

Vanguard Ethically Conscious International Shares Index ETF

(ASX code: VESG)

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**Important notice**

**Authorised Participants**

Please note that the offer in this Product Disclosure Statement ("PDS") is for entities who have entered into an Authorised Participant agreement with Vanguard. For that reason, certain sections of this PDS (particularly those relating to applications for and redemptions of ETF units) are of direct relevance to such persons only.

**All other investors**

Other investors cannot invest through this PDS directly, but can transact in the Vanguard ETFs through a stockbroker, financial adviser or through Vanguard Personal Investor. Other investors can use this PDS for informational purposes only. For further details on Vanguard Exchange Traded Funds please contact a stockbroker or financial adviser or visit [www.vanguard.com.au](http://www.vanguard.com.au).

This PDS does not constitute an offer or invitation in any jurisdiction other than in Australia. For the avoidance of doubt, ETF units are not intended to be sold to US Persons as defined under Regulation S of the US federal securities laws.

At the time of lodgement of this PDS with ASIC (being the date of this PDS), the ETF units have been admitted to Trading Status on the ASX and the ETF units are able to be traded on the market in the same way as other securities traded on the ASX (refer to the section 'Quotation under the AQUA Rules of the ASX' for further details).

If you would like to request a printed copy of this PDS, or any of the other important information that forms part of this PDS, please contact us.

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## Disclaimers

Investment in the ETFs is subject to risk (refer to section 5. "Risks"), which may include possible delays in repayment and loss of income and capital invested.

Vanguard or any of its related entities or associates may invest in, lend to or provide services to the ETFs. Vanguard may also invest in, lend to, or provide services to funds or accounts owned or managed by its related entities or clients who have appointed Vanguard as investment manager.

The allocation of aggregated investments amongst various funds and accounts will be conducted by Vanguard and its related entities in accordance with appropriate policies and procedures to manage any conflicts of interest.

None of The Vanguard Group, Inc., Vanguard Investments Australia Ltd, or their related entities, directors or officers gives any guarantee or assurance as to the performance of, or the repayment of capital or income invested in, the ETFs described in this PDS. This PDS is prepared for general information only. It is not intended to be a recommendation by Vanguard, any of Vanguard's associates or any other person to invest in the ETFs. In preparing this PDS, Vanguard did not take into account the investment objectives, financial situation or particular needs of any particular person. Before making an investment decision, investors need to consider (with or without the advice or assistance of an adviser) whether investment in an ETF is appropriate to their needs, objectives and circumstances.

Vanguard has sufficient working capital to enable it to operate the ETFs as outlined in this PDS.

## About this PDS

This PDS dated 21 December 2022 is for the ETF class of units to be quoted under the AQUA Rules of the ASX for the Vanguard Ethically Conscious International Shares Index Fund ARSN 626 133 275 (ASX code: VESG).

This PDS relates only to the class of units quoted under the AQUA Rules of the ASX.

Vanguard Investments Australia Ltd ABN 72 072 881 086 AFSL 227263 ("Vanguard") is the issuer of this PDS and is solely responsible for its contents. In this PDS references to 'Vanguard', the 'responsible entity', 'we', 'our' and 'us' refer to Vanguard Investments Australia Ltd.

A copy of this PDS has been lodged with both the Australian Securities and Investments Commission ("ASIC") and the Australian Securities Exchange Ltd ("ASX"). Neither ASIC nor the ASX take any responsibility for the contents of this PDS.

## Obtaining the latest PDS

A copy of the latest PDS for the ETF is available on Vanguard's website at [www.vanguard.com.au](http://www.vanguard.com.au). If you do not have access to the internet, please contact us. A paper copy will be provided free of charge on request.

Unless otherwise stated, data sources used by Vanguard are public or licensed market data, and all material is current as at the date of this PDS.

The offer to which this PDS relates is available to Authorised Participants receiving the PDS (electronically or otherwise) in Australia as well as approved offshore Authorised Participants.

**Information that is not materially adverse information is subject to change from time to time and may be updated by Vanguard by publishing such information on the Vanguard website at [www.vanguard.com.au](http://www.vanguard.com.au). A paper copy of any updated information will be provided free of charge on request from us by contacting the telephone number applicable to you. These are located on page 1 of this document.**

Unless otherwise stated in this PDS, or the context requires otherwise, references to 'ETF' refer to the ETF class of the Fund only and a reference to 'Fund' in this PDS, is a reference to the Vanguard Ethically Conscious International Shares Index Fund.

## Information available from Vanguard

Vanguard is subject to regular reporting and disclosure obligations in its capacity as responsible entity of the Funds and issuer of the ETFs.

The following information can be obtained free of charge from Vanguard by visiting Vanguard's website at [www.vanguard.com.au](http://www.vanguard.com.au) or, on application, by contacting us:

- details of the Net Asset Value ("NAV") for the ETF - available monthly
- details of the NAV price per unit for the ETF - available daily
- Pricing Basket - available daily
- Vanguard's unit pricing discretions policy (available upon request by contacting the Vanguard ETF Capital Markets Team and available at no cost)
- the latest copy of this PDS
- details of any continuous disclosure notices given by Vanguard to ASIC and/or the ASX
- details of distribution announcements given by Vanguard to the ASX via the ASX Market Announcements Platform ("ASX MAP")
- annual reports and financial statements for the Fund
- half-yearly financial reports announced by Vanguard via ASX MAP
- total number of ETF securities on issue – available monthly via ASX MAP
- details of the ETF Distribution Reinvestment Plan
- information about distributions for the ETF

## Classes of units

The Vanguard Ethically Conscious International Shares Index ETF is a separate class of units in the Vanguard Ethically Conscious International Shares Index Fund ARSN 626 133 275. As such it is only the ETF class of the Fund that is quoted under the AQUA rules of the ASX (refer to section 4. Quotation under the AQUA Rules of the ASX). This PDS relates only to the ETF class of units in the Fund.

Under the Constitution of the Fund, Vanguard is permitted to establish different classes of units and may create additional classes of units in the Fund in the future. This PDS contains a summary of the significant information relating to an investment in the ETF, which is a class of units in the Fund. All rights and entitlements of a unit referred to in this PDS relate to the assets, liabilities and other amounts referable to the ETF class of units in the Fund. No other funds, trusts or class of units is offered under this PDS.

## 1. About Vanguard

Vanguard Investments Australia Ltd ("Vanguard") is a wholly owned subsidiary of The Vanguard Group, Inc. The Vanguard Group, Inc. is one of the world's largest global investment management companies, with more than AUD \$11 trillion in assets under management as of 30 November 2022. In Australia, Vanguard has been serving financial advisers, retail clients and institutional investors for more than 25 years.

## 2. About the Vanguard Ethically Conscious International Shares Index ETF

|  |   |
|--|---|
| Strategic asset allocation*            | International shares 100%   |
| Minimum suggested investment timeframe | 7 years   |
| Summary risk level                     | High: The potential for higher returns than lower risk investments, however there is the higher potential for below average returns and/or loss of capital. |
| Who it may suit                        | Investors with Australian dollars, seeking exposure to a diversified portfolio of international shares with an ethically conscious screen.                  |

\*This is a targeted strategic asset allocation. In addition, cash or cash-equivalent instruments may be held (directly or through investing in a Vanguard fund) for the purposes of liquidity management and derivatives may be used to manage market exposure.

### Investment strategy and investment return objective

The Fund seeks to track the return of the FTSE Developed ex-Australia Choice Index (with net dividends reinvested) in Australian dollars (Index), before taking into account fees, expenses and tax.

The Fund will hold or be exposed to most of the securities in the Index, allowing individual security weightings to vary marginally from the Index from time to time. The Fund may be exposed to securities that have been removed from or are expected to be included in the Index. The Fund may also hold securities that are not in the Index where we identify opportunities to gain exposure to securities currently or expected to be included in the Index, where we consider that to be in the interests of unitholders or where we are unable to invest in the Index security due to restrictions in the relevant markets.

The Fund may use derivative financial instruments (derivatives) including futures traded on a licensed exchange and over-the-counter (OTC) derivatives for the purposes of maintaining Fund liquidity, managing market exposure or where Vanguard considers it is in the Fund's best interest to do so. The use of over-the-counter derivatives will generally not exceed 5% of the net asset value of the Fund, other than temporarily and in exceptional circumstances. It is not our intention to use derivatives or other investment strategies to leverage the assets of the Fund, however from time to time there may be circumstances, for example due to market movement, where the Fund is leveraged.

The Fund will be fully exposed to the fluctuating values of foreign currencies, as there will not be any hedging of foreign currencies to the Australian dollar.

The Fund may engage in securities lending which is a common practice where holders of securities make short term loans of shares in return for a fee, to incrementally increase returns to investors.

### Index information

The Index is a market capitalisation-weighted index comprising securities listed on the exchanges of the world's major developed economies but excludes securities of companies based on the following criteria:

- The Index excludes companies that have a specified level of business involvement in fossil fuels, nuclear power, alcohol, tobacco, cannabis, gambling, adult entertainment or weapons. The Index provider specifies activities, revenue or ownership thresholds or Industry Classification Benchmark (ICB) Subsector classifications for each business segment that lead to exclusion and these can vary from one business segment to another.
- The Index excludes companies that the Index provider determines are involved in controversial conduct because they do not meet certain labour, human rights, environmental or anti-corruption standards as defined by the United Nations Global Compact Principles.

For further information about the Index, including details of the screens and applicable revenue and ownership thresholds for each business segment, please refer to [www.vanguard.com.au/FTSE\\_Global\\_Choice\\_Index\\_Series\\_Ground\\_Rules](http://www.vanguard.com.au/FTSE_Global_Choice_Index_Series_Ground_Rules)

The Index constituents are reviewed on a quarterly basis in March, June, September and December. FTSE developed the Index with input from Vanguard and from time to time we may request that FTSE consider changes to the Index methodology.

## 3. Additional information about the ETF

### Cash and liquidity management

To manage day-to-day transaction requirements such as investor withdrawals and collateral requirements, the Fund may maintain a variable balance of cash. To effectively manage this cash, the Fund may invest in (directly or through another Vanguard Fund) cash equivalent instruments that aim to preserve capital and provide liquidity.

Cash equivalent instruments include, but are not limited to, high quality short-term money market instruments and short dated debt securities such as government issued securities, government-related (semi-government) issued securities and repurchase

agreements, where a high quality government or government related security is received or provided as collateral for the term of the agreement.

### Derivative financial instruments

The Fund may utilise over-the-counter and exchange traded derivatives such as futures, forwards and swaps, to help achieve their investment objective. Derivative financial instruments may be used for the purposes of maintaining Fund liquidity and managing market exposure. The use of over-the-counter derivatives, will not be used to a material extent – that is, use of over-the-counter derivatives will generally not exceed 5% of the net asset value of a Fund, other than temporarily and in exceptional circumstances. Importantly, derivatives will not be used to leverage the assets of the Fund.

### Securities lending

The Fund may engage in securities lending. Securities lending is a common practice where holders of securities make short term loans of shares in return for a fee, to incrementally increase returns to investors. For the Funds, Vanguard employs a value-oriented approach to securities lending which seeks to capture a scarcity premium by lending hard-to-borrow securities or 'specials'. Due to the higher fees charged per loan, higher returns can be generated with a lower level of securities lent. This is a more conservative approach that generally results in only a small percentage of the Fund's securities being lent. This amount will generally be capped at a maximum of 7.5% of the NAV of the Fund.

Vanguard has appointed an external agent lender to facilitate the lending of securities on behalf of the Fund to a select group of borrowers (banks and broker-dealers). This group of borrowers has been pre-approved in accordance with Vanguard's Global Securities Lending credit policies and limits.

