.</p>	<p>④</p> <p>Volatility: medium to high</p>	<p>Targets 100% investment in the Nikko AM Wholesale Concentrated Equity Fund.</p> <p>The Nikko AM Wholesale Concentrated Equity Fund's target asset allocation is 100% Australasian equities, listed property, cash and cash equivalents, NZ fixed interest and international fixed interest.</p>	Five years
Global Shares Fund	<p>Fund Objective: To outperform the MSCI ACWI, with net dividends reinvested, expressed in NZD (unhedged) by 3% p.a. over a rolling three year period before fees, expenses and taxes.</p> <p>Strategy: The Global Shares Fund seeks to provide investors with a relatively concentrated actively managed investment portfolio of global equities to achieve long term capital growth.</p>	<p>⑤</p> <p>Volatility: high</p>	<p>Targets 100% investment in the Nikko AM Wholesale Global Shares Fund.</p> <p>The Nikko AM Wholesale Global Shares Fund's target asset allocation is 100% international equities, Australasian equities, cash and cash equivalents and listed property.</p>	Five years
Option Fund	<p>Fund Objective: To outperform the Bloomberg NZBond Bank Bill Index plus 4% p.a. over a rolling three year period before fees, expenses and taxes.</p> <p>Strategy: The Option Fund invests in cash and fixed interest investments, and undertakes a leveraged trading strategy (see Other Specific Risks, under section 4) based on selling options on global government bonds. The Option Fund earns income from selling the options.</p>	<p>④</p> <p>Volatility: medium to high</p>	<p>Targets 100% investment in the Nikko AM Wholesale Option Fund.</p> <p>The Nikko AM Wholesale Option Fund's target asset allocation is 100% investment in cash and cash equivalents, NZ fixed interest and international fixed interest.</p>	The Option Fund is a specialist investment strategy and is suitable only for experienced investors who are comfortable to accept short periods of sharp volatility and are investing over a period of three years or longer.

²As the funds have not existed for 5 years, a combination of market index and wholesale fund returns for the 5 year period to March 2018 have been used to calculate the risk indicators, therefore, the risk indicator may provide a less reliable indicator of the potential future volatility of the funds.

³The benchmark return is a composite index. More information is available in the SIPO for the Scheme.

⁴More information on the Income, Growth and Alternative Categories is available in the SIPO for the Scheme.

More details on the aim and investment strategy of each fund are set out in the Statement of Investment Policy and Objectives (SIPO) for the Scheme. We may change the SIPO from time to time by prior notice to the supervisor, without notifying you. Material changes will be advised in the Scheme's annual report. The current SIPO can be found on the Disclose register at www.business.govt.nz/disclose.

Further information about the assets in a fund can be found in the fund updates (when available) at www.nikkoam.co.nz/invest/kiwisaver.

4. What are the risks of investing?

Understanding the risk indicator

Managed funds in New Zealand must have a standard risk indicator. The risk indicator is designed to help investors understand the uncertainties both for loss and growth that may affect their investment. You can compare funds using the risk indicator.



For the risk indicator for each fund, see the "Key Information Summary" Section of the PDS.

The risk indicator is rated from 1 (low) to 7 (high). The rating reflects how much the value of the fund's assets goes up and down (volatility). A higher risk generally means higher potential returns over time, but more ups and downs along the way.

To help you clarify your own attitude to risk, you can seek financial advice or work out your risk profile at www.sorted.org.nz/tools/investor-kickstarter.

Note that even the lowest category does not mean a risk-free investment, and there are other risks (described under the heading 'Other specific risks') that are not captured by this rating.

This risk indicator is not a guarantee of a fund's future performance. The risk indicator is based on market index and wholesale fund returns for the period from April 2013 to March 2018. While risk indicators are usually relatively stable, they do shift from time to time. You can see the most recent risk indicator in the latest fund update for the fund.

General investment risks

Some of the things that may cause a fund's value to move up and down, which affect the risk indicator, are:

Asset allocation: The largest determinant of returns and volatility is the proportionate allocation to different underlying assets. Accordingly, asset allocation will impact the overall returns of the fund.

Interest rate: Changes in interest rates. An increase in interest rates results in the capital value of fixed interest investments falling. A decrease in interest rates results in the capital value of fixed interest investments rising.

Market: Economic, technological, political and legal factors and market sentiment can change. These changes may affect the value of financial products in investment markets, a fund's investments and the value of the units in the fund.

