

Vanguard Managed Funds

This Reference Guide is issued by Vanguard Investments Australia Ltd ABN 72 072 881 086, AFSL 227263 (Vanguard, we, us or our). The information in this document forms part of the Product Disclosure Statement (PDS) of the Funds listed in this Reference Guide.

Contents

Retail Investor Accounts	4
Applications and Withdrawals.....	5
Transfers.....	6
How to transact with us.....	7
Investor Communication.....	8
Institutional Investor Accounts	9
Applications and Withdrawals.....	10
Switches.....	11
Transfers.....	11
Investor Communication.....	11
New Zealand Investor Accounts	13
Applications.....	14
Withdrawals.....	15
Switches.....	15
Transfers.....	15
Investor Communication.....	16
All Investor Accounts	17
Unit pricing.....	18
Additional explanation of fees and costs.....	18
How Vanguard invests.....	23
Taxation.....	25
Other information.....	27

Important information

This Reference Guide relates to the retail investor accounts for the Funds (Retail Investor Accounts), institutional investor accounts for the Funds (Institutional Investor Accounts) and New Zealand investor accounts for the Funds (New Zealand Investor Accounts). There are differences in the way the Retail Investor Accounts, Institutional Investor Accounts and New Zealand Investor Accounts operate and you should read the sections applicable to you.

The information provided in this Reference Guide is general information only and does not take into account your objectives, financial situation or needs. You should obtain financial advice that is tailored to your personal circumstances from a licensed financial adviser.

Information in this Reference Guide is current as at its issue date and may change from time to time. Where the changes are not materially adverse to you, the information may be updated on our website at www.vanguard.com.au. A paper copy of any updated information is available free of charge on request.

Eligible Investors

Direct new applications into the Vanguard Wholesale Funds are only permitted from institutional investors approved by Vanguard. New applications into the Vanguard Investor Funds are not permitted. New retail investors can access a range of Vanguard Managed Funds indirectly (for example, through Vanguard Personal Investor, a master trust, wrap platform or a nominee or custody service). To find out if you are eligible to invest in a Fund directly or if you would like further information regarding Vanguard Personal Investor, please visit www.vanguard.com.au/personal or contact us.

All dollar amounts are in Australian dollars unless otherwise indicated. This Reference Guide does not constitute an offer or invitation in any jurisdiction other than in Australia and New Zealand or to anyone whom it would not be lawful to make such an offer. Applications from outside Australia or New Zealand will not be accepted through the relevant PDS and this Reference Guide. For the avoidance of doubt, units in the Fund are not intended to be sold to US Persons as defined under Regulation S of the US federal securities laws.

None of The Vanguard Group, Inc. (including Vanguard Investments Australia Ltd) nor any of their related entities, directors or officers guarantee the repayment of capital or the performance of the Fund. Vanguard or any of its related entities or associates may invest in, lend to or provide services to the Fund. Vanguard may also invest, lend to, or provide services to funds or accounts owned or managed by its related entities or perform services for 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.

Indemnity

The Vanguard Wholesale Funds Application Form or Additional Investment Form used for the purposes of investors making initial applications or additional investments in a Vanguard Wholesale Fund contains contractual terms that: (a) upon receipt of the Application Form or Additional Investment Form or a valid instruction sent via an approved electronic means, Vanguard may enter into transactions for the Fund(s) in anticipation of receiving the investor's investment money; and (b) investors indemnify Vanguard and the Fund(s) in relation to any loss incurred by Vanguard or the Fund(s) arising from or in connection with investment money not being received as cleared funds by the relevant Fund(s) by 10:00 am the day after the form or valid instruction sent via an approved electronic means is provided to Vanguard or the Fund(s).

If you would like to request a printed copy of this Reference Guide, please contact us.

Registered office

Level 13
130 Lonsdale Street
Melbourne Victoria 3000

Telephone Retail
Telephone Adviser
Website

1300 655 101
1300 655 205
www.vanguard.com.au

Postal address for Retail Investor Accounts

Vanguard Personal Investor
GPO Box 1837
Melbourne Victoria 3001

Postal address for Institutional Investor Accounts and New Zealand Investor Accounts

Vanguard Australia
C/- LINK Market Services Limited
Locked bag 5038 Rhodes NSW 2124

Vanguard Wholesale Funds

Vanguard is the responsible entity of the Vanguard Wholesale Funds, some of which have more than one class of units. In this Reference Guide these funds or fund unit classes, as the case may be, are described individually as a 'Fund' and collectively as the 'Funds'.

The information in this Reference Guide forms part of the PDS for each of the following Funds:

Cash Funds	ARSN	ABN	APIR® Code
Vanguard Cash Reserve Fund	127 015 301	62 738 136 510	VAN0020AU
Fixed Interest Funds			
Vanguard Short Term Fixed Interest Fund	090 940 060	19 638 293 529	VAN0102AU
Vanguard Australian Government Bond Index Fund	134 177 807	23 499 844 319	VAN0025AU
Vanguard Australian Corporate Fixed Interest Index Fund	147 938 001	51 978 865 366	VAN0065AU
Vanguard Australian Fixed Interest Index Fund	090 939 941	52 931 145 473	VAN0001AU
Vanguard Australian Inflation-Linked Bond Index Fund	147 936 249	69 769 407 563	VAN0064AU
Vanguard International Fixed Interest Index Fund (Hedged)	090 940 337	59 108 266 812	VAN0103AU
Vanguard International Credit Securities Index Fund (Hedged)	095 366 055	15 118 646 737	VAN0106AU
Vanguard Diversified Bond Index Fund	147 937 728	90 633 012 411	VAN0042AU
Vanguard Global Aggregate Bond Index Fund (Hedged)	618 350 539	14 933 513 845	VAN9309AU
Vanguard Ethically Conscious Global Aggregate Bond Index Fund (Hedged) – AUD Hedged	618 349 090	40 120 502 284	VAN2989AU
Vanguard Ethically Conscious Global Aggregate Bond Index Fund (Hedged) – NZD Hedged	618 349 090	40 120 502 284	VAN1233AU
Vanguard Active Global Credit Bond Fund	633 925 694	59 628 785 605	VAN3932AU
Diversified Funds			
Vanguard Conservative Index Fund	101 565 351	24 396 176 911	VAN0109AU
Vanguard Balanced Index Fund	101 565 431	14 193 060 779	VAN0108AU
Vanguard Growth Index Fund	101 565 520	43 698 348 922	VAN0110AU
Vanguard High Growth Index Fund	101 565 637	71 339 405 674	VAN0111AU
Property Funds			
Vanguard Australian Property Securities Index Fund	090 939 549	27 186 332 271	VAN0004AU
Vanguard International Property Securities Index Fund	115 001 002	97 674 886 440	VAN0018AU
Vanguard International Property Securities Index Fund (Hedged)	115 001 360	52 511 318 838	VAN0019AU
Australian Shares Funds			
Vanguard Australian Shares Index Fund	090 939 718	65 759 271 740	VAN0002AU
Vanguard Australian Shares High Yield Fund	091 751 807	61 324 061 551	VAN0104AU
Vanguard Ethically Conscious Australian Shares Fund	632 655 620	30 223 971 715	VAN4509AU
International Shares Funds			
Vanguard International Shares Index Fund	090 939 610	56 291 101 711	VAN0003AU
Vanguard International Shares Index Fund (Hedged) - AUD Class	093 254 909	97 123 270 094	VAN0105AU
Vanguard International Shares Select Exclusions Index Fund	613 045 739	45 215 187 041	VAN1579AU
Vanguard International Shares Select Exclusions Index Fund – AUD Hedged	613 045 739	45 215 187 041	VAN3200AU
Vanguard International Shares Select Exclusions Index Fund – NZD Hedged	613 045 739	45 215 187 041	VAN8287AU
Vanguard Ethically Conscious International Shares Index Fund	626 133 275	89 276 633 202	VAN8175AU
Vanguard Ethically Conscious International Shares Index Fund – AUD Hedged	626 133 275	89 276 633 202	VAN0848AU
Vanguard Ethically Conscious International Shares Index Fund – NZD Hedged	626 133 275	89 276 633 202	VAN4013AU
Vanguard International Small Companies Index Fund	127 015 472	20 372 713 731	VAN0021AU
Vanguard International Small Companies Index Fund (Hedged)	127 015 436	13 064 564 422	VAN0022AU
Vanguard Emerging Markets Shares Index Fund	090 939 450	63 171 298 643	VAN0005AU
Infrastructure Funds			
Vanguard Global Infrastructure Index Fund	128 385 277	82 191 294 545	VAN0023AU
Vanguard Global Infrastructure Index Fund (Hedged)	128 385 197	92 392 829 821	VAN0024AU
Vanguard Factor Funds			
Vanguard Global Value Equity Fund	613 053 062	71 928 129 734	VAN0074AU