Under these securities lending arrangements, a borrower is required to post collateral of at least 102% of the value of securities lent. Additionally, all loans are marked-to market daily. Depending on the arrangement, collateral may be either in the form of high-grade sovereign debt securities or cash. Where cash collateral is received, the agent lender may invest that cash collateral in repurchase agreements which are short term (normally overnight), low risk, collateralised loans. The cash collateral is provided to an approved borrower in exchange for a basket of, high-grade sovereign debt securities, which the borrower 'repurchase' for a slightly higher amount at a later date. Repurchase agreements are common investment products for investing securities lending cash collateral.

All revenue generated from the securities lending program is returned to the Fund, less agent lender fees. Vanguard does not retain any portion of the revenue generated from the securities lending program. The agent lender fees are reflected in the Fund's expense recoveries to the extent they are material (see Section 8 Fees and Other Costs).

### Performance

Monthly performance information for the ETF and historical performance relative to the Index will be published on Vanguard's website at [www.vanguard.com.au](http://www.vanguard.com.au). Neither the return of capital nor the performance of the ETF is guaranteed. Past performance is not an indication of future returns.

The market price of ETF units on the secondary market will generally also vary from the NAV price of the ETF units. There can be a number of factors influencing the current market price and causing it to differ from the NAV price including the price movement of the securities in the index held by the ETF, investor demand for the ETF and the spread between the bid price (price at which participants are willing to buy) and the ask price (price at which participants are willing to sell).

### Changes to investment objective and strategy

Vanguard may, from time to time, vary the investment objective and/or strategy of the Fund. Such variations may include changes to the target index chosen for a Fund. Vanguard will notify investors of any such changes.

### Environmental, social and ethical considerations

The name of the Fund includes the words "Ethically Conscious" because the Fund's Index excludes the securities of companies by taking into account certain labour standards or environmental, social or ethical considerations. Please refer to section '2. About the Vanguard Ethically Conscious International Shares Index ETF' for further information about the Index.

Vanguard does not take into account labour standards or environmental, social or ethical considerations when selecting, retaining or realising investments in the Fund to track the performance of the Index.

The Vanguard Group, Inc. is a signatory to the Principles for Responsible Investment (PRI).

## 4. Quotation under the AQUA Rules of the ASX

The AQUA market service aims to provide managed funds, ETFs and structured products (collectively referred to as ETPs) with a more tailored framework for the quoting of these products on the ASX market and access to back office clearing and settlement.

The key distinction between products admitted under the ASX Listing Rules and those quoted under the ASX AQUA Rules is the level of influence that the issuer has over the underlying instrument. See table below for the main differences between the ASX Listing Rules and the ASX AQUA Rules:

| ASX Listing Rules  | ASX AQUA Rules  |
|--|---|
| <p>The equity issuer:</p> <ul style="list-style-type: none"> <li>Controls the value of its own securities and the business it runs; and</li> <li>The value of those securities is directly influenced by the equity issuer's performance and conduct.</li> </ul> <p>For example, a company's management and Board generally control the company's business and, therefore, have direct influence over the company's share price.</p> | <p>The AQUA Product issuer:</p> <ul style="list-style-type: none"> <li>Does not control the value of the assets underlying its products; but</li> <li>Offers products that give investors exposure to the underlying assets - such as shares, indices, currencies or commodities.</li> </ul> <p>The value (or price) of products quoted under the AQUA Rules is dependent upon the performance of the underlying assets rather than the financial performance of the issuer itself.</p> <p>For example, an exchange traded product (ETP) issuer does not control the value of the securities it invests in.</p> |

Source: ASX Rules Framework (2011)

The following information highlights the key differences between the effect of listing under the ASX Listing Rules and quotation under the AQUA Rules.

| Information           | ASX Listing Rules   | ASX AQUA Rules   |
|-----------------------|---|--|
| Continuous disclosure | <ul style="list-style-type: none"> <li>Issuers of products under the ASX Listing Rules are subject to the continuous disclosure requirements under ASX Listing Rule 3.1 and section 674 of the <i>Corporations Act</i></li> </ul> | <ul style="list-style-type: none"> <li>Issuers of products quoted under the AQUA Rules are not subject to the continuous disclosure requirements under Listing Rule 3.1 and section 674 of the <i>Corporations Act</i>.</li> <li>There is a requirement under the AQUA Rules that an issuer of a product quoted under the AQUA Rules provide the ASX with any information that the non-disclosure of which may lead to the establishment of a false market in its products or would materially affect the price of its products.</li> </ul> <p>What obligations apply under the AQUA Rules?</p> <ul style="list-style-type: none"> <li>There is an obligation on issuers of ETFs to disclose information about the NAV of the ETFs daily via either the ASX market announcement platform ('MAP') or issuer's website (as specified in the ETFs' Product Disclosure Statement).</li> <li>Issuers of ETFs must also disclose information about dividends, distributions and other disbursements to the ASX via ASX MAP.</li> <li>Any other information that is required to be disclosed to ASIC under section 675 of the <i>Corporations Act</i> must be disclosed to the ASX via ASX MAP at the same time it is disclosed to ASIC.</li> </ul> |
| Periodic disclosure   | <ul style="list-style-type: none"> <li>Issuers of products under the ASX Listing Rules are required to disclose half yearly and annual financial information or annual reports under Chapter 4 of the Listing Rules.</li> </ul>   | <ul style="list-style-type: none"> <li>Responsible entities of AQUA Products that are ETFs are still required to lodge with ASIC financial reports under Chapter 2M of the <i>Corporations Act</i>. Under the AQUA Rules, the Responsible Entity must disclose these financial reports to the ASX at the same time as lodgement with ASIC.</li> <li>Issuers of ETFs must disclose the total number of ETP Securities on issue via ASX MAP within 5 business days of the end of each month.</li> </ul>  |

|                              |  |  |
|------------------------------|--|--|
| Corporate control            | <ul style="list-style-type: none"> <li>Requirements in the <i>Corporations Act</i> and the ASX Listing Rules in relation to matters such as takeover bids, share buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings apply to companies and listed schemes.</li> </ul> | <ul style="list-style-type: none"> <li>Certain requirements in the <i>Corporations Act</i> and the Listing Rules in relation to matters such as takeover bids, buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings that apply to companies and listed schemes do not apply to products quoted under the AQUA Rules.</li> <li>Issuers of products quoted under the AQUA Rules are subject to the general requirement to provide the ASX with any information concerning itself the non-disclosure of which may lead to the establishment of a false market or materially affect the price of its products.</li> </ul> |
| Related party transactions   | <ul style="list-style-type: none"> <li>Chapter 10 of the ASX Listing Rules, which relates to transactions between an entity and persons in a position to influence the entity, specifies controls over related party transactions.</li> </ul>  | <ul style="list-style-type: none"> <li>Chapter 10 of the ASX Listing Rules does not apply to ETPs. ETPs that are registered managed investment schemes are subject to Chapter 2E and Part 5C.7 of the <i>Corporations Act</i>.</li> </ul>  |
| Auditor rotation obligations | <ul style="list-style-type: none"> <li>There are specific requirements in relation to auditor rotation under Part 2M.4 Division 5 of the <i>Corporations Act</i>.</li> </ul>   | <ul style="list-style-type: none"> <li>Issuers of products quoted under the AQUA Rules are not subject to the requirements under Part 2M.4 Division 5 of the <i>Corporations Act</i>.</li> <li>Responsible entities of registered managed investment schemes will continue to be required to undertake an independent audit of its compliance with the scheme's compliance plan in accordance with section 601HG of the <i>Corporations Act</i> and the auditor must not be the auditor of the scheme's financial statements (though they may be from the same firm).</li> </ul>   |
| Product disclosure           | <ul style="list-style-type: none"> <li>Entities admitted under the Listing Rules are subject to the requirements of the <i>Corporations Act</i> in relation to the issue of a PDS or prospectus.</li> <li>Information on the risks associated with an investment in a product is expected to be included.</li> </ul>                                 | <ul style="list-style-type: none"> <li>Products quoted under the AQUA Rules are also subject to these requirements of the <i>Corporations Act</i>.</li> <li>Investors should read the PDS or prospectus carefully before investing in an ETP to fully understand the risks involved in investing in these types of products.</li> </ul>  |

Source: ASX Rules Framework (2011) and ASX Operating Rules



## 5. Risks

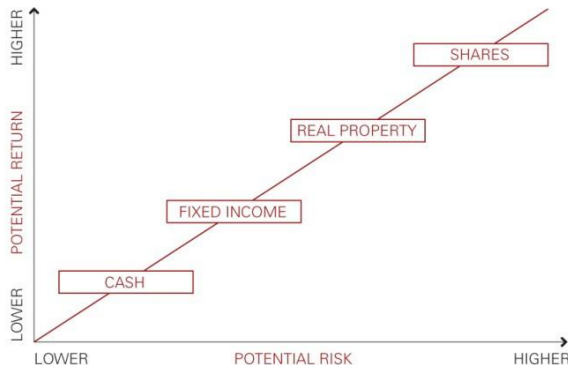
### General Risks

Investors in the ETF face a number of investment risks. It is important to keep in mind one of the main principles of investing: generally the higher the potential reward, the higher the risk of losing money. The reverse is also generally true: the lower the risk, the lower the potential reward. An investment in the ETF could lose money over short or even long periods.

The price of the ETF can fluctuate within a wide range, like fluctuations of the overall financial markets.

When considering an investment in the ETF, personal tolerance for fluctuating market values should be taken into account. An investment in the ETF is subject to investment risk including possible delays in repayment and loss of income or principal invested. Neither Vanguard nor its associates guarantee the performance of the ETF, the repayment of capital from the ETF or any particular rate of return.

The following table outlines the risks that can affect the performance of the ETF.

| Type of risk            | Description  |
|-------------------------|--|
| Market risk             | <p>Market risk is the possibility that the market has negative returns and/or value over short or even extended periods. Cash investments have the lowest market risk. Bonds and equities (including property securities) have increasing levels of market risk. Short-term market risks are high to very high for most asset classes (including international securities). Below is a graphical representation of the risk/return relationship associated with various asset classes.</p>  <p>In any asset sector, the returns of individual securities are a combination of the market return and returns specific to each security. The prices of securities can rise and fall for a variety of political, economic and other reasons. You may not get back what you invested. By diversifying their holdings across a market, index funds are generally well protected from the specific risk of individual securities.</p> <p>From time to time the number of securities in a given index may change due to factors such as index rebalancing and this may lead to a change in the diversification of the portfolio. Investors should be aware that markets and currencies can be volatile and affect the returns of an investment portfolio.</p> |
| Derivative risk         | <p>The primary risks associated with the use of derivative contracts are:</p> <ul style="list-style-type: none"><li>▪ the values of the derivative failing to move in line with the underlying asset (a performance difference);</li><li>▪ the potential lack of liquidity of the derivative;</li><li>▪ the Fund may not be able to meet payment obligations under the derivative contracts as they arise; and</li><li>▪ the counterparty to the derivative contract may not meet its obligations under the contract.</li></ul> <p>The risk of a performance difference is minimised by investing in derivative contracts where the behaviour is expected to resemble the key risk/return characteristics of a Fund's underlying securities. The risk that a Fund may not be able to close out a derivatives position is minimised by entering into such transactions on an exchange with an active and liquid secondary market, or with counterparties that are able to provide a minimum level of liquidity for any transactions in the over-the-counter market.</p> <p>The Fund does not use derivative contracts to leverage the assets of the Fund.</p>   |
| Regulatory and tax risk | <p>This is the risk that a government or regulator may introduce regulatory and tax changes, or a court makes a decision regarding the interpretation of the law that affect the value of securities in which the Fund invests, the value of the ETF units or the tax treatment of a Fund and its investors. The Fund may not be able to trade certain securities in the index at any particular time due to the restrictions on trading securities in that jurisdiction or restrictions in other jurisdictions such as sanctions.</p> <p>A Fund or ETF class may be affected by changes to legislation or government policy both in Australia and in other countries.</p>   |