Credit: Interest earning securities represent loans to borrowers that include central and local government, registered banks and companies. Credit risk is the risk that a borrower may default on interest or capital repayments.

Cybersecurity and operational: Cybersecurity breaches may allow an unauthorised party to gain access to fund assets, customer data, or proprietary information, or cause a fund or its service providers to suffer data corruption or lose operational functionality. Similar incidents affecting issuers of a fund's securities may negatively impact performance. Operational risk may arise from human error, error by third parties, communication errors, or technology failures, among other causes.

Currency: Occurs where the New Zealand currency appreciates or depreciates relative to the currency of the country in which the fund invests. The return on or value of your investment may be reduced where the New Zealand dollar rises or falls relative to other currencies.

Company specific: In addition to market factors, a specific company's business outlook may deteriorate because of management changes, strategy decisions, competitor activities or declining demand for its products or services. Where a fund invests in the securities of companies affected by these circumstances, investors' returns from their investment may be negatively affected.

Liquidity: The risk that an investment may not be able to be sold quickly enough to prevent or minimise a loss. A lack of liquidity may also affect the amount of time it takes to satisfy withdrawal requests.

Derivative: We will enter into foreign currency exchange contracts to manage currency exposures. We may also enter into other derivative contracts to manage interest rate and credit exposures. Certain risks arise out of the use of derivatives, including significant gains or losses.

Changes to law: Changes to existing law or the introduction of new laws could have a significant impact on an investment in the Scheme (including its returns), or how we manage the Scheme. There have been changes previously to the KiwiSaver Act 2006, and the KiwiSaver Scheme Rules, including the employer, employee and Government contribution rates, conditions on withdrawals, and changes could occur in the future. Changes to tax rates, the PIE tax regime or tax legislation generally could also affect your returns (positively or negatively).

Other specific risks

Short selling: Some of the underlying funds that the Conservative, Balanced and Growth Funds invest in are able to use short selling investment strategies. This is the practice of selling financial securities the seller does not own (i.e. borrowing the security from a broker), with the understanding that it must later be purchased or repurchased and returned to the broker. Short selling activity is one of many strategies that may be employed by the investment manager as a tool to benefit from falling stock prices. If this strategy is implemented there is the additional risk that the price of the security increases and a loss is incurred. The maximum limit on the value of securities that can be short sold is a small portion of the underlying funds gross asset values, and those underlying funds make up only a portion of the allocation of the Conservative, Balanced and Growth Funds. The potential impact on the Conservative, Balanced and Growth Funds is therefore low.

Leveraged strategy: The Option, Conservative, Balanced and Growth Funds all invest in the Nikko AM Wholesale Option Fund ("Wholesale Fund"). The Wholesale Fund uses a leveraged investment strategy to simultaneously sell call and put options on long dated government bonds. The Wholesale Fund can incur significant short term losses quickly due to extreme movements (called 'volatility') in long-term interest rates. As an example of the impact of volatility on the Wholesale Fund, when the US Government was downgraded from AAA to AA+ credit rating in August 2011, the Wholesale Fund fell 29% over the month. When this type of event occurs, the increased volatility which caused the initial loss will also likely result in the Wholesale Fund receiving a higher stream of income when new options are sold (where those new options will have higher income). The impact of interest rate volatility is magnified by the use of leverage. For every \$1 in the fund, up to \$6 of call options and \$6 of put options can be sold. The options are sold in pairs, each comprising a call and a put option with the same expiry date. Accordingly, the effective leverage of the fund is 6 times the value of the fund. This has the potential to negatively impact the performance of the funds, in particular the Option Fund. The Option Fund is therefore a specialist investment strategy suitable only for experienced investors who are comfortable to accept short periods of sharp volatility and are investing over a period of three years or longer.

5. What are the fees?

You will be charged fees for investing in the Scheme. Fees are deducted from your investment and will reduce your returns. If we invest in other funds, those funds may also charge fees. The fees you pay will be charged in two ways:

- regular charges - (for example, annual fund charges). Small differences in these fees can have a big impact on your investment over the long term.
- one-off fees - (for example, individual action fees and trading costs). Nikko AM does not currently charge any one-off fees.