Vanguard Global Minimum Volatility Fund	165 787 708	80 259 391 198	VAN0068AU
Vanguard Manager Select Series			
Vanguard Active Global Growth Fund	632 655 577	16 465 809 772	VAN0722AU
Vanguard Active Emerging Market Equity Fund	632 655 675	13 359 821 400	VAN0221AU

Vanguard Investor Funds

Vanguard is the responsible entity of the following Vanguard Investor Funds (collectively the 'Funds' and individually 'Fund') for which this Reference Guide applies. The information in this Reference Guide forms part of the PDS for each of the following Funds:

Sector funds	ARSN	ABN	APIR Code
Vanguard Investor Short Term Fixed Interest Fund	090 995 887	64 380 598 371	VAN0100AU
Vanguard High Yield Australian Shares Fund	109 638 379	19 060 820 283	VAN0017AU
Vanguard Index Australian Property Securities Fund	090 995 494	99 571 736 269	VAN0012AU
Vanguard Index Australian Shares Fund	090 995 770	38 931 692 506	VAN0010AU
Vanguard Index Diversified Bond Fund	090 995 841	96 491 646 070	VAN0101AU
Vanguard Index Hedged International Shares Fund	095 375 894	66 256 805 696	VAN0107AU
Vanguard Index International Shares Fund	090 995 583	42 389 448 403	VAN0011AU
Diversified index funds			
Vanguard LifeStrategy® Balanced Fund	103 186 607	31 948 445 348	VAN0124AU
Vanguard LifeStrategy® Conservative Fund	090 996 044	68 558 424 817	VAN0013AU
Vanguard LifeStrategy® Growth Fund	090 996 099	73 804 372 624	VAN0014AU
Vanguard LifeStrategy® High Growth Fund	090 995 967	38 087 357 469	VAN0015AU

RETAIL INVESTOR ACCOUNTS

Applications

Direct new applications into the Vanguard Managed Funds (comprising Vanguard Wholesale Funds and Vanguard Investor Funds) are not permitted for Retail Investor Accounts.

New retail investors can access a range of Vanguard Managed Funds indirectly (for example, through Vanguard Personal Investor, a master trust, wrap platform or a nominee or custody service). To find out if you are eligible to invest in a Fund directly or if you would like further information regarding Vanguard Personal Investor, please visit www.vanguard.com.au/personal or contact us.

Additional Investments

If you have an existing Retail Investor Account you may make additional investments into your existing Fund(s) only. You may choose to make an additional investment by BPAY® or Cheque subject to the following minimums:

Minimum additional investment by BPAY®	\$10 (up to \$1,000,000 per transaction)
Minimum additional investment by cheque	\$100,000

BPAY®

When you're making an additional investment to an existing Fund via BPAY, there is no requirement to complete any additional forms. For details on how to use the BPAY facility via your financial institution's telephone or internet banking service, please contact us.

Please note that although your BPAY transaction may be processed from your bank account immediately, your funds and payment instructions may take some time to be transferred to us from your financial institution. Provided that your BPAY request is made before your financial institution's cut-off time, we will typically receive your funds before 1:00pm AET on the following Melbourne business day. Units will only be issued once we receive your funds, and at the unit price applicable to the day payment is received. BPAY transactions cannot generally be reversed. Payments using credit card accounts cannot be made via BPAY. Any query on a BPAY transaction should be directed to your financial institution.

- It is a condition of using the BPAY facility and making additional investments that you obtain and read the current Product Disclosure Statement (PDS) together with the other important information taken to form part of the PDS, prior to making each and every investment in a Fund. From time to time, we update the PDS and Reference Guide. The latest versions of these documents can be found on our website at vanguard.com.au/offerdocuments or you can request a copy by contacting us.*

Cheque

To make an additional investment by cheque, attach the cheque to a completed Additional Investment Form and return it to us by post. If a cheque cannot be honoured (e.g. due to insufficient funds or validation issues), we reserve the right to cancel the transaction. Please note that additional investments received by cheque will not be processed until funds have cleared. Units will only be issued (i) once funds have cleared at our bank and (ii) at the unit prices applicable to the day funds have cleared.

Other forms of payment

Vanguard may accept other forms of payment at its absolute discretion, where appropriate. In exercising this discretion, Vanguard takes into account its duties as a responsible entity under section 601FC of the *Corporations Act 2001* (Cth) (*Corporations Act*), including acting in the best interests of investors.

If the other forms of payment cannot be settled, we reserve the right to cancel the transaction.

Cut-off times

The cut-off time for processing application instructions, is normally 1:00pm AET on a Melbourne business day. An earlier cut-off time may be adopted on business days when financial markets have shortened trading hours (for example, the last business day before Christmas day). Changes to the cut-off times will be published on our website. You should check the website if you are contemplating a transaction.

Application instructions received by the cut-off time, will be processed at the applicable purchase price to be applied for that business day. The purchase price applicable for that day will not be known until the next business day. Units are issued at the purchase price calculated at the next valuation point after acceptance of your application.

Where an application instruction is received after the cut-off time, the application will be processed at the next applicable purchase price, as if it had been received on the following business day.

Withdrawals

Withdrawal requests

To make a withdrawal, you must complete a Withdrawal Form available on our website or by issuing an instruction through Vanguard Online.

If you withdraw the full value of your holding in a Fund, your account relating to that Fund will be closed and you will not be able to reapply for new units in that same Fund directly. Where available, you may access the Fund indirectly by investing through Vanguard Personal Investor, a master trust, wrap platform or through a nominee or custody service.

Making withdrawal requests	To make a withdrawal, you can issue an instruction through Vanguard Online, or, if you are unable to access Vanguard Online, visit our website to obtain a Withdrawal Form.
Minimum withdrawal	No minimum
Minimum account balance	No minimum

There is no minimum withdrawal amount for your holding in a Fund. Your withdrawals can be requested in either cash or in units. You can withdraw either the full amount of your account or request a partial withdrawal.

- If you request a partial withdrawal in cash, you can only withdraw up to 95% of your holding in that Fund in a single transaction. Any further withdrawal requests can only be made once your initial withdrawal request has settled.
- If you request a partial withdrawal in units there is no limit.

The proceeds of your withdrawal will be paid by Electronic Funds Transfer (EFT) into your nominated Australian bank account. If we are unable to verify your nominated bank account from the details you have previously provided to us or by contacting you, your withdrawal proceeds may be paid by cheque. We will not process payments to bank accounts held by a third party.

If withdrawal requests exceed a certain percentage of the Fund's value over a one or two day period, we may decide to process withdrawal requests progressively over a period of up to 20 business days (subject to the constitution of the applicable Fund) at the withdrawal price applicable for each day on which a withdrawal is processed.

There may be circumstances where we will suspend withdrawals or delay the payment of withdrawal proceeds, subject to the constitution of the applicable Fund. For example, where there is a closure of an international market or exchange, or during the first 10 business days of July each year due to end of financial year activities for the Funds. Please note that if you request a full withdrawal after a distribution ex-date but before the distribution is paid, your withdrawal proceeds may include an entitlement to distributable income and you may receive an additional payment as a result. We may agree to meet the value of a withdrawal by transferring authorised investments from the relevant Fund. Withdrawal proceeds will normally be funded out of the assets of the Funds and not from Vanguard's own resources.

On withdrawal of units, any outstanding payment due to us will be deducted from your payment. Please note that interest accrued on the withdrawal proceeds, in the interim between settlement and payment, will be retained by Vanguard. Withdrawing units may have tax consequences and we recommend that you check the tax implications with your tax adviser before withdrawing.

While a Fund is liquid for the purposes of the *Corporations Act*, we will generally redeem your units in accordance with the relevant Fund's constitution on request. A Fund is liquid if 80% of the value of the Fund's assets are held in liquid assets as defined in the *Corporations Act*. If a 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 your investment in a timely manner if a Fund is illiquid. It is not expected that any of the Funds will be illiquid.

The constitutions of the Funds allow us to set minimum unit holding limits. Apart from the minimum initial investment amount, we don't currently intend to enforce a minimum unit holding, except in the case of transfers. We may enforce a minimum unit holding in the future and we may treat a request by you to withdraw some of your units in a Fund as a full withdrawal if the total value of your units in that Fund is below the minimum holding. We will give you reasonable notice before enforcing a minimum holding limit.

Cut-off times

The cut-off time for processing withdrawal instructions is normally 1:00pm AET on a Melbourne business day. An earlier cut-off time may be adopted on business days when financial markets have shortened trading hours (for example, the last business day before Christmas day). Changes to the cut-off times will be published on our website. You should check the website if you are contemplating a transaction.

Withdrawal instructions must be received by the cut-off time in order to be processed at the applicable withdrawal price for that business day. The withdrawal price applicable for that day will not be known until the next business day. After receipt of your withdrawal request the units will be withdrawn at the withdrawal price calculated at the next valuation point. Where a withdrawal request is received after the cut-off time, the withdrawal request will be processed at the next applicable withdrawal price, as if it had been received on the following business day.