|                              |   |
|------------------------------|---|
| <b>Index tracking risk</b>   | <p>Vanguard employs an indexing investment strategy for the Fund. However, a Fund may fail to meet its objectives as a result of:</p> <ul style="list-style-type: none"> <li>▪ Vanguard's selection of securities for a Fund;</li> <li>▪ implementation of processes which may cause a Fund to underperform its benchmark; and</li> <li>▪ the costs of managing the portfolios that are not measured by the Index. Vanguard's investment approach seeks to mitigate this risk.</li> </ul>   |
| <b>Index inaccuracy risk</b> | <p>The index provider does not generally accept liability for the accuracy or completeness of the index data. There is a risk that the index provider makes errors in the construction of the index which may not be identified and corrected for a period of time. Vanguard does not provide a warranty or guarantee for index provider errors. Therefore, any gains, losses, or costs associated with the index provider's errors will be borne by the Fund and its unitholders.</p>  |
| <b>Fund risk</b>             | <p>Investing in a managed investment scheme carries with it the risks of that investment vehicle including:</p> <ul style="list-style-type: none"> <li>▪ the securities in the index for a Fund may change due to changes in the country, industry or the relevant sector;</li> <li>▪ the fees and costs for a Fund could change (refer to the section 9, Additional explanation of 'Fees and Costs' for information about changes to fees and costs and 'Buy/sell spreads' for information about variations to buy/sell spreads);</li> <li>▪ the Fund may yield different returns than if an investor had invested directly in the underlying securities itself, including due to the Fund's fees and costs and the tax consequences of the income and/or capital gains accrued in the Fund;</li> <li>▪ Vanguard could be replaced as the responsible entity and/or investment manager for the Fund; or</li> <li>▪ the ETF or Fund could terminate.</li> </ul>   |
| <b>Operational risk</b>      | <p>The ETF is subject to a number of operational risks including in relation to the administration and reporting of the Fund and the possibility that errors are made in the provision of services to the Fund.</p> <p>The failure of a service provider to adequately administer or report accurately in relation to the Fund or their investments may adversely impact the operations or performance of the Fund.</p> <p>There is a risk that circumstances beyond Vanguard's reasonable control could prevent Vanguard from managing the Fund in accordance with their investment strategy and as otherwise contemplated by this PDS. Examples of these circumstances include strikes, industrial disputes, fires or other catastrophe, war, civil disturbance, terrorist acts, governmental action in connection with a state of emergency and epidemics (including potential epidemics). By investing in the Fund you agree that Vanguard is not liable to you if Vanguard is prevented from managing the Fund by circumstances beyond its reasonable control.</p>   |
| <b>Trading risk</b>          | <p>In certain exceptional circumstances such as market disruptions, the ASX may suspend the trading of ETF units and therefore investors will not be able to buy or sell ETF units on the ASX. Where the Fund has been suspended from trading, but remains liquid, Vanguard will use its best endeavours to take all reasonable steps within its control to seek to have the ETF recommence trading as soon as possible. In these circumstances, Vanguard may suspend the application and redemption process for Authorised Participants. If applications and redemptions are suspended, Vanguard will make an announcement on the ASX Market Announcements Platform.</p> <p>The ASX also imposes certain requirements for ETF units to continue to be quoted. Vanguard will endeavour to meet these requirements at all times to ensure the ETF units remain quoted. There can be no assurances that there will always be a liquid market for securities traded on the ASX. Vanguard has obligations to have market making arrangements in place under certain circumstances under the AQUA Rules. Vanguard has appointed a market maker to assist in maintaining liquidity for the ETF on the ASX.</p> <p>The purchase price and withdrawal amount applicable to ETF units may from time to time differ from the trading price of ETF units on the ASX. The trading price is dependent on a number of factors including the demand and supply of units, investor confidence and how closely the value of the assets of an ETF tracks the performance of the index.</p> <p>If you buy or sell ETF units on the secondary market, you will pay or receive the trading price, which may be higher or lower than the NAV price.</p> |

|                          |  |
|--------------------------|--|
| <b>Counterparty risk</b> | <p>The Fund may incur a loss due to the failure of a counterparty to meet their obligations under a contract. The Fund's counterparties may include brokers, clearing houses and other agents, including an agent lender under the securities lending program.</p>   |
|                          | <p>In relation to securities lending, there is a risk that a borrower defaults on its obligations to return securities. This may in turn lead to collateral and liquidity risks if the value of the collateral and/or liquidity of the replacement securities decreases. Vanguard seeks to mitigate the risks of its securities lending program through strict credit monitoring and requiring the provision of highly liquid collateral. See "Securities Lending" in section 3 for more information.</p>              |
| <b>Spread risk</b>       | <p>Cash Transactions are subject to variations in the applicable buy/sell spread. The buy/sell spread can be varied at Vanguard's discretion depending on, for example, market liquidity conditions or the total amount of cash received in applications or redemptions for units on any particular day.</p>   |
| <b>Currency risk</b>     | <p>Fluctuations in the value of the Australian dollar versus foreign currencies can affect the returns from overseas investments.</p> <p>A weaker Australian dollar increases the value of investments held in non-Australian dollars and therefore benefits the Australian investor holding non-Australian dollar denominated assets, such as international shares. Conversely, if the value of the Australian dollar rises, the value of investments held in non-Australian dollar denominated assets will fall.</p> |

## 6. How to transact with Vanguard

Investors who are not Authorised Participants cannot apply for or redeem ETF units with Vanguard through this PDS, but may purchase or sell ETF units on the ASX through their broker or adviser.

Prior to transacting with Vanguard, an Authorised Participant must enter into an Authorised Participant agreement with Vanguard. If access to Vanguard's online portal is requested, the Authorised Participant must also agree to additional terms and conditions of use. Please contact us for more information.

An Authorised Participant may apply for and/or redeem a number of units in the ETFs in accordance with their Authorised Participant agreement by submitting a request to Vanguard. ETF Application/Redemption requests can be submitted via an ETF Application/Redemption Form or through Vanguard's online portal. ETF Applications/Redemptions must be in multiples of the creation unit for the ETF.

Applications or redemptions consist only of a cash amount equal to the application amount or withdrawal value as appropriate, plus a spread. For more information regarding Cash Transactions, including transaction minimums, cut-off times, settlement dates and transaction confirmations, Authorised Participants should refer to the Execution and Settlement Procedures.

Vanguard reserves the right to refuse any application or redemption request to the extent permitted by the Constitutions or if the application or redemption is not in accordance with the terms of the Authorised Participant agreement. If an application or redemption request is rejected, the Authorised Participant will be notified.

### CHESS Statements

Unitholders will receive a CHESS statement showing the number of Units they hold after they acquire Units. Unitholders will receive an updated CHESS statement upon the occurrence of changes to their holding.

### Important note for applications and redemptions by Authorised Participants

There may be occasions where Vanguard may suspend application or redemption requests. For example, this may occur around the end of a distribution period when Vanguard is calculating and paying the distributable income for the relevant period and during ASX settlement holidays or where there are factors, as determined by Vanguard, which prevent the accurate calculation of unit prices. Vanguard will advise Authorised Participants in the event that such a suspension will occur.

While the Fund is liquid for the purposes of the *Corporations Act*, Vanguard must satisfy a redemption of ETF units within 30 days of the date on which the redemption request is received or such longer period as permitted in accordance with the Fund's Constitution. The Fund is liquid if 80% of the value of the Fund's assets comprises liquid assets. If the Fund is illiquid, a withdrawal request must be dealt with in accordance with the Fund's Constitution and the *Corporations Act*. You may not be able to withdraw the investment if the Fund is illiquid. It is not expected that the Fund will be illiquid.

In accordance with the Fund's Constitution, redemptions which exceed 5 percent of a Fund's value may be processed progressively over a period of up to 20 business days at the withdrawal price applicable on each day on which the units are withdrawn.

No cooling off period applies in relation to ETF units.

### Withdrawal rights for investors other than Authorised Participants

As a condition of ASIC equal treatment relief, ASIC requires that in certain circumstances, investors other than Authorised Participants have a right to redeem units directly with Vanguard. When ETF units are suspended from trading on the ASX for more than 5 consecutive ASX trading days, investors have a right to withdraw from a Fund and receive a cash payment for their ETF units within a reasonable time (within 60 days of the date on which the redemption request is received or such longer period as permitted in accordance with the Fund's constitution) unless:

- a Fund is being wound up;
- a Fund is not liquid for the purposes of the *Corporations Act*; or
- Vanguard, as responsible entity of the Funds, suspends redemptions of ETF units in accordance with the provisions of the Fund's constitution.

Investors (other than Authorised Participants) may redeem in these circumstances by completing a Direct Redemption Form in accordance with the Secondary Market Direct Redemption Policy, both of which are available by contacting the Vanguard ETF Capital Markets Team on 1300 655 888.

A sell spread may apply where this right is exercised. Please refer to section '11. Additional explanation of fees and costs' for more information about the sell spread. Unitholders who withdraw from an ETF will receive the withdrawal price calculated by deducting the sell spread from the relevant ETF NAV price.

No minimum withdrawal amounts apply in these circumstances.

### Valuations and pricing

The value of an ETF unit is determined by dividing the NAV for the class of units (total assets for that class, less total liabilities for that class) by the number of units on issue in that class. Units are generally valued using the closing prices of the underlying securities on the relevant markets in which they trade and converted into Australian dollars. The value of units will change from time to time as the market value of the assets for a class of units rises or falls. When determining the price of units of each asset class, Vanguard may allocate transaction costs that the Fund incurs as a result of investing the contributions and fund the withdrawals of a particular class of units to that class.

Units are usually valued daily, except on non-ASX trading days or if there are factors that prevent the accurate calculation of the unit prices (for example, where markets are closed in relevant countries).

The purchase price per unit (being the amount paid by an Authorised Participant for the application for ETF units) is determined by dividing so much of the NAV of a Fund as is allocated to the ETF class by the number of units on issue in the ETF class at the time the purchase price is determined, and adjusted by the applicable buy spread for the transaction.

The withdrawal price (being the amount payable to an Authorised Participant on the redemption of their ETF units) is also determined by dividing so much of the NAV of the Fund as is allocated to the ETF class by the number of units on issue in the ETF class at the time the withdrawal amount is determined, adjusted by the applicable sell spread for the transaction.

The withdrawal price paid to an Authorised Participant on the redemption of ETF units will generally include an attribution of taxable income. Please refer to section '7. Distributions' for further details regarding how this entitlement is determined. The balance of the withdrawal amount will comprise payment of the withdrawal price of the ETF units.

Details of the daily NAV price will be made available on Vanguard's website at [www.vanguard.com.au](http://www.vanguard.com.au) or by contacting us.

### Unit pricing policy

Vanguard has documented its policy as to how it determines unit prices for its managed funds (including the ETFs). Vanguard's Unit Pricing Discretions Policy is available on request to all investors and prospective investors at no charge by contacting us.

The policy explains our approach in relation to valuation methodology, rounding of decimal places, cut-off times for receiving instructions, the frequency of income distributions and unit pricing discretions generally.