Fund	Management Fee % p.a. of NAV (waived until 31 March 2019)	Estimated performance-based fee and Other Expenses (charged by the underlying funds) % p.a. of NAV	Estimated total annual fund charges % p.a. of NAV
Conservative Fund	0.60%	0.15%	0.75% (0.15% until 31 March 2019)
Balanced Fund	0.70%	0.30%	1.0% (0.30% until 31 March 2019)
Growth Fund	0.95%	0.19%	1.14% (0.19% until 31 March 2019)
NZ Cash Fund	0.45%	None	0.45% (0% until 31 March 2019)
NZ Corporate Bond Fund	0.80%	None	0.80% (0% until 31 March 2019)
Core Equity Fund	0.95%	None	0.95% (0% until 31 March 2019)
Global Shares Fund	1.15 %	None	1.15% (0% until 31 March 2019)
Option Fund	1.15%	None	1.15% (0% until 31 March 2019)

Other charges: In addition to the above charges you will be charged a member fee of \$30 p.a., irrespective of how many funds you invest in.

Annual fund charges

Management Fee

We charge an annual management fee to each fund which is used to pay for the management of the relevant fund's assets, including underlying investment costs, the supervisor's fee and administration costs (such as audit fees, registry services and unit pricing). The Management Fee is waived until 31 March 2019.

Other Expenses

An underlying unrelated fund, into which the Conservative, Balanced and Growth Funds invest, has expenses embedded. An explanation of how these are estimated is included in the Other Material Information document at www.business.govt.nz/disclose.

The funds invest in funds managed by us. Apart from the performance fees described below, no other fees are charged by the underlying Nikko AM funds.

Individual action fees and trading costs

There are currently no contribution, establishment, termination, withdrawal or switching fees being charged to the funds offered under this PDS. We can introduce these fees in the future as set out in the Trust Deed.

Nikko AM NZ distribution fee

We act as distributor for JPMAAM in New Zealand. We receive a fee for arrangement of the investment of the Conservative, Balanced and Growth Funds in JPMAAM's investment vehicles. This fee is paid to Nikko AM NZ from the management fee that JPMAAM charges the unrelated underlying fund. Therefore, it doesn't affect returns to investors.

Performance-based fees

There are no performance-based fees charged to the funds offered in this PDS. However, there are performance-based fees charged by some of the underlying funds as follows:

- the Balanced and Growth Funds invest indirectly into the Nikko AM Wholesale Concentrated Equity Fund which charges a performance-based fee, payable to us, of 10% of gains above the 'hurdle-rate';
- the Conservative, Balanced and Growth Funds invest indirectly into the Nikko AM Wholesale Option Fund which charges a performance-based fee, payable to us, of 15% of gains above the 'hurdle-rate'.

The '**hurdle-rate**' is the minimum return a fund must achieve before being able to charge a performance-based fee. The hurdle-rates are:

- Nikko AM Wholesale Concentrated Equity Fund: 5% above the Reserve Bank of New Zealand Official Cash Rate over a 12 month financial period.
- Nikko AM Wholesale Option Fund: 4% above the S&P/NZX Bank Bills 90-Day Index over a 12 month financial period.

The hurdle-rate of return for the performance-based fee payable to us is based on the performance of the Nikko AM Wholesale Concentrated Equity Fund or the Nikko AM Wholesale Option Fund (as applicable). This means a performance-based fee may be charged indirectly to you even if the Conservative, Balanced or Growth Fund's overall performance (as applicable) is below its benchmark index, or the fund makes a loss.

Performance-based fees are payable to us only if the Nikko AM Wholesale Concentrated Equity Fund's or the Nikko AM Wholesale Option Fund's (as applicable) performance exceeds the relevant '**high-water mark**' (the value the fund must reach before the manager can charge a performance fee). A high-water mark ensures that if the fund loses value over a period, we must achieve investment returns above the high-water mark before receiving a performance-based fee. The high-water mark is reset only when the fund's performance exceeds that mark. The performance-based fee is accrued daily in the unit price of the relevant Wholesale Fund and paid at the end of the financial period. A financial period for is 12 months ending 31 March in each year. The performance-based fee does not have a maximum limit.

Other charges

Member fee

The member fee is calculated at the rate of \$2.50 per member per calendar month (or part month) and represents an annual fee of \$30. It is used to pay for the general administration of your account.

GST

All fees are exclusive of GST.

Example of how fees apply to investors (after 1 April 2019)

Sanna invests \$10,000 in the Global Shares Fund. The starting value of her investment is \$10,000.