Transfers

We no longer accept requests to transfer units in a Fund to another person or entity that are received except in the following circumstances:

- **Transfers relating to a deceased estate;**
- **Transfers to minors who have come of age;**
- **Transfers that are required by law;**
- **The transfer is to an existing investor within the same Fund;**
- **Transfers to a qualifying institutional investor; or**
- **Any other purpose we deem appropriate at our discretion and with our prior approval.**

You can request Vanguard to transfer units of a Fund for the reasons set out above. If you do not transfer your entire investment in a Fund, we may require that the value of the units transferred meets the applicable minimum investment amount. You (the transferor) and the recipient of the transferred units (the transferee) will need to complete a Transfer Form which is available on our website or by contacting us.

The transferee will also be required to obtain the latest PDS for the relevant Fund(s), complete a Vanguard Wholesale Funds Application Form and provide any supporting documentation as required before units can be transferred, unless the transferee is already an existing

investor in the Fund that units are being transferred to.

Transfers must be received by the cut-off time - 1:00pm AET on a Melbourne business day except where otherwise determined by Vanguard – in order to be processed effective that day. Transfers received after the cut-off time will be processed as if they had been received on the next business day. Transferring units may have tax consequences. We recommend that you consult your tax adviser before submitting a transfer request. Vanguard reserves the right to decline to register a transfer of units.

How to transact with us

Standard forms

We have standard forms that are to be used for transactions, including withdrawals, or change of account details. Investors (other than indirect investors) must use Vanguard standard forms when issuing Vanguard with transaction instructions - otherwise we may not process your instructions.

You can contact us to find out more about how to transact with Vanguard. We will provide you with details on other ways you can transact with Vanguard by notice to you.

Vanguard Online ®

Vanguard Online provides the following services to you if you are an eligible accountholder who has re-registered to use the new service. These include but are not limited to:

Account Details	
Access and change your details	You can access and change your Vanguard details including your contact details and password.
Transaction	
Additional Investments	You can access the BPAY biller code and Customer Reference Number for your existing Fund in order to make an additional investment into that Fund.
Withdrawals	Issue a withdrawal instruction with respect to your investments.
Reporting	
Investment summaries	Access the latest value of your total investment portfolio with Vanguard. View your current account balance, unit prices and number of units held.
Statements	View and print your latest tax, distribution, transaction confirmations and quarterly transaction statements. You can also access historical statements.
Transaction history	View your transaction history online for each of your investments.
Communications	
Secure Message	Use this facility to ask questions, provide feedback, or send us instructions.

Vanguard Online is currently only available to eligible accountholders, namely:

- Primary and secondary accountholders on individual and joint accounts; and
- Trustee(s), director(s) and company secretary on SMSF, trust, company, partnership and association accounts.

For persons who are not eligible accountholders, such as those acting on Powers of Attorney or Authorised Representatives of an eligible accountholder, you can continue to provide us with investment and withdrawal instructions by using the Vanguard standard forms available on our website and sending them to us via post or to the dedicated email address thirdpartycontact@vanguard.com.au.

Vanguard Online access is not currently available for the following account types:

- Accounts attached to a margin loan
- Accounts involving deceased estates

Investor communication

The type of information that is available to you as a Retail Investor Account holder in the Funds is described below.

Communication		Frequency	Website	Email	Mail	Vanguard Online
Fund information and investment forms						
Product Disclosure Statement(s)	A summary of significant information that you need to make a decision about investing in the Fund.	Ad Hoc	✓	o*	o	
Reference Guide	Contains other important information that is taken to form part of the PDS.	Ad Hoc	✓	o*	o	
Standard Forms	Forms used to instruct Vanguard in relation to your investment in a Fund.	Ad Hoc	✓	o*	o	
Material information	Information that has not already been disclosed in the PDS and may otherwise have an impact on a Fund.	Ad Hoc	✓			
Unit prices and performance						
Unit prices	The purchase price and withdrawal price for each Fund.	Daily	✓			
Fund performance	Calculated and reported on a gross of fees, net of fees and after tax basis.	Monthly	✓			
Fund fact sheets	Outlines the latest Fund performance, portfolio composition and asset allocation of each Fund.	Monthly	✓			
Account statements						
Transaction confirmations	Details the number of units purchased, withdrawn or transferred, applicable unit price, effective date of the transaction and the new balance of units after the transaction.	After each transaction			o*	✓
Transaction statements	Details each transaction that occurred during the reporting month, the number of units held and the current value at month end for your investment(s). Vanguard Wholesale Funds Vanguard Investor Funds	Monthly Quarterly			o*	✓
Distribution statements	Details the breakdown of the distribution, relevant taxation information and payment details setting out the number of units held and the value of the distribution following each distribution.	Monthly or quarterly <i>(as described in the PDS for the relevant Fund)</i>			o*	✓
Tax statements	Provides a summary of the distributions made to you during the financial year, as well as the relevant taxation information required to complete your Australian tax return.	After 30 June			o*	✓

✓ We will provide the information via this method, regardless of how you elect to receive it.

o You must elect to receive information in this manner. Please contact us for further information.

* We may alter the frequency or format of these statements in the future. Changes of this nature will be published on our website.

INSTITUTIONAL INVESTOR ACCOUNTS

Applications

Initial applications and additional investments

An initial application for investment must be made on a Vanguard Wholesale Funds Application Form. The Application Form and relevant supporting documentation must be sent via post, or delivered to our office. Facsimile or email copies will not be accepted. We will not process initial applications until all required information and/or supporting documentation is received. For more details on how to complete your application, please visit the website.

We may, in our absolute discretion, accept or refuse to accept, in whole or in part, any application or subscription for units. We need not give any reason for refusal. If for any reason we refuse or are unable to process your application to invest in the Funds, we will, subject to any legal or regulatory requirements, return your application money to you. You will not be entitled to interest on your application money in this circumstance. Any interest accrued on application amounts pending the issue of units or the return of application money will be retained for the benefit of investors. Investments made in-specie (that is, where the payment is in assets in kind instead of cash) may be accepted at our discretion.

The minimum initial investment amount for the Vanguard Wholesale Funds is \$500,000 per Fund. We may, at our discretion, accept lower investment amounts.

If you have an Institutional Investor Account you may also make additional investments into your existing Vanguard Wholesale Fund(s).

Initial and additional investments may be funded via direct credit only. We do not accept cheques from Institutional Investor Account holders without prior approval. Once your investment account has been established, we will forward an email to you with details on how to complete your initial investment by direct credit.

If you wish to receive the unit price for the day that you make your direct credit payment, you will need to provide us a copy of the bank receipt to confirm the funds transfer by 1:00pm AET on a Melbourne business day, except where otherwise determined by us. If you do not provide a copy of the bank receipt, the effective date of your investment will correspond to the date that the funds are visible in our bank account.

To make an additional investment via direct credit, you must either complete an Additional Investment Form available on our website or send us a valid instruction via an approved electronic means, and forward your payment to the Vanguard Wholesale Application bank account. To obtain the relevant bank account details, please contact us.

If five business days has lapsed since we received your original Vanguard Wholesale Funds Application Form, you will be required to submit an Additional Investment Form to accompany your funds transfer.

Withdrawals

Withdrawal requests

To make a withdrawal, you must complete a Withdrawal Form available on our website or by issuing an instruction through approved electronic means such as Calastone or SWIFT.

There is no minimum withdrawal amount for your holding in a Fund. The proceeds of your withdrawal will be paid by Electronic Funds Transfer (EFT) into your nominated Australian bank account. If we are unable to verify your nominated bank account from the details you have previously provided to us or by contacting you, your withdrawal proceeds may be paid by cheque. We will not process payments to bank accounts held by a third party.

If withdrawal requests exceed a certain percentage of the Fund's value over a one or two day period, we may decide to process withdrawal requests progressively over a period of up to 20 business days (subject to the constitution of the applicable fund) at the sell price applicable for each day on which a withdrawal is processed.

There may be circumstances where we will suspend withdrawals or delay the payment of withdrawal proceeds, subject to the constitution of the applicable Fund. For example, where there is a closure of an international market or exchange or during the first 10 business days of July each year due to end of financial year activities for the Funds. Your withdrawal proceeds may include an entitlement to distributable income. We may agree to meet the value of a withdrawal by transferring authorised investments from the relevant Fund. Investors should note that withdrawal proceeds will be funded out of the assets of the Funds and not from Vanguard's own resources.

On withdrawal of units, any outstanding payment due to us will be deducted from your payment. Please note that interest accrued on the withdrawal proceeds, in the interim between settlement and payment, will be retained by Vanguard. Withdrawing units may have tax consequences and we recommend that you check the tax implications with your tax adviser before withdrawing.

While a Fund is liquid for the purposes of the *Corporations Act 2001* (Cth) (*Corporations Act*), we will generally redeem your units in accordance with the relevant Fund's constitution on request. A Fund is liquid if 80% of the value of the Fund's assets are held in liquid assets as defined in the *Corporations Act*. If a 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 your investment in a timely manner if a Fund is illiquid. It is not expected that any of the Funds will be illiquid.