### Facsimile, email or online instructions

For Authorised Participants advising Vanguard via facsimile, e-mail or online in respect of instructions (including applications and redemption requests) it is important to be aware that Vanguard:

- is deemed to have accepted an ETF application or redemption request, only when Vanguard confirms an order has been accepted;
- will only process an ETF application or redemption request if it is received by Vanguard in full and has been completed to Vanguard's satisfaction;
- is not responsible for any loss or delay that results from a facsimile, e-mail or online transmission not being received by Vanguard;
- will not accept:
  - a facsimile receipt confirmation from the sender's facsimile machine as evidence of receipt of the facsimile; or
  - a return receipt as evidence of receipt of an e-mail; or
  - any screenshot or extract of an online transaction produced by the sender as evidence of an online instruction;
- does not take responsibility for any fraudulently or incorrectly completed instructions; and
- will not compensate for any losses relating to facsimile, e-mail or online instructions, unless required by law. For example, the risk that a facsimile, e-mail or online transmission may be sent by a person who knows the investor's account details will be borne by the investor.

In the event of fraud the investor agrees to release, discharge and indemnify Vanguard from and against all actions, claims, demands, expenses and liabilities (however they arise) suffered by the investor or suffered by or brought against Vanguard, in respect of the facsimile e-mail or online instructions, to the extent permitted by law.

Authorised Participants should refer to their Authorised Participant agreement and the Execution and Settlement procedures for further information in relation to transacting in ETF units.

## 7. Distributions

Distributions may include income earned by the Fund or any other amounts that Vanguard considers appropriate for distribution. As at the date of this PDS, Vanguard intends for the distributions made by the Fund to be based on the taxable income earned by the Fund for each year, if any. The income of the Fund will generally include income earned on holding and disposing of the assets of the Funds if any.

Where the Fund is an AMIT (see further "Taxation" section below), as distributions for each period may be based on estimates or exclude certain types of income, the amount distributed may differ to the taxable income attributed to investors for tax purposes. Any taxable income of the Fund that is not distributed for the period will either be held back for distribution in a later period in the same financial year, or accumulated in the Fund. Vanguard may, from time to time, review its approach to distributions and elect to distribute on an alternative basis.

Distributions will generally be made on a quarterly basis. However, Vanguard may distribute at other times, alter the distribution periods and, in the limited circumstances discussed below, defer the distribution entitlement date.

Distributions will normally be paid within 20 business days following the end of the distribution period, though the Constitutions for each Fund permits up to within 60 days. The amount of distributions will vary from period to period and there may be periods in which no distribution is made. If this should occur, details will be available on our website.

All ETF unitholders as at the end of the distribution entitlement date may be entitled to the distribution for that distribution period. The distribution entitlement date is generally the last day of the distribution period. However, there are certain

limited and exceptional circumstances where the distribution entitlement date is deferred to the next business day following the end of the distribution period (see 'Deferral of distribution entitlement date' below).

Distributions are calculated on a per unit basis and will be based on the number and class of units on issue in the relevant Fund as at the end of the distribution period.

Details in relation to the distributions by the Fund will be made available via an ASX announcement and on Vanguard's website. Investors must be registered as a Unitholder at the record date (as advised in the ASX announcement) to be eligible for a distribution.

**Deferral of the distribution entitlement date**

The distribution entitlement date (other than 30 June) may be deferred, in certain limited and exceptional circumstances, to the first business day following the end of the relevant distribution period, where the ASX is closed for settlement on the first business day after the end of a distribution period, but the ETF class units may be traded on the ASX on that day. The distribution entitlement date is deferred, in these circumstances, on the basis that ETF units are not able to be quarantined as being ex-distribution on that day. This means that where the distribution entitlement date is deferred in these circumstances, ETF investors who purchase ETF units on the first business day after the distribution period will be entitled to the distribution for that distribution period and ETF investors who sell ETF units on the first business day after the distribution period will not be entitled to the distribution. Vanguard will announce details of when this will occur on the ASX Market Announcements Platform or on its website.

**Allocation of taxable income of the Fund on redemption**

An Authorised Participant who redeems ETF units in the ordinary course may be attributed or distributed part of the taxable income of the Fund. Please refer to section '10. Taxation of ETF units' for further information regarding how this entitlement is determined.

**Distribution Reinvestment Plan**

From time to time ETF investors may be able to participate in the ETF Distribution Reinvestment Plan ("DRP"). Participation in the DRP is subject to the terms and conditions of the DRP Policy. As long as the DRP is offered, ETF investors can choose to:

- participate in the DRP, in which case any distributions to which an investor is entitled will be reinvested in additional ETF units; or
- not participate in the DRP, in which case distributions will be paid directly to an investor's nominated Australian bank account.

If no DRP election is made, an investor will be deemed to have elected not to participate in any DRP on offer and distributions will automatically be paid as cash. An investor's DRP election continues until the investor makes a new DRP election.

Investors can obtain a copy of the DRP Policy and elect to participate in the DRP by registering online via Vanguard's share registrar or by calling Computershare on 1300 757 905. Investors will be notified of changes to the DRP on Vanguard's website at [www.vanguard.com.au](http://www.vanguard.com.au).

| Vanguard ETF  | Register online for DRP  |
|---|--|
| Vanguard Ethically Conscious International Shares Index ETF | <a href="http://www.computershare.com.au/easyupdate/VESG">www.computershare.com.au/easyupdate/VESG</a> |

## 8. Fees and other costs

**Did you know?** Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns. For example, total annual fees and costs of 2% of your investment balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000). You should consider whether features, such as superior investment performance or the provision of better member services, justify higher fees and costs. You may be able to negotiate to pay lower 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](http://www.moneysmart.gov.au)) has a managed funds fee calculator to help you check out different fee options.

### Fees and costs summary

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 ETFs assets 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.

A fees and costs summary table in respect of the Fund is set out below.

| <b>Vanguard Ethically Conscious International Shares Index ETF</b>   |  |   |
|--|--|---|
| <b>Type of fee or cost<sup>1</sup></b>   | <b>Amount</b>  | <b>How and when paid</b>  |
| <b>Ongoing annual fees and costs<sup>2</sup></b>   |  |   |
| Management fees and costs<br><br>The fees and costs for managing your investment <sup>1</sup>                                  | 0.18% p.a. of the net asset value (NAV) of the Fund comprised of:<br><br>1. A management fee of 0.18% p.a. of the NAV of the Fund;<br>2. Indirect costs of 0.00% p.a. of the NAV of the Fund; and<br>3. Expense recoveries of 0.00% p.a. of the NAV of the Fund. | 1. The management fee is calculated and accrued daily in the unit price and paid monthly in arrears. The management fee for a month is paid on or after the first day of the following month.<br>2. Indirect costs are paid out of the Fund's assets or an interposed vehicle's assets as and when incurred.<br>3. Normal operating expenses (excluding securities lending agent fees) that would otherwise be recoverable from the Fund are paid out of the management fee at no additional charge to you. Abnormal or extraordinary expenses, if and when incurred, are reflected in the unit price. The securities lending program agent lender retains its fees from the loan fees received from borrowers. |
| Performance fees<br><br>Amounts deducted from your investment in relation to the performance of the product                    | Nil  | Not applicable  |
| Transaction costs<br><br>The costs incurred by the scheme when buying or selling assets  | 0.00% p.a. of the NAV of the Fund <sup>3</sup>   | Transaction costs generally arise when the value of the assets of the Fund are affected by the day-to-day trading of the Fund and are paid out of the assets of the Fund as and when incurred.  |
| <b>Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)<sup>2</sup></b> |  |   |
| Establishment fee<br><br>The fee to open your investment   | Nil  | The Fund does not charge an establishment fee   |
| Contribution fee<br><br>The fee on each amount contributed to your investment  | Cash Applications:<br><br>If you are not an Authorised Participant - Nil<br>If you are an Authorised Participant - 0.07%   | This fee is payable only by Authorised Participants. The contribution fee will be payable by Authorised Participants at the time of applying for units in the Fund for Cash Applications.   |
| Buy-sell spread<br><br>An amount deducted from your investment representing costs incurred in transactions by the              | Estimated to be 0.00% of the application amount on application and 0.00% of the withdrawal amount on withdrawal <sup>4</sup>   | Buy/sell spreads apply to the Fund. As at the date of this PDS, a buy spread of 0.00% is charged on each application and a sell spread of 0.00% is charged on each withdrawal. This amount is reflected in the  |



|   |   |  |
|---|---|--|
| scheme  |   | buy price and sell price respectively for units in the Fund and is not separately charged to you.  |
| Withdrawal fee <sup>5</sup><br><br>The fee on each amount you take out of your investment | Cash Redemptions:<br><br>If you are not an Authorised Participant - Nil<br>If you are an Authorised Participant - 0.07% | This fee is payable only by Authorised Participants. The withdrawal fee will be deducted from the withdrawal proceeds of the Authorised Participant at the time of withdrawal for the Fund for Cash Redemptions. |
| Exit fee<br><br>The fee to close your investment  | Nil   | The Fund does not charge an exit fee   |
| Switching fee<br><br>The fee for changing investment options                              | Nil   | The Fund does not charge switching fees  |

1. See "Additional explanation of fees and costs" below for further details on fees and costs that may be payable. Unless otherwise stated, the fees and costs shown are inclusive of GST and net of any applicable input tax credits and reduced input tax credits, and are shown without any other adjustment in relation to any tax deduction available to Vanguard.
2. All estimates of fees and costs in this section are based on information available as at the date of this PDS. All fees reflect our reasonable estimates of the typical fees for the current financial year. All costs reflect the actual amount incurred for the previous financial year and may include our reasonable estimates where information was not available as at the date of this PDS or where we were unable to determine the exact amount. Where a fund is newly established, the costs reflect our reasonable estimates as at the date of this PDS of those costs that will apply for the current financial year (adjusted to reflect a 12 month period). Normal operating expenses (excluding securities lending agent fees) that would otherwise be recoverable from the Fund are paid out of the management fee at no additional charge to you. Abnormal or extraordinary expenses, if and when incurred, are reflected in the unit price. The securities lending program agent lender retains its fees from the loan fees received from borrowers.
3. The transaction costs disclosed in this section are shown net of any recovery received by the Fund from the buy/sell spread charged to transacting unitholders. Please refer to the "Additional explanation of fees and costs" section below for further details.
4. In estimating the buy/sell spread, we have assumed that the applications or withdrawals are made during normal market conditions, as in times of stressed or dislocated market conditions (which are not possible for Vanguard to predict) the buy/sell spread may increase significantly and it is not possible to reasonably estimate the buy/sell spread that may be applied in such situations. We may vary the buy/sell spreads from time to time, including increasing these costs without notice when it is necessary to protect the interests of existing investors and if permitted by law. The buy/sell spread does not apply to investors buying or selling ETF units on the ASX. The updated information will be disclosed on our website. Please refer to the "Additional explanation of fees and costs" section below for further details.
5. Other than in exceptional circumstances, investors other than Authorised Participants cannot redeem ETF units of a Fund with Vanguard, but may seek to sell ETF units on the ASX through their broker or adviser.

### Examples of annual fees and costs

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

| Example - Vanguard Ethically Conscious International Shares Index ETF* |   | Balance of \$500,000 with a contribution of \$5,000 <sup>1</sup> during the year   |
|--|---|--|
| Contribution fees  | \$0 if you are not an Authorised Participant; or<br>0.07% if you are an Authorised Participant for Cash Applications. | For every additional \$5,000 you put in, you will be charged \$0 if you are not an Authorised Participant; or<br>\$4 if you are an Authorised Participant for Cash Applications.   |
| <b>PLUS</b> Management fees and costs <sup>3</sup>                     | 0.18% p.a. of the NAV of the Fund   | And, for every \$500,000 you have in the Fund, you will be charged or have deducted from your investment \$900 each year.  |
| <b>PLUS</b> Performance fees   | Nil   | And, you will be charged or have deducted from your investment \$0 in performance fees each year   |
| <b>PLUS</b> Transaction costs <sup>3</sup>                             | 0.00% p.a.  | And, you will be charged or have deducted from your investment \$0 in transaction costs  |
| <b>EQUALS</b> Cost of Fund   |   | If you had an investment of \$500,000 at the beginning of the year and you put in an additional \$5,000 during that year you will be charged fees and costs of \$900 (if you are not an Authorised Participant) or \$904 (if you are an Authorised Participant) <sup>2,3</sup> . |

\* An Authorised Participant who creates or redeems units directly will be charged a contribution or withdrawal fee (as applicable) for a Cash Application or Redemption (in Australian dollars) based on the example of a balance of \$500,000: Vanguard Ethically Conscious International Shares Index ETF: \$4. See the "Additional Explanation of Fees and Costs" section below for more information.