She is charged management and administration fees, which work out to about \$115 (1.15% of \$10,000). These fees might be more or less if her account balance has increased or decreased over the year.

Over the next year, Sanna pays other charges of \$30.

Estimated total fees for the first year

Fund charges: \$115

Other charges: \$30

See the latest fund update for an example of the actual returns and fees investors were charged over the past year.

This example applies only to the Global Shares Fund. If you are considering investing in other funds or investment options in the Scheme, this example may not be representative of the actual fees you may be charged.

The fees can be changed

We can introduce new fees or change the annual fund charges and other fees outlined in this section. We will give you at least one month's notice if we increase any fee or commence charging any new fee.

Nikko AM must publish a fund update for each fund showing the fees actually charged during the most recent year. Fund updates, including past updates, are available at www.nikkoam.co.nz/invest/kiwisaver.

6. What taxes will you pay?

The Scheme is a portfolio investment entity. The amount of tax you pay is based on your prescribed investor rate (**PIR**). To determine your PIR, go to www.ird.govt.nz/toii/pir/workout/. If you are unsure of your PIR, we recommend you seek professional advice or contact the Inland Revenue Department. It is your responsibility to tell us your PIR when you invest or if your PIR changes. If you do not tell us, a default rate may be applied. If the advised PIR is lower than the correct PIR, you will need to complete a personal tax return and pay any tax shortfall, interest, and penalties. If the default rate or the advised PIR is higher than the correct PIR, you will not get a refund of any overpaid tax.

7. Who is involved?

About Nikko Asset Management New Zealand Limited

Nikko AM is a wholly owned subsidiary of Nikko Asset Management Co., Ltd, headquartered in Japan. Nikko Asset Management has investment professionals across the world's major financial centres.

You can contact us:

- Phone: 09-307-6388
- Email: NZenquiries@nikkoam.com
- Write: PO Box 3892, Shortland Street, Auckland 1140

Who else is involved?

Party	Name	Role
Supervisor	Public Trust	Supervisor of the Scheme and responsible for monitoring our compliance with our obligations.
Custodian	BNP Paribas Fund Services Australasia Pty Limited	Appointed by the Supervisor to hold all of the assets of the funds on trust on behalf of the members.
Administrator	BNP Paribas Fund Services Australasia Pty Limited	Appointed by us, performs services including fund valuation, unit pricing, fund accounting and PIE fund administration services.
Registrar	MMC Limited	Appointed by us, performs unit registry services.
Auditor	KPMG	Auditor of the Scheme.

8. How to complain

Any complaints about the Scheme may be referred to the Manager via the contact details provided under Section 7 of the PDS, 'Who is involved?'.

You can also complain to the supervisor at:

Public Trust

Level 9, 34 Shortland Street, Auckland 1010
PO Box 1598, Shortland Street, Auckland 1140
09-958-5300
CTS.enquiry@publictrust.co.nz
www.publictrust.co.nz/corporate-trustee-services

The Manager and the supervisor are both members of Financial Services Complaints Limited's independent dispute resolution scheme. If you have made a complaint to us and it has not been resolved within 40 days or if you are dissatisfied with the proposed resolution, you can refer it to:

Financial Services Complaints Limited

4th Floor, 101 Lambton Quay, Wellington 6011
Financial Services Complaints Limited, PO Box 5967, Lambton Quay, Wellington 6145
info@fscl.org.nz
0800-347-257
www.fscl.org.nz

Financial Services Complaints Limited will not charge a fee to any complainant to investigate or resolve a complaint. Further information about referring a complaint to Financial Services Complaints Limited can be found at www.fscl.org.nz.

9. Where you can find more information

Further information relating to the Scheme and the funds (for example, financial statements, annual reports, quarterly fund updates, the Trust Deed and SIPO) is available on Disclose at www.business.govt.nz/disclose and a copy of information on the offer register or schemes register is available on request to the Registrar of Financial Service Providers. You will not be charged any fee to access this information.

An annual statement and PIE Tax Statement will be sent to you or made available through an electronic facility before the end of June each year. These provide information such as your balance at year end, change in balance during the year, what fees you have been charged and how much PIE tax has been paid on your behalf.

You can find more information about us and the Scheme on our website www.nikkoam.co.nz.

10. How to apply

You can apply by contacting us for an application form.