The constitutions of the Funds allow us to set minimum unit holding limits. Apart from the minimum initial investment amount, we don't currently intend to enforce a minimum unit holding, except in the case of transfers. We may enforce a minimum unit holding in the future and we may treat a request by you to withdraw some of your units in a Fund as a full withdrawal if the total value of the your units in that Fund is below the minimum holding. We will give you reasonable notice before enforcing a minimum holding limit.

Cut-off times

The cut-off time for processing withdrawal instructions is normally 1:00pm AET on a Melbourne business day. An earlier cut-off time may be adopted on business days when financial markets have shortened trading hours (for example, the last business day before Christmas day). Changes to the cut-off times will be published on our website. You should check the website if you are contemplating a transaction.

Withdrawal instructions must be received by the cut-off time in order to be processed at the applicable withdrawal price for that business day. The withdrawal price applicable for that day will not be known until the next business day. After receipt of your withdrawal request units will be withdrawn at the withdrawal price calculated at the next valuation point. Where a withdrawal request is received after the cut-off time, the withdrawal request will be processed at the next applicable withdrawal price, as if it had been received on the following business day.

Switches

Switching requests must be received by the cut-off time - 1:00pm AET on a Melbourne business day, except where otherwise determined by Vanguard - to be processed at the applicable withdrawal and purchase prices to be applied for that business day.

Switching requests received after the cut-off time will be processed at the applicable withdrawal and purchase prices as if they had been received on the following business day. The withdrawal and purchase prices applicable for that day will not be known until the next business day. A switch may give rise to an entitlement to distributable income (see 'Withdrawals' section for further information). A switch may give rise to tax consequences and it is recommended that you check the tax implications with your tax adviser before switching.

Transfers

You can request that we transfer units of a Fund for the reasons set out above. We will only accept unit or dollar based instructions (we will no longer accept percentage based instructions). If you do not transfer your entire investment in a Fund, we may require that the value of the units transferred meets the applicable minimum investment amount. You (the transferor) and the recipient of the transferred units (the transferee) will need to complete a Transfer Form which is available on our website or by contacting us.

The transferee will also be required to obtain the latest PDS for the relevant Fund(s), complete a Vanguard Wholesale Funds Application Form and provide any supporting documentation as required before units can be transferred, unless the transferee is already an existing investor in the Fund that units are being transferred to.

Transfers must be received by the cut-off time - 1:00pm AET on a Melbourne business day except where otherwise determined by us – in order to be processed effective that day. Transfers received after the cut-off time will be processed as if they had been received on the next business day. Transferring units may have tax consequences. We recommend that you consult your tax adviser before submitting a transfer request. We reserve the right to decline to register a transfer of units.

Investor communication

Vanguard Institutional Portal

Institutional Investor Account holders will have access to account reporting functionality through a secure online site.

Through Vanguard Institutional Portal you will be able to view and download your transactions history, past correspondence, and up to five years of account statements.

All statements relating to your account will be available for download from Vanguard Institutional Portal. These include:

- Transaction confirmations
- Transaction Statements
- Distribution Statements
- Tax Statements
- Rebate Statements
- Exit Statements

Other information that is available to you as an Institutional Investor Account Holder in the Funds is described below.

Communication		Frequency	Website	Email	Mail	Vanguard Online
Fund information and investment forms						
Product Disclosure Statement(s)	A summary of significant information that you need to make a decision about investing in the Fund.	Ad Hoc	✓	o*	o	
Reference Guide	Contains other important information that is taken to form part of the PDS.	Ad Hoc	✓	o*	o	
Standard Forms	Forms used to instruct Vanguard in relation to your investment in a Fund.	Ad Hoc	✓	o*	o	
Material information	Information that has not already been disclosed in the PDS and may otherwise have an impact on a Fund.	Ad Hoc	✓			
Unit prices and performance						
Unit prices	The purchase price and withdrawal price for each Fund.	Daily	✓			
Fund performance	Calculated and reported on a gross of fees, net of fees and after tax basis.	Monthly	✓			
Fund fact sheets	Outlines the latest Fund performance, portfolio composition and asset allocation of each Fund.	Monthly	✓			
Account statements						
Transaction confirmations	Details the number of units purchased, withdrawn or transferred, applicable unit price, effective date of the transaction and the new balance of units after the transaction.	After each transaction			o*	✓
Transaction statements	Details each transaction that occurred during the reporting month, the number of units held and the current value at month end for your investment(s).	Monthly			o*	✓
Distribution statements	Details the breakdown of the distribution, relevant taxation information and payment details setting out the number of units held and the value of the distribution following each distribution.	Monthly or quarterly (as described in the PDS for the relevant Fund)			o*	✓
Tax statements	Provides a summary of the distributions made to you during the financial year, as well as the relevant taxation information required to complete your Australian tax return.	After 30 June			o*	✓

✓ Vanguard will provide the information via this method, regardless of how you elect to receive it.

o You must elect to receive information in this manner. Please contact us for further information.

* We may alter the frequency of these statements in the future. Changes to the frequency of these statements will be published on our website.

NEW ZEALAND INVESTOR ACCOUNTS

Applications

Eligible Investors

Direct applications from New Zealand investors for the Funds are only permitted from institutional investors approved by Vanguard. The Funds may be available to other investors investing indirectly through a master trust, wrap platform or a nominee or custody service.

WARNING TO NEW ZEALAND INVESTORS

- This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the *Corporations Act 2001* (Cth) (Act) and regulations made under that Act. In New Zealand, this is subpart 6 or Part 9 of the *Financial Markets Conduct Act 2013* and Part 9 of the *Financial Markets Conduct Regulations 2014*.
- This offer and the content of the PDS are principally governed by Australian rather than New Zealand law. In Australia, the Act and the regulations made under that Act set out how the offer must be made.
- There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.
- The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.
- Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.
- The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Initial application for investment

An initial application for investment must be made on a Vanguard Wholesale Funds Application Form. The Application Form and relevant supporting documentation must be sent via post, or delivered to our office. Facsimile or email copies will not be accepted. Vanguard will not process initial applications until all required information and/or supporting documentation is received. For more details on how to complete your application, please visit the Vanguard website.

Vanguard may, in its absolute discretion, accept or refuse to accept, in whole or in part, any application or subscription for units. Vanguard need not give any reason for refusal. If for any reason Vanguard refuses or is unable to process your application to invest in the Funds, Vanguard will, subject to any legal or regulatory requirements, return your application money to you. You will not be entitled to interest on your application money in this circumstance. Any interest accrued on application amounts pending the issue of units or the return of application money will be retained for the benefit of investors. Investments made in-specie (that is, where the payment is in assets in kind instead of cash) may be accepted at Vanguard's discretion.

Initial investment

The minimum initial investment amount for the Vanguard Wholesale Funds is \$500,000 Australian dollars per Fund, except for the below where the minimum initial investment amount is \$750,000 New Zealand dollars per Fund.

- Vanguard International Shares Select Exclusions Index Fund – NZD Hedged
- Vanguard Ethically Conscious International Shares Index Fund – NZD Hedged
- Vanguard Ethically Conscious Global Aggregate Bond Index Fund (Hedged) – NZD Hedged

Vanguard, at its discretion, may accept lower investment amounts. Investment amounts can only be remitted by Electronic Funds Transfer (EFT) in the currency specified. Please contact Client Services for banking details.

Currency risk

As the offer of units in the Vanguard Wholesale Funds are in Australian dollars (except the below), New Zealand investors should consider the following before applying for units.

- Vanguard International Shares Select Exclusions Index Fund – NZD Hedged
- Vanguard Ethically Conscious International Shares Index Fund – NZD Hedged
- Vanguard Ethically Conscious Global Aggregate Bond Index Fund (Hedged) – NZD Hedged

WARNING TO NEW ZEALAND INVESTORS

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

Cut-off times

Applications

The cut-off time for processing application instructions for all Funds offered to New Zealand investors is normally 1:00pm AET on a Melbourne business day, except where otherwise determined by Vanguard.

An earlier cut-off time may be adopted on business days when financial markets have shortened trading hours (for example, the last business day before Christmas day). Changes to the cut-off times will be published on our website. You should check the website if you are contemplating a transaction.

Application instructions received by the cut-off time, will be processed at the applicable buy price for that business day. The buy price applicable for that day will not be known until the next business day. Units are issued at the buy price calculated at the next valuation point after acceptance of your application.

Where an application instruction is received after the cut-off time, the application will be processed at the next applicable buy price, as if it had been received on the following business day.

Withdrawals

The cut-off time for processing withdrawal instructions for all Funds offered to New Zealand investors is normally 1:00pm AET on a Melbourne business day. An earlier cut-off time may be adopted on business days when financial markets have shortened trading hours (for example, the last business day before Christmasday). Changes to the cut-off times will be published on our website. You should check the website if you are contemplating a transaction.