1. The additional management fees and costs will be on a pro-rata basis and will vary depending on when you have made the additional investment during the year. This example is prescribed by the Corporations Act, and is based on an assumption that the \$5,000 contribution occurs on the last day of the year (and therefore, the management fees and costs are calculated using an investment balance of \$500,000 only). This example also assumes that the value of your



investment remains the same during the year. Please note that this is just an example. In practice, actual investment balances will vary daily and actual fees and costs charged are based on the value of the Fund, which also fluctuates daily.

2. Additional fees may apply. A minimum creation unit size of 5,000 units applies for cash transactions by Authorised Participants in each Fund and a buy/sell spread may also apply to investments into and withdrawals from the Fund, which is not taken into account in this example. These do not apply to investors buying or selling ETF units in a Fund on the ASX. Please refer to the 'Additional explanation of fees and costs' in the section below for further details.
3. All estimates of fees and costs in this section are based on information available as at the date of this PDS. All fees reflect our reasonable estimates of the typical fees for the current financial year. All costs reflect the actual amount incurred for the previous financial year and may include our reasonable estimates where information was not available as at the date of this PDS or where we were unable to determine the exact amount. Where a fund is newly established, the costs reflect our reasonable estimates as at the date of this PDS of those costs that will apply for the current financial year (adjusted to reflect a 12 month period). Normal operating expenses (excluding securities lending agent fees) that would otherwise be recoverable from the Fund are paid out of the management fee at no additional charge to you. Abnormal or extraordinary expenses, if and when incurred, are reflected in the unit price. The securities lending program agent lender retains its fees from the loan fees received from borrowers.

## 9. Additional explanation of fees and costs

### Management fees and costs

Management fees and costs comprise the fees or costs that a unitholder incurs by investing in the Fund. Management fees and costs are made up of Vanguard's management fee as well as indirect costs and estimated expense recoveries that are deducted from the returns of the Fund. The management fees and costs shown do not include any potential extraordinary expenses. In addition, management fees and costs do not include transaction costs i.e. costs associated with investing in the underlying assets, some of which may be recovered through buy/sell spreads.

In calculating taxable income for the Fund, all available tax deductions are taken into account. This means that the effective after-tax cost to investors of investing in the Fund may be lower than the amounts specified in this PDS, to the extent that management fees and costs are a tax deductible expense and reduce the taxable income of the Fund.

### Management fee

The management fee component is a fixed amount that Vanguard deducts from the assets of the Fund and comprises Vanguard's remuneration for managing and overseeing the operations of the Fund. The management fee is calculated as a percentage of the Fund's net asset value (or the relevant class of units where a Fund has multiple classes). The fee is calculated and accrued daily in the unit price and paid monthly in arrears. The management fee for a month is paid on or after the first day of the following month. This fee is payable from the assets of the Fund. The management fee includes Goods and Services Tax (GST) after taking into account any expected input tax credits.

### Expense recoveries

#### Normal operating expenses

As at the date of this PDS, Vanguard pays any normal operating (excluding securities lending agent fees) expenses that are recoverable from the Fund out of the management fee of the Fund at no additional charge to you.

Ordinary expenses of the Fund that Vanguard may recover through the management fee include:

- custodian fees (excluding transaction based fees);
- accounting and audit fees;
- Fund administration expenses, such as the cost of preparing and amending the Constitution, the cost of producing the PDS, postage and other Fund administration expenses.

#### Securities lending, abnormal or extraordinary expenses

The management fee may not be used to cover fees in relation to securities lending and abnormal or extraordinary expenses (such as litigation, the cost of investor meetings or other costs if incurred in the future). Such abnormal or extraordinary expenses may be recovered from the assets of the Fund as an additional expense to the management fee where permitted under the Fund's Constitutions. The securities lending program agent lender retains its fees from the loan fees received from borrowers.

The management fee of investing in the Fund is capped until further notice.

The estimated expense recoveries component set out in the fees and costs summary above for the Fund includes fees in relation to securities lending and abnormal or extraordinary expenses of the Fund, which is the amount actually incurred by the Fund in the previous financial year, including our reasonable estimate of these costs where information was not available as at the date of this PDS or where we were unable to determine the exact amount. Where a Fund is newly established, the estimated expense recoveries set out in the fees and costs summary in the PDS reflects our reasonable estimate of these costs that will apply for the current financial year (adjusted to reflect a 12 month period).

Securities lending, abnormal and extraordinary expenses may vary from year to year including to the extent that they rely on estimates. This amount is not an indication or guarantee of the amount that may be charged in the future.

### Indirect costs

Indirect costs are, subject to certain requirements, any amounts that we know or reasonably ought to know, or where this is not the case, reasonably estimate has or will reduce, whether directly or indirectly, the return of the relevant Fund or the amount or value of the income of, or assets attributable to the Fund or an interposed vehicle in which that Fund invests other than the management fee and expense recoveries.

In particular, indirect costs include

- the management fees and costs of interposed vehicles (for example, the management fee of an underlying investment trust\* or exchange traded fund), and

- certain costs of over-the-counter derivatives.

\*Where the Fund invests in an underlying Vanguard Fund which is managed by us, our management fee in the underlying Fund is fully rebated back to the Fund and so does not need to be counted in indirect costs for the Fund.

The indirect costs component set out in the fees and costs summary above for the Fund is calculated on the basis of the actual amount incurred for the previous financial year for the Fund, and our reasonable estimate of such costs where information was not available as at the date of this PDS or where we were unable to determine the exact amount. Where a Fund is newly established, the indirect costs component set out in the fees and costs summary in the PDS reflects our reasonable estimate of those costs that will apply for the current financial year (adjusted to reflect a 12 month period).

It is important to note that indirect costs are reflected in the unit price of the Fund as and when incurred. Indirect costs are not an additional fee paid to Vanguard. Indirect costs may vary over time from year to year, including to the extent that they rely on estimates. These amounts are not an indication or guarantee of the amount that may be charged in the future. Vanguard may update indirect cost information on its website where the change is not materially adverse to you.

### Performance fees

We do not currently charge a performance fee for the Fund. However, we may cause a Fund to invest in an interposed vehicle which charges a performance fee. Such fees, if charged, would reduce the value of the relevant Fund's investment in the interposed vehicle, and in turn the NAV of that Fund. If this happens - we will provide prior notice to you.

### Transaction costs

In addition to the management fees and costs, there are transaction costs incurred in managing the assets of the Fund such as:

- brokerage
- clearing costs
- settlement costs
- stamp duties
- custody transaction costs, and
- the transaction costs associated with derivatives

Most of these costs would be incurred by investing directly in the underlying securities though they could also include costs incurred by an interposed vehicle that would be transaction costs if they have been incurred by the Fund. These costs arise whenever the Fund buys or sells assets to invest applications, fund withdrawals, or to generally manage the Fund in accordance with the investment objective. Where these costs arise as a result of applications and withdrawals, these costs will generally be covered by the inclusion of a buy/sell spread in the purchase or withdrawal price. (See "Buy/sell spreads" section for further details).

Transaction costs are paid out of the Fund's assets as and when incurred. They are an additional cost of investing to the investor (where they have not already been recovered by the buy/sell spread) and are not a fee paid to us. These costs will depend on the actual turnover of assets.

There may occasionally be higher trading activity than usual such as to implement a change of index or asset allocation. In this case, there may be a higher than usual turnover of assets and consequently a temporary increase in transaction costs.

The estimated transaction costs disclosed in the fees and costs summary in this PDS are calculated using the Fund's actual total transaction costs incurred for the previous financial year, or our reasonable estimate of such costs where information was not available as at the date of the PDS or where we are unable to determine the exact amount. Where the Fund is newly established, the estimated transaction costs set out in the fees and costs summary in the PDS reflects our reasonable estimate of those costs that will apply for the current financial year (adjusted to reflect a 12 month period).

The estimated transaction costs disclosed in the fees and costs summary in this PDS are shown net of any amount recovered by the buy/sell spread:

- Gross transaction costs: The estimated gross transaction costs for managing the assets of the Fund, including costs generated by investor applications and redemptions
- Buy/sell spread cost recovery: The amount recovered by the Fund from transacting investors through a buy/sell spread that compensates the Fund for the costs generated by the applications and redemptions. This amount is deducted from the gross transaction costs
- Net transaction costs: The net amount arrived at by deducting the buy/sell spread from the gross transaction costs that may be incurred and the impact on the Fund's performance returns. In circumstances where the net transaction cost is negative the value will be rounded to zero.

The following table indicates the estimated total gross transaction costs of the Fund incurred for the previous financial year including Vanguard's reasonable estimate of such costs where information was not available as at the date of this PDS or where Vanguard was unable to determine the exact amount:

| Fund  | Total gross transaction costs |
|---|-------------------------------|
| Vanguard Ethically Conscious International Shares Index ETF | 0.02% of the NAV of the Fund  |

The actual transaction costs may differ and will vary based on a number of factors including the volume of transactions undertaken and market conditions generally. This means that estimated and/or

historical costs may not be an accurate indicator of the transaction costs an investor may pay in the future. We may update transaction cost information on our website where the overall change to the management cost is not materially adverse to you.

### Contribution and withdrawal fees for Authorised Participants

A separate fee will be charged to Authorised Participants in relation to the contribution and withdrawal fees associated with the application/redemption of units. This represents the costs associated with the custodian in respect of the issue or redemption of units in the transaction. Vanguard may vary the contribution and withdrawal fees from time to time and will notify Authorised Participants electronically of any change.

The following table indicates the contribution and withdrawal fees for Cash Transactions for the ETF application or redemption.

| Contribution and withdrawal fees for Authorised Participants <sup>A</sup> | Application | Redemption |
|---|-------------|------------|
| Vanguard Ethically Conscious International Shares Index ETF               | 0.07%       | 0.07%      |

<sup>A</sup> These contribution and withdrawal fees are current as at the date of issue of this PDS.

### Buy/sell spreads

Vanguard may include a buy spread component in the purchase price and a sell spread component in the withdrawal price. The buy/sell spread for each fund is Vanguard's reasonable estimate of the transaction costs that the Fund may incur to buy and sell assets when investing applications and funding withdrawals and is not separately charged to the investor. The buy/sell spread is paid to the Fund to meet these expenses and is not received by Vanguard.

The purpose of the buy/sell spread is to protect investors from the costs generated by the transaction activity of other investors. Investors who invest into the Fund will pay the purchase price calculated by adding the buy spread to the Fund's net asset value per unit (or the net asset value of the relevant class of units where the Fund has multiple classes). Investors who withdraw from the Fund will receive the withdrawal price calculated by deducting the sell spread from the Fund's net asset value per unit (or the net asset value of the relevant class of units where the Fund has multiple classes).

There may be circumstances where the buy spreads or sell spreads will be lower or higher - for example, they may be higher when there are large or prolonged withdrawals from the Fund. If the Fund received applications and withdrawals on the same day there may be a reduction in either or both the buy and sell spread, as we may not need to buy or sell as many assets as would otherwise be the case. As a result, the Fund's transaction costs may be lower than normal. Vanguard will pass on our reasonable estimate of the reduction in transactional costs to the investor in the form of a reduced buy or sell spread. Investors should note that this reduction in the buy/sell spread depends on investors' application and withdrawal activity on a particular day and cannot be predetermined. For further details on how buy/sell spreads are calculated, you can request a copy of Vanguard's policy on unit pricing discretion free of charge.