Withdrawal instructions must be received by the cut-off time in order to be processed at the applicable withdrawal price to be applied for that business day. The withdrawal price applicable for that day will not be known until the next business day. After receipt of your withdrawal request, units are withdrawn at the withdrawal price calculated at the next valuation point. Where a withdrawal request is received after the cut-off time, the withdrawal request will be processed at the next applicable withdrawal price, as if it had been received on the following business day.

Switches

Switching requests for New Zealand Investor Accounts must be received by the cut-off time - 1:00pm AET on a Melbourne business day, except where otherwise determined by Vanguard - to be processed at the applicable withdrawal and purchase prices to be applied for that business day.

Switching requests for New Zealand Investor Accounts received after the cut-off time will be processed at the applicable withdrawal and purchase prices as if they had been received on the following business day. The withdrawal and purchase prices applicable for that day will not be known until the next business day. A switch may give rise to an entitlement to distributable income (see 'Withdrawals' section for further information). A switch may give rise to tax consequences and it is recommended that you check the tax implications with your tax adviser before switching.

Transfers

You can request that we transfer units of a Fund for the reasons set out above. We will only accept unit or dollar based instructions (we will no longer accept percentage based instructions). If you do not transfer your entire investment in a Fund, we may require that the value of the units transferred meets the applicable minimum investment amount. You (the transferor) and the recipient of the transferred units (the transferee) will need to complete a Transfer Form which is available on our website or by contacting us.

The transferee will also be required to obtain the latest PDS for the relevant Fund(s), complete a Vanguard Wholesale Funds Application Form and provide any supporting documentation as required before units can be transferred, unless the transferee is already an existing investor in the Fund that units are being transferred to.

Transfers must be received by the cut-off time - 1:00pm AET on a Melbourne business day except where otherwise determined by us - to be processed effective that day. Transfers received after the cut-off time will be processed as if they had been received on the next business day. Transferring units may give rise to tax consequences. We recommend that you consult your tax adviser before submitting a transfer request. Vanguard reserves the right to decline to register a transfer of units.

Dispute resolution process

WARNING TO NEW ZEALAND INVESTORS

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand. Should you wish to make a complaint about this offer, please contact the Financial Markets Authority, Wellington, New Zealand.

Investor communication

Vanguard Institutional Portal

New Zealand Investor Account holders will have access to account reporting functionality through a secure online site.

Through Vanguard Institutional Portal you will be able to view and download your transactions history, past correspondence, and up to five years of account statements.

All statements relating to your account will be available for download from Vanguard Institutional Portal. These include:

- Transaction confirmations
- Transaction Statements
- Distribution Statements
- Tax Statements

- Rebate Statements
- Exit Statements

Other information that is available to you as an investor in the Funds is described below.

Communication		Frequency	Website	Email	Mail	Vanguard Online
Fund information and investment forms						
Product Disclosure Statement(s)	A summary of significant information that you need to make a decision about investing in the Fund.	Ad Hoc	✓	○*	○	
Reference Guide	Contains other important information that is taken to form part of the PDS.	Ad Hoc	✓	○*	○	
Standard Forms	Forms used to instruct Vanguard in relation to your investment in a Fund.	Ad Hoc	✓	○*	○	
Material information	Information that has not already been disclosed in the PDS and may otherwise have an impact on a Fund.	Ad Hoc	✓			
Unit prices and performance						
Unit prices	The purchase price and withdrawal price for each Fund.	Daily	✓			
Fund performance	Calculated and reported on a gross of fees, net of fees and after tax basis.	Monthly	✓			
Fund fact sheets	Outlines the latest Fund performance, portfolio composition and asset allocation of each Fund.	Monthly	✓			
Account statements						
Transaction confirmations	Details the number of units purchased, withdrawn or transferred, applicable unit price, effective date of the transaction and the new balance of units after the transaction.	After each transaction			○*	✓
Transaction statements	Details each transaction that occurred during the reporting month, the number of units held and the current value at month end for your investment(s).	Monthly			○*	✓
Distribution statements	Details the breakdown of the distribution, relevant taxation information and payment details setting out the number of units held and the value of the distribution following each distribution.	Monthly or quarterly (as described in the PDS for the relevant Fund)			○*	✓
Tax statements	Provides a summary of the distributions made to you during the financial year, as well as the relevant taxation information required to complete your Australian tax return.	After 30 June			○*	✓

✓ Vanguard will provide the information via this method, regardless of how you elect to receive it.

○ You must elect to receive information in this manner. Please contact us for further information.

* We may alter the frequency of these statements in the future. Changes to the frequency of these statements will be published on our website.

ALL INVESTOR ACCOUNTS

Disclosing entities

Funds which are disclosing entities are 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 Funds can be obtained from, or inspected at, an ASIC office.

Vanguard can also provide you with a copy of the following reports (free of charge):

- the annual financial report most recently lodged with ASIC for each Fund;
- any half-yearly Fund financial reports lodged with ASIC in relation to a Fund after the lodgement of the above annual report and before the date of this PDS; and
- any continuous disclosure notices given for a Fund after the lodgement of an annual report.

If you wish to receive a copy of any of these reports, please contact us.

Unit pricing

Policy on unit pricing

We have a documented policy in relation to various discretions that affect unit pricing within the Funds. The policy has been designed to meet ASIC's requirements and is available on request to all investors and prospective investors at no charge. The policy explains Vanguard's approach in relation to buy/sell spreads, valuation methodology, rounding of decimal places, cut-off times for receiving instructions, the frequency of income distributions and unit pricing discretions generally. A copy of the policy on unit pricing discretions can be obtained by contacting us.

Impact of significant market events

We may decide to close a Fund to applications, withdrawals and transfers where there are factors that we believe may prevent the accurate calculation of unit prices, subject to the constitution of the applicable Fund. This can include where markets are closed due to public holidays or when markets are closed in relevant countries. Generally, applications, withdrawals and transfers for the affected Fund(s), which are received on these days or after the cut-off time on the previous day, will be processed as if they had been received on the next business day.

Fund closures that are determined in advance as a result of a known public holiday and market closures are published on our website. In some circumstances, we may decide to close a Fund to cash transactions but may remain open to accept in-specie transactions (where the payment is made in assets in kind instead of cash), subject to the constitution of the applicable Fund. This may include where a particular security or combination of securities in a Fund is subject to a trading halt or suspension announcement.

Impact of distributions

Something to note is that the unit price of a Fund may include accumulated income that is yet to be distributed. After a distribution, the Fund's unit price will reduce to reflect the distribution paid. This would similarly affect you if you sell units in a Fund. That is, the amount that you receive on withdrawal may be inclusive of income held in the Fund that is yet to be distributed, or which may be accumulated by Vanguard.

Vanguard may determine to pay distributions at times other than at the end of the normal distribution periods.

Impact of end of financial year

Unit prices, transaction confirmations, and the payment of withdrawal and distribution proceeds may be delayed in the first ten business days of July each year due to end of financial year activities for the Funds.

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 Funds. 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 Funds. The management fees and costs shown do not include any potential future extraordinary expenses. In addition, management fees and costs do not include transaction costs i.e. costs associated with investing the underlying assets, some of which may be recovered through buy/sell spreads.

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

Management fees

The management fee component is a fixed amount that Vanguard deducts from the assets of the Funds and comprises Vanguard's remuneration for managing and overseeing the operations of the Funds. The management fee is calculated as a percentage of the Fund's net asset value (or the relevant class of units where the 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 relevant 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 the PDS and this Reference Guide, any normal operating expenses (excluding securities lending agent fees) that we

may recover from the Funds are paid out of the management fee and are not an additional cost deducted from the assets from the Funds.

Ordinary expenses of the Funds that we may recover from 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 Funds as an additional expense to the management fee where permitted under the constitutions. The securities lending program agent lender retains its fees from the loan fees received from borrowers. The management fee of investing in each of the Funds is capped until further notice.

The estimated expense recoveries component set out in the fees and costs summary in the PDS include fees in relation to securities lending and abnormal or extraordinary expenses of the NAV of the Fund, which is the amount actually incurred by the Funds in the previous financial year, including Vanguard's reasonable estimate of such costs where information was not available as at the date of the PDS and this Reference Guide or where Vanguard was 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 include securities lending fees and abnormal or extraordinary expenses of the Fund, which reflects Vanguard's 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, performance fee (if any) 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 Vanguard, Vanguard's management fee in the underlying Fund(s) is fully rebated back to the Fund and so does not need to be counted in indirect costs for the Fund.

In relation to Funds that are not newly established, the indirect costs component set out in the fees and costs summary in the relevant PDS is calculated on the basis of the actual amount incurred for the previous financial year and Vanguard's reasonable estimate of such costs where information was not available as at the date of the PDS and this Reference Guide or where Vanguard was 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 Vanguard's reasonable estimate at the date of the PDS and this Reference Guide 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 Funds as and when incurred. Indirect costs are not an additional fee paid to Vanguard. Indirect costs 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. Vanguard may update indirect cost information on its website where the overall change to the management cost is not materially adverse to investors.

Performance fees

Other than the Manager Select series, we do not currently charge a performance fee for the Funds. 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 Fund's investment in the interposed vehicle, and in turn the NAV of the 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 Funds 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 had been incurred by the Funds. Such costs arise whenever the Funds buy or sell assets to invest applications, fund withdrawals or to generally manage the Funds in accordance with its 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. Please refer to the "Buy/sell spreads" section below for further details.

Transaction costs are paid out of the Fund's assets as and when incurred and 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 Vanguard. 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 the PDS is calculated using the Fund's actual transaction costs incurred for the previous financial year including Vanguard's reasonable estimate of such costs where information was not available as at the date of the PDS and this Reference Guide or where Vanguard was unable to determine the exact amount. The estimated transaction costs disclosed in the fees and costs summary in the PDS are shown net of any amount recovered by the buy/sell spread charged by Vanguard.

- **Gross transaction costs:** The gross transaction costs for managing the assets of the Funds, including costs generated by investor applications and redemptions.
- **Buy/sell spread cost recovery:** The amount recovered by the Funds from transacting investors through a buy/sell spread that compensates the Funds for the costs generated by 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. It reflects the net transaction costs that may be incurred. In circumstances where the net transaction cost is negative the value will be rounded to zero.

The following table indicates the total gross transaction costs of each Fund incurred for the previous financial year including our reasonable estimate of such costs where information was not available as at the date of the applicable PDS and this Reference Guide 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 Reference Guide of those costs that will apply for the current financial year (adjusted to reflect a 12 month period).

Vanguard Wholesale Funds	Total Gross Transaction Costs p.a.
Cash funds	
Vanguard Cash Reserve Fund	0.00% of the NAV of the Fund
Fixed interest funds	
Vanguard Short Term Fixed Interest Fund	0.00% of the NAV of the Fund
Vanguard Australian Corporate Fixed Interest Index Fund	0.00% of the NAV of the Fund
Vanguard Australian Fixed Interest Index Fund	0.00% of the NAV of the Fund
Vanguard Australian Government Bond Index Fund	0.00% of the NAV of the Fund
Vanguard Australian Inflation-Linked Bond Index Fund	0.00% of the NAV of the Fund
Vanguard Diversified Bond Index Fund	0.02% of the NAV of the Fund
Vanguard Global Aggregate Bond Index Fund (Hedged)	0.00% of the NAV of the Fund
Vanguard Ethically Conscious Global Aggregate Bond Index Fund (Hedged) - AUD Hedged	0.00% of the NAV of the Fund
Vanguard Ethically Conscious Global Aggregate Bond Index Fund (Hedged) - NZD Hedged	0.00% of the NAV of the Fund
Vanguard International Credit Securities Index Fund (Hedged)	0.01% of the NAV of the Fund
Vanguard International Fixed Interest Index Fund (Hedged)	0.00% of the NAV of the Fund
Vanguard Active Global Credit Bond Fund	0.27% of the NAV of the Fund
Property funds	
Vanguard Australian Property Securities Index Fund	0.00% of the NAV of the Fund
Vanguard International Property Securities Index Fund	0.02% of the NAV of the Fund
Vanguard International Property Securities Index Fund (Hedged)	0.04% of the NAV of the Fund
Australian shares funds	
Vanguard Australian Shares High Yield Fund	0.01% of the NAV of the Fund

Vanguard Australian Shares Index Fund	0.01% of the NAV of the Fund
Vanguard Ethically Conscious Australian Shares Fund	0.04% of the NAV of the Fund
International shares funds	
Vanguard Emerging Markets Shares Index Fund	0.05% of the NAV of the Fund
Vanguard Global Minimum Volatility Fund	0.17% of the NAV of the Fund
Vanguard Global Value Equity Fund	0.09% of the NAV of the Fund
Vanguard International Shares Index Fund	0.01% of the NAV of the Fund
Vanguard International Shares Index Fund (Hedged) - AUD Class	0.02% of the NAV of the Fund
Vanguard International Shares Select Exclusions Index Fund	0.01% of the NAV of the Fund
Vanguard International Shares Select Exclusions Index Fund – AUD Hedged	0.00% of the NAV of the Fund
Vanguard International Shares Select Exclusions Index Fund – NZD Hedged	0.00% of the NAV of the Fund
Vanguard Ethically Conscious International Shares Index Fund	0.05% of the NAV of the Fund
Vanguard Ethically Conscious International Shares Index Fund – AUD Hedged ¹	0.00% of the NAV of the Fund
Vanguard Ethically Conscious International Shares Index Fund – NZD Hedged	0.00% of the NAV of the Fund
Vanguard International Small Companies Index Fund	0.02% of the NAV of the Fund
Vanguard International Small Companies Index Fund (Hedged)	0.10% of the NAV of the Fund
Vanguard Active Global Growth Fund	0.08% of the NAV of the Fund
Vanguard Active Emerging Market Equity Fund	0.59% of the NAV of the Fund
Infrastructure funds	
Vanguard Global Infrastructure Index Fund	0.02% of the NAV of the Fund
Vanguard Global Infrastructure Index Fund (Hedged)	0.05% of the NAV of the Fund
Diversified funds	
Vanguard Conservative Index Fund	0.02% of the NAV of the Fund
Vanguard Balanced Index Fund	0.02% of the NAV of the Fund
Vanguard Growth Index Fund	0.03% of the NAV of the Fund
Vanguard High Growth Index Fund	0.02% of the NAV of the Fund
Vanguard Investor Funds	Total Gross Transaction Costs p.a.
Sector fund	
Vanguard Investor Short Term Fixed Interest Fund	0.01% of the NAV of the Fund
Vanguard High Yield Australian Shares Fund	0.00% of the NAV of the Fund
Vanguard Index Australian Property Securities Fund	0.00% of the NAV of the Fund

Vanguard Index Australian Shares Fund	0.00% of the NAV of the Fund
Vanguard Index Diversified Bond Fund	0.02% of the NAV of the Fund
Vanguard Index Hedged International Shares Fund	0.00% of the NAV of the Fund
Vanguard Index International Shares Fund	0.00% of the NAV of the Fund
Diversified index funds	
Vanguard LifeStrategy® Conservative Fund	0.01% of the NAV of the Fund
Vanguard LifeStrategy® Balanced Fund	0.01% of the NAV of the Fund
Vanguard LifeStrategy® Growth Fund	0.01% of the NAV of the Fund
Vanguard LifeStrategy® High Growth Fund	0.01% of the NAV of the Fund

¹ Insufficient data for this Fund for the financial year - the annualised estimates are based on reasonably available data for similar Funds

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 is not materially adverse to you.

Buy/sell spreads

We 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 of the Funds is our 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 Funds 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 Funds will pay the purchase price calculated by adding the buy spread to the Fund's NAV per unit (or the NAV of the relevant class of units where the Fund has multiple classes). Investors who withdraw from the Funds will receive the withdrawal price calculated by deducting the sell spread from the Fund's NAV per unit (or the NAV of the relevant class of units where the Fund has multiple classes).

For example if the Fund charges 0.10% of the amount you invest (buy spread) and 0.10% of the amount you withdraw (sell spread), for example, if you invested \$500,000, the cost of your buy spread would be \$500. These amounts may change if, for example, transaction costs change.

If the Funds receive 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. We pass on our reasonable estimate of the reduction in transaction costs to investors 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 of how buy/sell spreads and reductions are recalculated, you can request a copy of Vanguard's policy on unit pricing discretion.

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. 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.

We 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 investors electronically on our website at www.vanguard.com.au.

Differential fees

We may from time to time enter into arrangements to provide management fee rebates to certain wholesale investors who invest sizeable amounts in the Funds. The payment and terms of rebates are negotiated with wholesale clients but are ultimately at our discretion, subject to the *Corporations Act* and any relevant ASIC policies. We make these payments from our own resources.

We can be contacted via the details specified in page 1 of this Reference Guide.

Managed funds calculator

We have a managed funds fee calculator on our website that can be used to calculate the impact of fees and costs on your account balance. ASIC also has a managed funds fee calculator on their website at www.moneysmart.gov.au that can be used to calculate the effect of fees and costs on your account balance.

Advice fees

WARNING: If you consult a financial adviser, you may have to pay additional fees to the adviser. Please refer to your Statement of Advice

for details of these fees (if any). No adviser will receive any commission from Vanguard relating to your investment in the Fund.

Changes to management fees

We may alter the management fee in accordance with the constitution of the Funds and the *Corporations Act*. The constitutions governing the Funds limit the amount of the management fee component (excluding GST), details of which are disclosed in each Fund PDS. This limit does not apply to ordinary expenses of the Funds that we incur and cover out of the management fee or to any abnormal or extraordinary expense or costs of the Funds that is otherwise able to be recovered. Any increase to the management fee above this maximum will generally require unitholder approval.

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 this section are based on information available as at the date of this Reference Guide. You should refer to our website from time to time for any updates which are not materially adverse to investors.