Vanguard will provide details of the buy/sell spread to Authorised Participants electronically.

Vanguard may vary the buy/sell spreads from time to time including increasing these without notice when it is necessary to protect the interests of existing investors and if permitted by law. The updated information will be provided to Authorised Participants electronically.

### Fee changes

The amount of transaction costs or management fees and costs may change without investor consent, except if required by the Corporations Act. We will give you at least 30 days prior notice of any increase in the fees when legally required to do so. All estimates of fees and costs in sections 8 and 9 are based on information available as at the date of this PDS. You should refer to Vanguard's website from time to time for any updates which are not materially adverse to investors.

### Changes to management fees

Vanguard may alter the management fee in accordance with the constitutions of the Fund. The constitutions governing the Fund generally limits the amount of the management fee component (excluding GST) to determine the exact amount:

| Fund  | Management fee limit (% p.a.) |
|---|-------------------------------|
| Vanguard Ethically Conscious International Shares Index ETF | 1.5% of the NAV of the Fund   |

This limit does not apply to ordinary expenses of the Fund that Vanguard incurs and covers (except for securities lending agent fees) out of the management fee or to any abnormal or extraordinary expense of the Fund that is otherwise able to be recovered. Any increase to the management fee above these maximums will generally require unitholder approval.

### Withdrawal costs for investors other than Authorised Participants

In certain exceptional circumstances investors who are not Authorised Participants may have the right to redeem ETF units with Vanguard (please refer to the section 'Withdrawal rights for investors other than Authorised Participants'). In these circumstances, Vanguard may charge a sell spread to reflect Vanguard's reasonable estimate of the costs that the Fund incurs when processing the withdrawal request. The sell spread is an additional cost to the investor that is paid to the Fund and not received by Vanguard.

Investors who exercise their right to withdraw from the Fund in these circumstances will receive the withdrawal price calculated by deducting the sell spread from the Fund's net asset value per unit. The sell spread charged (per unit) to investors withdrawing

from the Fund, will not be greater than the sell spread charged (per unit) to an Authorised Participant that redeems a creation unit amount of ETF units.

Details of any applicable sell spread will be provided by Vanguard on request from us.

### Stockbroker fees for all other investors

Investors (other than Authorised Participants) may incur brokerage fees, commissions and a bid/ask spread (being the difference between the price at which participants are willing to buy and sell ETF units on the ASX) when buying and selling ETF units in the Fund on the ASX. Please consult a stockbroker for more information in relation to their fees and charges.

### Tax

Information about tax is set out in section 10 of this PDS.

## 10. Taxation of ETF units

The taxation information in this PDS is provided for general information only. It is a broad overview of some of the Australian tax consequences associated with investing in the ETFs, and is not intended to provide an exhaustive or definitive statement as to all the possible tax outcomes for investors.

It does not take into account the specific circumstances of each person who may invest in an ETF and should not be used as the basis upon which potential ETF investors make a decision to invest in an ETF.

For example, the taxation information provided in this PDS:

- deals only with the Australian tax consequences of investing in ETF units for Australian tax residents;
- does not consider any non-Australian tax consequences of investing in ETF units;
- assumes that the ETF units will not be held as trading stock;
- assumes that the ETF units will not be subject to the fair value, hedging or financial reports elections under the rules affecting the taxation of financial arrangements; and
- does not apply to investors who are exempt from Australian income tax.

As each investor's circumstances are different, Vanguard strongly recommends that investors obtain independent professional tax advice concerning the tax implications of investing in and dealing in ETF units. This is particularly the case if the taxation information provided in this PDS does not apply to the investor, for example, where the investor is not an Australian tax resident.

The taxation information in this PDS has been prepared based on tax laws and administrative interpretations of such laws available at the time of publication of this PDS, which may change.

### Attribution Managed Investment Trusts (AMIT)

The Australian Government has enacted a regime for the taxation of managed investment trusts (MITs), referred to as the Attribution Managed Investment Trust (AMIT) rules. Subject to eligibility, Vanguard may elect for the Fund to be classified as an AMIT and be subject to the AMIT rules.

The AMIT rules also provide for qualifying AMITs that have multiple classes of units on issue to elect for each class to be treated as a separate trust for the purposes of determining and attributing the taxable income of the relevant trust to investors. Subject to eligibility and the election being in the best interests of investors, Vanguard may make this election for a multi-class Fund.

Vanguard has assessed the eligibility of the Fund to elect into the AMIT regime and has disclosed on our website whether or not the AMIT regime will apply to the Fund.

Where the Fund is subject to the AMIT regime:

- The amount and components of the taxable income of the Fund which investors will be assessed on should be determined by reference to a statement provided by Vanguard to investors after the end of the year, known as the AMIT Member Annual Statement ("AMMA statement"). The AMMA statement will set out the amount and character of each component of income of the Fund which Vanguard attributes to the investor each year and which the investor should be assessed on.
- If the amount distributed to an investor exceeds the taxable income attributed to the investor, investors should be required to recognise a decrease in the tax cost base of their units in the Fund. If the taxable income attributed to an investor exceeds the amount distributed, then investors should be entitled to an increase in the tax cost base of their units. Vanguard's estimate of these net cost base increase or decrease amounts will also be disclosed to investors through the AMMA statement.
- It is possible for the amount of taxable income that is attributed to an investor to differ from and potentially exceed the amount distributed to an investor. This is likely to arise if Vanguard determines to accumulate taxable income in accordance with the Fund Constitution. In this instance, the investor should be entitled to a net increase in the cost base of their units, as discussed above.
- The Constitution for the Fund sets out the basis upon which Vanguard will attribute the taxable income of the Fund to investors. This should be based on the components of income that are reflected in the distributions made to investors during the year, and, in relation to income that is accumulated, based on a pro rata attribution of this income to investors at the time determined by Vanguard for this purpose. The Constitution of the Fund also allows for attribution to investors who redeem their units in the Fund in certain circumstances (please refer to 'Redemption Income Entitlements' below for further information).
- Although Vanguard expects that the Fund will be taxed under the AMIT tax regime, the Constitutions for the Fund will also provide for a situation where the Fund is non-AMIT. The taxation of a non-AMIT Fund is discussed below.

## Non-Attribution Managed Investment Trusts (non-AMIT)

If the Fund does not qualify or elect to be an AMIT it will be subject to the ordinary trust taxation provisions in the tax legislation. Broadly, investors in a fund that is a non-AMIT will be distributed and made "presently entitled" to all of the income of the Fund each year, and will be assessed on their proportionate share of the taxable income of the Fund each year.

Investors will be provided with tax statements after the end of each financial year detailing the components, for income tax purposes, of any net taxable income of the Fund that they may be assessed on for the financial year as a result of their entitlements to the income of the Fund. This information should assist investors in preparing their tax return for the year.

## Categories of income from the Funds

### Interest Income

The Fund may receive income in the form of interest. The interest income earned by the Fund could either be domestic source income or foreign source income.

### Franking credits

For Funds that invest in Australian equities, the tax components on which you are assessed as a result of your investment in the Fund may include franking credits attached to franked dividends derived by the Fund in respect of Australian equities. Subject to the relevant qualification requirements (including 45 day holding period and related payments rule) these franking credits do not form part of your cash receipts but will need to be included in your taxable income and, depending on your particular circumstances, may be available to offset your tax liability. Certain investors may also be entitled to a refund if the franking credits exceed your total income tax liability.

### Foreign income

Income received by the Fund from sources outside Australia may be subject to tax in the country of source. Australian tax resident investors may be entitled to claim a foreign income tax offset against their Australian tax liability in respect of their share of the foreign tax paid.

### Capital gains

Where you become assessed on a net capital gain from the Fund, to the extent the net capital gain includes a discounted gain, you may be required to gross up the net capital gain by doubling the discounted gain component. You may then apply any of your current or prior year capital losses to reduce the grossed up capital gain.

Depending on your circumstances, you may be able to apply the capital gains tax (CGT) discount (50 percent for individuals and certain trusts and 33.33 percent for complying superannuation funds) to arrive at your net capital gain. This amount should be included in the calculation of your taxable income.

As the Fund is a trust and is eligible for the discount capital gains concession, they may distribute (where the Fund is not an AMIT) or attribute (where the Fund is an AMIT) amounts that are referable to the discount capital gains concession. Depending on your circumstances, the receipt or attribution of those amounts may not be assessable and may not result in a reduction in the cost base of your units in the Fund.

### CGT tax election

There are tax rules that allow an eligible "managed investment trust" to make an irrevocable election to apply the CGT rules as the primary code for the taxation of gains and losses on disposal of certain assets by the Fund. Vanguard has made this election for the Fund.

### Non-assessable distributions

The Fund may make distributions of amounts which are non-assessable to the investor, such as amounts that are referable to the discount capital gains concession. Receipt of certain non-assessable amounts may have CGT consequences, including the potential for cost base adjustments for investors, depending on their circumstances, and subject to the discussion above regarding capital gains concession amounts. The way in which these cost base adjustments operate can differ depending on whether a Fund is an AMIT or non-AMIT.

### Other gains

Gains and losses in relation to investments of the Fund, including foreign currency gains arising from the investment of the Fund, may be assessed as income under provisions other than the capital gains tax provisions of the Income Tax Assessment Act 1997 (Cth). The net taxable income of the Fund on which you are assessed may include a component of assessable income which is referable to those gains.

## Selling or transferring units

If an investor in an ETF disposes of ETF units by selling or transferring the units to another person (e.g. selling ETF units on-market), the investor may be liable for tax on any gains realised on that disposal of units.

If an investor is assessed otherwise than under the capital gains tax provisions on a disposal of ETF units (e.g. if the investor is in the business of dealing in securities like ETF units), any profits or gains realised on the sale or transfer of the units should be assessable as ordinary income. Those investors may be able to deduct any losses made on the sale or transfer of ETF units against current or future assessable income amounts, subject to certain integrity requirements.

For investors who are assessed under the capital gains tax provisions on the disposal of ETF units, a capital gain or loss may be made on the disposal of ETF units. Where a capital gain has been made, some investors may be eligible for the discount



capital gains concession (50% for individuals and certain trusts and 33.33% for complying superannuation funds) which can be applied to reduce the investor's net capital gains on the disposal of ETF units after capital losses are applied. In order for the discount capital gains concessions to be available, certain requirements may need to be satisfied (such as the units being held for at least 12 months before they are disposed of). Investors should obtain independent professional tax advice about the availability of the CGT discount.

Any capital loss arising on a disposal of ETF units may only be offset against capital gains made in that year or subsequent years.

### Goods and Services Tax ("GST")

The issue and withdrawal of ETF units will not be subject to GST. However, fees and expenses, such as management costs, incurred by a Fund will attract GST.

Given the nature of the activities of the Fund, the Fund may not be entitled to claim input-tax credits for the full amount of the GST incurred. However, a Reduced Input-Tax Credit ("RITC") should be available to be claimed against the GST paid on the expenses incurred by the Fund.

The GST and expected RITC relating to fees and expenses are incorporated in the management cost for the Fund.

### Applying for and redeeming ETF units

A person will only be eligible to apply for and redeem ETF units in the ordinary course if they are an Authorised Participant.

This section seeks to provide a summary of the income tax consequences of applying for and redeeming ETF units by Authorised Participants who are assessed on the disposal of ETF units otherwise than under the capital gains tax provisions.

We recommend Authorised Participants obtain independent professional tax advice regarding the tax consequences of applying for and redeeming ETF units, particularly if they may be assessed on the disposal of ETF units under the capital gains provisions.

### Applications

The ETF units which an Authorised Participant acquires on an application for ETF units should be taken to have been acquired at a cost equal to the purchase price of those units.

### Redemption Income Entitlements

An Authorised Participant who redeems ETF units will become entitled to receive the withdrawal amount on the redemption.

The redemption of ETF units by an Authorised Participant may result in the Authorised Participant being assessed on some of the taxable income of the Fund, through a distribution of income or an attribution under the AMIT regime. This includes, but is not limited to, income (including capital and other gains) realised by the Fund to fund the redemption of ETF units by the Authorised Participant.

An Authorised Participant who redeems ETF units should also be assessed on any profit arising on the redemption of the ETF units. An Authorised Participant who redeems ETF units may be entitled to a deduction for any loss arising on the redemption of ETF units.

The tax consequences for an Authorised Participant will depend on their particular circumstances.

Vanguard will notify an Authorised Participant of the amount of the taxable income of the Fund on which they are assessed as a result of redeeming ETF units after the end of the financial year in which the ETF units are redeemed.

The provisions in the Constitution for the Fund that provide for an Authorised Participant who redeems ETF units to be assessed on part of the taxable income of the Fund seek to ensure that any taxable income that arises for the Fund as a result of the redemption of ETF units by the Authorised Participant should be allocated to the Authorised Participant, rather than continuing investors in ETF units.

If the Fund is an AMIT and a non-resident Authorised Participant is attributed or distributed with certain components of the taxable income of the Fund, Vanguard is required under the AMIT regime to pay non-resident withholding tax on that income on the non-resident's behalf and is entitled to be indemnified by the Authorised Participant in respect of the relevant amount. Vanguard may satisfy this indemnity by deducting the relevant amount from any redemption amount payable to a non-resident Authorised Participant or alternatively require the non-resident unitholder to pay Vanguard any withholding tax once the amount has been finalised.

## 11. Other information you need to know

### Vanguard as the responsible entity

Vanguard, as the responsible entity, is solely responsible for the management and administration of the Fund. Vanguard holds an Australian Financial Services Licence (AFSL 227263) that authorises it to act as the responsible entity of the Fund. The powers and duties of Vanguard are set out in the constitution of the Fund, the *Corporations Act* and general trust law.

The duties of Vanguard under the *Corporations Act* include:

- acting in the best interests of investors and, if there is a conflict between investors' interests and Vanguard's interests, giving priority to investors' interests
- ensuring that Fund property is clearly identified as Fund property and held separately from property of Vanguard and property of any other fund, and is valued at regular intervals
- ensuring that payments out of Fund property are made in accordance with the *Corporations Act*
- reporting to ASIC certain breaches and likely breaches in accordance with its breach reporting obligations

Vanguard has the power to appoint an agent, or otherwise engage a person, to do anything that it is authorised to do in connection with the Fund.

### The custodian

Vanguard has appointed JP Morgan Chase Bank, N.A. (Sydney branch) (ABN 43 074 112 011) to provide custodial, settlement and other related services in relation to the Fund.

In their capacity as custodian, JP Morgan provides custodial services to Vanguard (as responsible entity) and is responsible for the safekeeping of the assets of the Fund.

The role of the custodian is generally limited to holding the assets of the Fund and acting on behalf of the responsible entity in accordance with proper instructions (except in limited circumstances where the custodian has a discretion to act without instructions).

The custodian has no supervisory obligation to ensure that Vanguard complies with its obligations as responsible entity of the Fund.

The custodian may change from time to time but must satisfy any relevant regulatory requirements.

JPMorgan Chase Bank N.A. (Sydney branch) Level 18  
85 Castlereagh Street  
Sydney NSW 2000

### Registrar

The role of the registrar is to keep a record of the investors in the ETFs. This includes details such as the quantity of the securities held, tax file numbers (if provided) and details of distribution reinvestment plan participation (where this is offered).

Computershare Investor Services Pty Limited  
Yarra Falls  
452 Johnston Street  
Abbotsford Vic 3067

### Material contracts

Vanguard, or The Vanguard Group, Inc., has entered into a number of contracts in relation to the offer of the ETF as follows:

|  |  |
|--|--|
| FTSE International Limited               | Index Licence Agreement. The licence allows the use of certain indices in the operation of the ETFs.         |
| JPMorgan Chase Bank N.A. (Sydney branch) | Custodian Agreement which sets out the services provided by the custodian on an ongoing basis.               |
| Computershare Investor Services Pty Ltd  | Registry Services Agreement which sets out the services provided by the share registrar on an ongoing basis. |

### Market maker

The AQUA Rules contain certain market making requirements. A market maker's role is to satisfy supply and demand for ETF units. They do this by fulfilling two key functions:

- Providing liquidity to the market by providing bid and ask prices and acting as buyer and seller of ETF units throughout the day; and
- Acting as or through an Authorised Participant relationship and applying for and redeeming ETF units, where necessary, to meet supply and demand.

Market makers seek to provide continuous liquidity to the market. The market maker uses information such as the Pricing Basket and NAV prices to determine the price of ETF units and places a bid/ask spread around this value before sending these prices to the stock exchange as bid and ask orders. The orders are published to the market, and investors can either 'hit' orders to trade with the market maker or send their own orders to the exchange and wait for someone else to 'hit' them. Market maker orders are generally updated continuously throughout the day to reflect price changes in the underlying



securities.

The market maker(s) that Vanguard has appointed for the ETFs have been selected on the basis of their experience in trading and market making in both Australia and international markets. Most importantly, the firm(s) selected by Vanguard currently make markets on the ASX in existing Australian quoted ETF products and may have agreements with the ASX which provide certain financial incentives for the market maker to operate in this capacity. The market makers selected (or their offshore affiliates) may also have global experience in trading exchange traded fund securities in other markets. Vanguard may change the lead market maker or appoint additional market makers.

### The Constitution

The Fund is a registered managed investment scheme and is governed by a Constitution. Under the Constitution, Vanguard has all the powers of a natural person in respect of the Fund. The Constitution for the Fund sets out the rights and obligations of the unitholders and Vanguard (as responsible entity of the Fund). This PDS outlines some of the more important provisions of the Constitution.

A copy of the Constitution for the Fund may be inspected by unitholders at Vanguard's office, during business hours. Vanguard will provide unitholders with a copy of the Constitution upon request.

### Amendments to the Constitution

Vanguard may amend the Constitution from time to time, subject to the provisions of the Constitution and the *Corporations Act*. Generally, Vanguard can only amend the Constitution where Vanguard reasonably believes that the change will not adversely affect the rights of a unitholder. Otherwise the Constitution can only be amended if approved at a meeting of unitholders.

### The compliance plan

Vanguard has prepared and lodged a compliance plan for the Fund with ASIC. The compliance plan sets out the key criteria that Vanguard will follow to ensure that it is complying with the *Corporations Act* and the Fund's Constitution. Each year compliance with the compliance plans are independently audited, as required by the *Corporations Act*, and the auditor's report is lodged with ASIC.

### The compliance committee

Vanguard is required to and has established a compliance committee with a majority of members that are external to Vanguard. The compliance committee's functions include:

- Monitoring Vanguard's compliance with the compliance plans and reporting its findings to Vanguard;
- Reporting breaches of the *Corporations Act* or the Constitutions to Vanguard;
- Reporting to ASIC if the committee is of the view that Vanguard has not taken or does not propose to take appropriate actions to deal with breaches reported to it by the committee; and
- Assessing the adequacy of the compliance plan, recommending any changes and reporting these to Vanguard.

### Reporting and disclosure obligations

Vanguard, as responsible entity of the Fund will comply with the provisions of the *Corporations Act*, including the continuous disclosure requirements that apply to an unlisted disclosing entity as if the Fund was an unlisted disclosing entities. As disclosing entities, the Fund is subject to regular reporting and disclosure obligations. We will meet our continuous disclosure obligations by disclosing new material information on our website in accordance with ASIC's good practice guidance. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office. Vanguard can also provide you with a copy (free of charge) of:

- the Annual Financial Report most recently lodged with ASIC for the Fund;
- any half-yearly fund financial reports lodged with ASIC in relation to the Fund after the lodgement of the Annual Financial Report and before the date of the PDS;
- any continuous disclosure notices given for the Fund after the lodgement of the Annual Financial Report and before the date of the PDS; and
- a transaction statement detailing holdings and transactions will be provided to ETF investors at least once a year.

### Change of index

The responsible entity has the right to change the index or index provider for the Fund. If an index were to be changed, the responsible entity would make an announcement to the ASX and take other steps as required by law or the AQUA Rules.

### Rights of a unitholder

A unit confers a beneficial interest on a unitholder in the assets of a fund but not an entitlement or interest in any particular part of the fund or any asset.

The terms and conditions of the Fund Constitution are binding on each unitholder in the Fund and all persons claiming through them respectively, as if the unitholder or person were a party to the relevant Constitution.

### Reimbursement of expenses

In addition to any other indemnity which Vanguard may have under the Fund constitution or at law, Vanguard is indemnified and entitled to be reimbursed out of, or paid from, the assets of the Fund for all liabilities, losses and expenses incurred in relation to the proper performance of its duties as responsible entity of the Fund.

### Related party arrangements

The Responsible Entity is a wholly owned subsidiary of The Vanguard Group Inc. and part of the Vanguard Group. For these

purposes, a related party includes certain entities and individuals that have a close relationship with the Responsible Entity, including, but not limited to The Vanguard Group Inc. itself, other subsidiaries of The Vanguard Group Inc. and other funds operated or managed by members of the Vanguard Group.

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

In the course of managing the Fund the Responsible Entity may come across conflicts in relation to its duties to the Fund, related funds and its own interests. The Responsible Entity has internal policies and procedures in place to manage all conflict of interest appropriately. These policies and procedures will be reviewed on a regular basis and may change from time to time. In addition to complying with these policies and procedures, all conflicts will be resolved in a fair and reasonable manner, in accordance with the relevant law and ASIC requirements.

### Retirement of Vanguard

Vanguard may retire as responsible entity of the Fund by calling a meeting of unitholders to enable unitholders to vote on a resolution to choose a company to be the new responsible entity. Vanguard may be removed from office by an extraordinary resolution (i.e. 50% of all units in the Fund entitled to vote, including members who are not present in person or by proxy) passed at a meeting of unitholders, in accordance with the *Corporations Act*.

### Termination

Vanguard may wind up the Fund at any time on giving notice to unitholders. Following winding up, the net proceeds will be distributed to unitholders.

### Limitation of liability of unitholders

The Fund Constitution provides that the liability of each unitholder is generally limited to its investment in the Fund and that a unitholder is not required to indemnify Vanguard or a creditor of Vanguard against any liability of Vanguard in respect of the Fund, except as otherwise set out in the Constitution, including that:

- a person applying for units indemnifies Vanguard against any liability in respect of the applicant paying or failing to pay the application amount; and
- an Authorised Participant who redeems units indemnifies Vanguard against any liability in respect of a withdrawal amount otherwise than as required by the Constitution.

However, no complete assurance can be given in this regard, as the ultimate liability of a unitholder has not been finally determined by the courts.

### Meeting of unitholders

Vanguard may convene a meeting of unitholders of the Fund at any time (e.g. to approve certain amendments to a Fund's Constitution or to wind up the Fund). Unitholders also have limited rights to call meetings and have the right to vote at any unitholder meetings. Except where the relevant Fund Constitution provides otherwise, or the *Corporations Act* requires otherwise, a resolution of unitholders must be passed by unitholders who hold units exceeding 50% in value of the total value of all units held by unitholders who vote on the resolution.