Withdrawal fee

A withdrawal fee or an early withdrawal fee could be introduced for any of the Funds, as permitted under the applicable constitution, although there is no current intention to do so.

Generally, the withdrawal fee could be up to the greater of \$50 or 0.50% of the amount withdrawn. The early withdrawal fee could be up to 0.50% of the amount withdrawn if units are withdrawn within a certain number of days after purchase.

Payments to financial advisers and management fee rebates

No adviser will receive any commission from Vanguard relating to your investment in the Fund. We may from time to time enter into arrangements to provide management fee rebates to certain wholesale investors who invest sizeable amounts in a Fund. We make these payments from our own resources.

Taxation

Information about tax is set out in the "How managed investment schemes are taxed" section of the relevant PDS.

How Vanguard invests

While maintaining the objective of the Funds, we try to minimise the transaction costs associated with managing cash flows and making adjustments for index or benchmark changes.

Cash and liquidity management

To manage day-to-day transaction requirements such as investor withdrawals and collateral requirements, the Funds may maintain a variable balance of cash. To effectively manage this cash, the Funds 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 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 use derivative financial instruments (derivatives) including foreign exchange forwards, 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. 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.

Borrowings

While the Funds' constitutions permit borrowing, Vanguard does not currently intend to borrow for the purposes of gearing. Where a 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.

Securities lending

The Funds or their underlying Funds 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, we employ 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 relevant Fund.

We have appointed an external agent lender to facilitate the lending of securities on behalf of the relevant 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 'repurchases' for a slightly higher amount at a later date (normally the next day). 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. We do 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 (see Additional explanation of fees and costs).

Labour standards and environmental, social and ethical considerations

Vanguard Index Funds

As the primary goal of index funds is to replicate the returns of a broad market index, these Funds generally hold securities in proportion to their size or 'weighting' in the index.

Equity Index Funds

Our equity index funds do not take into account labour standards or environmental, social or ethical considerations when selecting, retaining or realising investments to track the performance of a Fund's index.

Fixed Interest Index Funds

Our fixed interest index funds may take into account labour standards or environmental, social or ethical considerations when assessing the risks that impact a fixed income issuer's credit profile. This credit profile may be a factor considered when selecting, retaining or realising investments to track the performance of a Fund's index.

We have no predetermined view about what we regard to be a labour standard or an environmental, social or ethical consideration, but may consider relevant standards or considerations to the extent they are financially material when assessing environmental, social and governance (ESG) risk. ESG risk may be considered amongst other risk factors in determining an issuer's overall credit profile. From time to time we may review how we integrate ESG considerations into our investment process.

Exclusionary-screened Index Funds

Certain Funds track an index which excludes specific securities or sectors in accordance with a predetermined index methodology. In some cases, the relevant index provider may develop the index with input from us and from time to time we may request changes to the index methodology. These Funds otherwise operate in a similar manner to our other index Funds.

Vanguard Factor Funds

In the day to day management of these Funds, we do not apply ethical screening for labour standards or environmental, social or governance considerations (ESG) when selecting, retaining or realising investments for the Funds.

Vanguard Manager Select Series

The value of individual securities may be influenced by labour standards, and environmental, social and ethical considerations.

Baillie Gifford believes that a company cannot be financially sustainable in the long run if its approach to business is fundamentally out of line with changing societal expectations. Baillie Gifford consider, environmental, social, ethical and governance risks and opportunities as part of their investment process in the context of their overall focus on long-term investment performance. Baillie Gifford has no predetermined view on what is a labour standard or environmental, social or ethical consideration or methodology for considering them. It takes into account these matters as it may become aware of them to the extent that they financially affect the investment.

Each of Wellington's global industry analysts develop unique investment approaches, whereby labour standards, environment, social or ethical considerations are integrated into their research and decision-making processes to the extent that these issues may materially affect the long-term success of a company and its investment returns. This can manifest itself within the investment approach or portfolio weighting for a particular security, as well as within Wellington's proxy voting and company engagement efforts. Wellington has no predetermined view or methodology, unless it financially affects the investment, about taking into account these standards and or what is regarded as a labour standard or environmental, social or ethical consideration.

Vanguard Active Global Credit Bond Fund

This Fund does not have an explicit investment strategy to either negatively screen out securities with poor ESG characteristics or explicitly target companies with strong ESG practices and does not promote environmental or social characteristics, however, ESG considerations are a factor in the security selection process.

The Credit Research Team seeks to cover and thereby provide recommendations against a large proportion of the issues across credit sectors of a portfolio's benchmark. However, coverage of all benchmark securities is not guaranteed.

We acknowledge that there may be instances when it is appropriate to screen for certain ESG issues. The Vanguard Group, Inc. is a signatory to the Principles for Responsible Investment (PRI).

Investment stewardship

Investment stewardship is a term that describes how we support positive corporate governance and the creation of long-term investment value for our investors, by engaging with the companies the Funds invest in. This engagement aims to promote best practices by companies in relation to issues that affect our investors' long-term financial interests, including ESG considerations.

Vanguard's Investment Stewardship and Proxy Voting Policies set out the procedures and guidelines that govern our investment stewardship activities, including company engagement, advocacy for improved disclosure standards, and proxy voting in listed companies in which Vanguard funds have an economic interest. If you'd like to learn more, you can find this policy on our website.

Taxation

The tax information in this Reference Guide is provided for general information only and is not intended to provide an exhaustive or definitive statement as to all the possible tax outcomes for investors. We do not provide tax advice. As each investor's circumstance is different, you should obtain professional tax advice concerning the particular tax implications of investing in the Funds for you. Discussion of tax in this Reference Guide refers to the *Income Tax Assessment Act 1936* (Cth), the *Income Tax Assessment Act 1997* (Cth) as enacted, applicable case law and published Australian Taxation Office rulings, determinations and administrative practice at the date of this Reference Guide. Any changes in the tax law or interpretation of the tax law subsequent to this date will not be reflected in the tax information provided in this Reference Guide.

Taxation of Australian resident investors

The tax information provided in this Reference Guide relates to Australian tax residents who hold their units on capital account for income tax purposes and who are not exempt from taxation, and does not consider any non-Australian tax consequences. Investors who fall outside these categories (for example, investors who are non-resident of Australia for tax purposes, hold their units on revenue account or as trading stock, or who have made a fair value or financial reports election under the taxation of financial arrangement ("TOFA") rules) should seek independent professional advice in relation to their specific circumstances.

Attribution Managed Investment Trusts (AMITs)

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, we may elect for a 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, we may make this election for a multi-class Fund.

We have assessed the eligibility of each of the Funds to elect into the AMIT regime and disclosed on our website whether or not the AMIT regime will apply to each of the Funds.

For Funds that are subject to the AMIT tax 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 us 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 the income of the Fund which we attribute 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 exceed the amount distributed to an investor. This is likely to arise where 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 constitutions for the Funds set 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, a pro rata attribution of this income to investors at the time determined by Vanguard for this purpose. The constitutions also allow for attribution to investors who redeem their units in the Fund in certain circumstances.
- Although Vanguard expects that the Funds will be taxed under the AMIT tax regime, the constitutions for the Funds will also provide for a situation where the Funds are non-AMIT. The taxation of a non-AMIT Fund is discussed below.

Non-Attribution Managed Investment Trusts (non-AMIT)

A Fund that does not qualify or elect to be an AMIT 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 relevant Fund that they may be assessed on for the financial year as a result of their entitlements to the income of the relevant 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 each of the Funds that invest in Australian equities, the tax components on which you are assessed as a result of your investment in the

Funds 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 may need to be included in your taxable income and, depending on your particular circumstances, may be available to offset your tax liability. Depending on your particular circumstances, you may also be entitled to a refund if the franking credits exceed your total income tax liability.

Foreign income

Income received by a Fund from sources outside Australia may be subject to tax in the country of source. Australian tax resident investors may, depending on your circumstances, 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% for individuals and certain trusts and 33 1/3% 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 Funds are trusts and are 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.

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 Funds that are eligible.

Non-assessable distributions

A 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.

Other gains

Gains and losses in relation to investments of certain Funds, including foreign currency gains arising from the investment of the Funds, 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.

Disposal of units

Investors may be liable for tax on gains realised on the disposal of units in the Funds. Disposal of units may be in the form of a withdrawal, a switch between Funds or a transfer of units.

Under the CGT provisions, any taxable capital gain arising on disposal of your units may form part of your assessable income. Some investors may be eligible for the CGT discount upon disposal of their units if the units are held for at least 12 months or more before the disposal, and certain other requirements are satisfied. You should obtain professional tax advice about the availability of the CGT discount. Any capital loss arising on a disposal of units may be able to be offset against capital gains arising in that year or subsequent years.