A resolution passed at a meeting of investors held in accordance with the relevant Fund's Constitution binds all investors of that Fund.

### Indemnities and limitation of liability of Vanguard

In general, Vanguard may act on the opinion of, advice of and information obtained from advisers and experts. In those cases, Vanguard is not liable for anything done in good faith in reliance on that opinion, advice or information. Vanguard is indemnified out of the Fund against any expenses, loss, costs, damages and liabilities that may be incurred in properly performing any of its duties or prosecuting or defending any action or suit in connection with the Fund other than if it arises out of Vanguard's fraud, negligence or breach of trust.

Vanguard is not liable personally to unitholders or other persons for failing to act except in the case of fraud, negligence or breach of trust or duty.

### Borrowings

Vanguard is empowered by the Constitution of the Fund to borrow or raise money for the Fund. Where the Fund borrows, it will typically be for short term needs on a secured or unsecured basis. Fund assets may be used as security to support borrowings and other fund transactions. Any borrowing costs are to be borne by the Fund. It is not currently Vanguard's intention to borrow for the purposes of gearing.

### If you have a complaint

If you have a complaint, please contact us on any of the following channels so that we can work together towards a resolution.

|                 |  |
|-----------------|--|
| Email:          | clientservices@vanguard.com.au                                       |
| Phone:          | 1300 655 101 (from 8:00am to 6:00pm AET, Monday to Friday)           |
| Secure message: | via your Vanguard Online Secure Message Portal (where available)     |
| Mail:           | Vanguard Investments Australia<br>GPO Box 1837<br>Melbourne VIC 3001 |

Our Complaints Handling Policy is available on our website and in hard copy upon request. We aim to resolve your complaint as quickly as possible. For most standard complaints, we will provide you with a written internal dispute resolution response within 30 calendar days after receiving your complaint. Complex complaints may have a different maximum timeframe for responding. We will notify you if a different maximum timeframe applies to your complaint.

In the event that you are not satisfied with the outcome of your complaint, you have the right to refer the matter to an external dispute resolution process – the Australian Financial Complaints Authority (AFCA). AFCA provides fair and independent financial services complaint resolution service that is free to consumers. You can make a Complaint to AFCA online, by letter, email or by phone. The AFCA complaint resolution service may only be available to retail clients.

It is important to note that time limits apply to some types of complaints lodged with the AFCA.

Australian Financial Complaints Authority

Website: [www.afca.org.au](http://www.afca.org.au)

Email: [info@afca.org.au](mailto:info@afca.org.au)

Telephone: 1800 931 678 (free call)

Mail: Australian Financial Complaints Authority GPO Box 3, Melbourne VIC 3001

### Privacy policy

We are committed to respecting the privacy of your personal information. Privacy laws regulate, among other matters, the way organisations collect, use, disclose, keep secure and give people access to their personal information. Our privacy policy states how we manage personal information. We collect personal information in the application process, and may collect additional personal information in the course of managing your investment, in order to provide this product to you and to establish and manage your investment in the Fund or ETF. We may obtain information about you or any beneficial owners from third parties if it is believed this is necessary to comply with relevant laws. We may be required by law to disclose personal information to relevant regulators (whether in or outside of Australia).

We may provide an investor's personal information to our service providers for certain related purposes (as described under the Privacy Act 1988 (Cth)) such as account administration and the production and mailing of statements. We may also use an investor's personal information and disclose it to our service providers to improve customer service (including companies conducting market research) and to keep investors informed of Vanguard's products and services, or to their financial adviser or broker to provide financial advice and ongoing service. We will assume consent to personal information being used for the purposes of providing information on services offered by Vanguard and being disclosed to market research companies for the purposes of analysing Vanguard's investment base, unless otherwise advised.

If you do not provide your personal information as requested, we may not be able to process or accept your application. To obtain a copy of the Vanguard Privacy Policy, please visit [www.vanguard.com.au](http://www.vanguard.com.au) or call us directly on 1300 655 101. You may request to update or access any personal information we hold about you.

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

FATCA is a US law which impacts investors worldwide. FATCA attempts to minimise US income tax avoidance by US persons investing in foreign assets, including through their investments in foreign financial institutions. FATCA requires reporting of US persons' direct and indirect ownership of non-US accounts and non-US entities to the US Internal Revenue Service (IRS).

Similarly, the Organisation for Economic Cooperation and Development (OECD) has established a reporting regime (CRS), which requires participating jurisdictions to obtain information from their financial institutions and exchange it with other participating jurisdictions as of 1 July 2017.

Under FATCA, the Australian Government has entered into an Inter-Governmental Agreement (IGA) with the Government of the United States of America for reciprocal exchange of taxpayer information. Under the IGA, financial institutions operating in Australia report information to the Australian Taxation Office (ATO) rather than the IRS. The ATO may then pass the information on to the IRS.

The Fund or its authorised agents, such as the registrar – Computershare, may request such information or documents from you as is necessary to verify your identity and FATCA and CRS status, including self-certification forms. The Fund or its authorised agents may disclose this information to the IRS or ATO (who may share this information with other tax authorities) as necessary to comply with FATCA, the IGA, CRS or applicable implementing law or regulation.

Vanguard is not able to provide tax advice and strongly encourages investors to seek the advice of an experienced tax adviser to determine what actions investors may need to take in order to comply with FATCA and CRS.

### Anti-money Laundering & Counter Terrorism Financing (AML/CTF) obligations, Sanctions and relevant laws

Vanguard is required to comply with laws and regulations regarding the prevention of money laundering and terrorism financing, sanctions obligations, anti-bribery and anti-corruption, modern slavery and other laws

Vanguard is required to carry out procedures that verify your identity before providing services to you, and from time to time thereafter.

By completing the Application/Redemption process you agree that:

- You are not applying for units of the ETF under an assumed name (i.e. aliases or pseudonyms).
- Any money you invest is not derived from or related to any criminal or illegal activities.

- Any proceeds will not be used in relation to any criminal, terrorism financing or illegal activities.
- You will not initiate, engage in, or effect a transaction that may be in breach of AML/CTF law, anti-bribery and anti-corruption laws or sanctions (or the law or sanctions of any other country) in which Vanguard operates in.
- If we ask, you will need to provide us with any identity and additional information we may require to comply with relevant laws or legislation (such as AML/CTF laws or sanctions). This could include, but is not limited to, information about you, your related parties and your transactions, including the source of funds used in connection with the investment. You also agree that we may request this information from third parties if necessary to comply with relevant laws or legislation.
- To comply with relevant laws and legislation, we may be required to act, including delaying or refusing the processing of any application or any transaction related to your investment if we are concerned that doing so may cause us to breach any legal obligation or cause us to commit or participate in an offence under any relevant laws and legislation.
- Where legally obliged to do so, we may disclose the information gathered to regulatory and/or law enforcement agencies or other entities. We may share this information with other members of the Vanguard Group.

Vanguard is not liable for any losses caused by exercising its rights under this section.

Vanguard may obtain information about the investor, their legal representative, anyone acting on their behalf, any beneficial owners from third parties or the source of funds used in connection with the investment if it is believed this is necessary to comply with Relevant Laws. Additionally, in order to comply with these Relevant Laws, Vanguard may be required to disclose information to relevant law enforcement authorities and regulators of Relevant Laws. (whether in or outside of Australia).

Under Relevant Laws, applications and or redemption requests made without providing all the information and supporting identification documentation requested cannot be processed until this information has been provided and, as a result, delays in processing may occur.

### Interest on amounts awaiting investment or withdrawal

Amounts paid to the Fund may accrue interest in the Fund's accounts pending the issue of ETF units or the return of application monies. Similarly, amounts made available to satisfy a withdrawal request may also accrue interest pending payment. Any such interest will be retained for the benefit of investors of the Fund.

### Consents to inclusion of statements

FTSE have given and not withdrawn their consent to the statements relating to FTSE under the section headings 'FTSE Disclaimer' as applicable in the form and context in which they appear.

### Consents to lodge PDS

The directors of Vanguard have consented to the lodgement of this PDS with ASIC.

### ASIC relief

#### Equal treatment relief

ASIC granted relief under section 601QA(1) of the *Corporations Act* from the equal treatment requirement in section 601FC(1) to the extent necessary to allow the responsible entity to permit only Authorised Participants to withdraw from the Fund.

#### Ongoing disclosure of material changes and significant events

ASIC has granted relief under section 1020F of the *Corporations Act* from the ongoing disclosure requirements in section 1017B on condition that the responsible entity complies with the continuous disclosure requirements in the *Corporations Act* as if the Fund were an unlisted disclosing entity.

#### Relevant interest relief

ASIC has granted modification relief under section 655A(1) and 673(1) of the *Corporations Act* with respect to relevant interest provisions in section 609 so that where an authorised participant makes a redemption request, this does not give rise to an authorised participant holding a relevant interest in the securities held by a Fund for the purposes of the takeovers provisions of Chapter 6 and the substantial holding provision of Chapter 6C of the *Corporations Act*.

#### Periodic statements

ASIC Class Order [13/1200] grants relief to ETF issuers under sections 1020F(1)(a) and 1020F(1)(c) of the *Corporations Act* so that where a unitholder has acquired or disposed of ETF Units during the period and the ETF issuer does not know the price at which the ETF Units were transferred, periodic statements and exit statements do not need to include the amounts paid in relation to the transfer or the return on investment during the reporting period (provided that the ETF issuer is not able to calculate the return on investment and the periodic statement explains why this information was not included and describes how it can be obtained or calculated). The ETF issuer must also provide information about the performance of the ETF relative to the investment objectives of the ETF that the issuer believes is sufficient for the investor to make an informed assessment of the performance of the Fund for the relevant prescribed periods.

## 12. Glossary

**AET** means Australian Eastern Time

**AQUA Rules** means the rules that apply to AQUA products and the trading of AQUA products as set out in Schedule 10A of the ASX Operating Rules.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**Authorised Participant** means a person who has executed an Authorised Participant agreement with Vanguard.

**Cash Transaction** means a Cash Application or Cash Redemption.

**Cash Application** means an application made by an Authorised Participant by exchanging an amount of cash for ETF units

**Cash Redemption** means a redemption made by an Authorised Participant by exchanging an amount of ETF units for cash.

**CHESS** means the Clearing House Electronic Subregister System.

**Custom Basket** means an application or redemption basket negotiated between the ETF issuer and Authorised Participant in exchange for ETF units combining both securities and cash.

**ETF** means the Vanguard Ethically Conscious International Shares Index ETF offered in this PDS.

**Fund** means the Vanguard Ethically Conscious International Shares Index Fund ARSN 626 133 275 an Australian registered managed investment scheme.

**Index** in relation to the Vanguard Ethically Conscious International Shares Index ETF means FTSE Developed ex-Australia Choice Index (with net dividends reinvested) in Australian dollars Index, which is calculated, administered and owned by FTSE.

**Pricing Basket** means a basket of securities that is created to track the movements of a Fund (which may be the same basket as the Standard Basket). It is intended to assist with intra-day pricing and is not for transactional purposes.

**Standard Basket or basket** means the portfolio of securities plus any cash balancing payment as determined by Vanguard, which is provided as consideration for ETF units in an application or redemption (which may be the same as the Pricing Basket).

**Vanguard** means Vanguard Investments Australia Ltd (ABN 72 072 881 086 AFSL 227263).

### FTSE Disclaimer

The Vanguard Ethically Conscious International Shares Index ETF have been developed solely by Vanguard. The Vanguard Ethically Conscious International Shares Index ETF is/are not in any way connected to or sponsored, endorsed, sold or promoted by the London Stock Exchange Group plc and its group undertakings (collectively, the "LSE Group"). FTSE Russell is a trading name of certain of the LSE Group companies.

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