Redemption income entitlement

If you dispose of your units by a withdrawal in certain circumstances (for example, where the size of your withdrawal exceeds a certain threshold), you may be distributed or attributed under the AMIT rules some of the taxable income of the Fund. Vanguard will notify you at the end of the financial year if this occurs. Any distribution or attribution of income that occurs in connection with a withdrawal of units from the Fund may affect the amount of net capital gain realised on disposal of your units. Investors should seek professional tax advice about the CGT treatment of the disposal of their units in the Funds, particularly if an entitlement to the income of the Fund is included in the withdrawal amount.

The amount and the components of the income of the Fund that may be distributed or attributed to you in these circumstances will be determined by Vanguard in accordance with the relevant Fund constitution.

Taxation of non-resident investors

If you are not a resident of Australia for tax purposes, Vanguard may be required to withhold Australian tax on certain distributions made to you.

If the Fund is an AMIT and you are attributed with certain components of the taxable income of the Fund without having been distributed those amounts, Vanguard is required under the AMIT regime to pay tax on that income on your behalf and is entitled to be indemnified by you in respect of the relevant amount. Under the Constitutions for the Funds, Vanguard may satisfy this indemnity by deducting the relevant amount from any payments made to you or through a compulsory redemption of units.

Generally, a non-resident investor should not be liable for Australian CGT in respect of the disposal of their units in the Funds, if the Funds and the non-resident investor satisfy certain requirements at the time of disposal. It is very important that non-resident investors seek independent tax advice before investing in the Funds which takes into account their particular circumstances and the provisions of any relevant double tax agreement between Australia and their country of residence. It is particularly important that Australian tax advice is

obtained if the non-resident investor is assessed on the disposal of their units in the Funds otherwise than under the CGT provisions.

Quoting your Tax File Number (TFN) or TFN exemption or Australian Business Number (ABN)

Collection of your TFN is authorised and its use and disclosure are strictly regulated by the tax laws and the Privacy Act 1988. You may quote a TFN or claim a TFN exemption in relation to your investment in a Fund when completing your Application Form. If you choose not to quote a TFN or TFN exemption, Vanguard will be required to deduct tax at the prescribed rate (at the date of this Reference Guide this was the highest marginal tax rate plus any applicable levies).

You may quote your ABN instead of a TFN if you are making this investment in the course of an enterprise carried on by you.

Social security

Investing in the Funds may affect your social security entitlements because your investment may be included in the income and assets tests of Centrelink and the Department of Veterans' Affairs. You should obtain professional advice concerning your particular social security implications.

Goods and Services Tax (GST)

The issue and withdrawal of units in the Funds should not be subject to GST, irrespective of whether or not the investor is registered for GST. In the instance the investor is registered for GST, the acquisition, disposal and/or redemption of units in the Funds will generally constitute input taxed financial supplies. The receipt of distributions should not give rise to any GST consequences for investors, as such amounts are generally considered to be outside the scope of the GST regime.

Fees and expenses incurred by the Funds, such as management costs, will generally attract GST at the rate of 10 percent. Given the nature of the Funds' activities, the Funds will generally 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 the GST paid on the expenses incurred by a Fund.

The GST and expected RITC relating to fees and expenses is incorporated in the management cost for each Fund. Individual investors should seek specific professional advice with respect to the GST consequences of their investments.

Other information

Proxy voting and engagement

Vanguard votes proxies in companies/funds where its Funds have a significant economic interest and it is reasonably practicable to do so. Details of Vanguard's proxy voting policy can be found on our website.

Termination

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

Custodian

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

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 Funds or underlying Funds (as applicable).

The role of the custodian is generally limited to holding the assets of the Funds or underlying Funds 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 Funds and generally does not make investment decisions in respect of the assets held or manage those assets. Vanguard will be liable to unit holders for acts and omissions of the appointed custodian.

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

Fund Administrator

We have appointed FNZ Australia Pty Ltd (FNZ) to manage the registry and transfer agency functions on behalf of Vanguard for retail investors (Retail Investor Accounts) in the Funds including accounts held by individuals, joint-accounts, self-managed superannuation funds and other non-institutional accounts.

We have appointed Link Group (an ASX-listed company comprised of Link Market Services and Link Fund Solutions) to manage the registry and transfer agency functions on behalf of Vanguard for institutional investors and New Zealand investors (Institutional Investor Accounts and New Zealand Investor Accounts, respectively).

Vanguard

Vanguard as responsible entity and the investment manager

Vanguard, as the responsible entity, is responsible for the management of the Funds and, where applicable, the underlying Funds in which the Funds invest. Except as noted below, Vanguard is also the investment manager for the Funds. Vanguard holds an Australian Financial Services Licence (AFSL 227263), which authorises it to act as the responsible entity of the Funds and underlying Funds. The powers and duties of Vanguard are set out in each Fund's constitution, the *Corporations Act* and general trust law. Vanguard has the power to appoint an agent, or otherwise engage a person (including any related entities or associates), to do anything that it is authorised to do in connection with the Funds.

We have appointed Vanguard Global Advisers, LLC, another entity within the Vanguard group of companies, to provide investment management related services to the Vanguard Global Minimum Volatility Fund and the Vanguard Global Value Equity Fund.

We have appointed external investment managers to provide specialist investment management services in connection with the Vanguard Active Global Growth Fund and the Vanguard Active Emerging Markets Fund, under an investment management agreement. Under these agreements, the relevant Investment Manager will establish a Fund's portfolio and on an ongoing basis make active changes to the composition of the portfolio consistent with that Fund's investment strategy and the Investment Manager's active investment philosophy. We review the appointment of external managers on a regular basis. Under the investment management agreements, we have the discretion to terminate their appointment at any time. For all other Funds, Vanguard is the investment manager.

Retirement of Vanguard

Vanguard may retire as responsible entity of a Fund by calling a meeting of investors to enable investors 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 investors, in accordance with the *Corporations Act*.

Indemnities and limitation 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 each 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 each of the Funds (other than if it arises out of Vanguard's fraud, negligence or breach of trust).

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

Constitutions

Each Fund is a managed investment scheme governed by a constitution. Under the constitution, Vanguard has all the powers of a natural person in respect of the Funds. The constitution for each Fund sets out the rights and obligations of investors and the rights and obligations of Vanguard as responsible entity of the Fund. This Reference Guide outlines some of the important provisions of the constitutions.

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

A copy of any constitution may be inspected by investors at Vanguard's office during business hours. Vanguard will provide investors with a copy of the required constitution upon request.

Amendments to the constitutions

Vanguard may amend the constitution of each Fund from time to time, subject to the provisions of the constitution and the *Corporations Act*. Generally, Vanguard can only amend a constitution where Vanguard reasonably believes that the change will not adversely affect your rights as an investor. Otherwise, a constitution can only be amended if approved at a meeting of investors.

Reimbursement of expenses

In addition to any other right of indemnity, which Vanguard may have under a Fund's constitutions or at law, Vanguard is indemnified and entitled to be reimbursed out of, or paid from, the assets of each of the Funds for all liabilities, losses, damages, expenses or costs incurred in the course of its office or in the administration or management of a particular Fund (other than if it is incurred by Vanguard's fraud, negligence or breach of trust). Without limitation, this includes amounts payable in properly performing any of its duties or exercising any of its powers.

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 a 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 a 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 conflicts 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.

Compliance

The compliance plan

Vanguard has prepared and lodged compliance plans for each Fund with ASIC. The compliance plans set out the key criteria that

Vanguard will follow to ensure that it is complying with the *Corporations Act* and each Fund's constitution. Each year 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 believes that Vanguard has not taken or does not propose to take appropriate actions to deal with breaches reported to it
- assessing the adequacy of the compliance plans, recommending any changes and reporting these to Vanguard.

Investors

Indirect investors

You may invest in the Funds offered in this Reference Guide indirectly (for example, through a master trust, wrap platform or a nominee or a custody service). If you invest in this manner certain information in this Reference Guide may not be relevant to you such as: applications and withdrawals, investor communication, and certain fees and costs information (subject to the below). You should consult the relevant offer document or client agreement through which you have invested.

Meeting of investors

Vanguard may convene a meeting of investors of a Fund at any time. Examples of circumstances where meetings may be called include to approve certain amendments to a Fund's constitution. Investors also have limited rights to call meetings and have the right to vote at any investor meetings.

Except where a particular Fund constitution provides otherwise, or the *Corporations Act* requires otherwise, a resolution of investors must be passed by investors who together hold units in the Fund exceeding 50% in value of the total value of all units held by investors who vote on the resolution.

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

Limitation of liability of investors

Each Fund's constitution provides that the liability of each investor is limited to their investment in the Fund and that an investor is not required to indemnify Vanguard or a creditor of Vanguard against any liability of Vanguard in respect of the Fund. However, no complete assurance can be given in this regard, as the ultimate liability of an investor has not been finally determined by the courts.

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 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 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, which may include information about:

- Investors identified as US citizens or tax residents (information about corporations and trusts with US substantial owners or controlling persons will also be reported)
- All other investors identified as non-residents for CRS purposes (including non-resident controlling persons of certain entities)
- Investors who do not confirm their FATCA or CRS status
- Certain financial institutions that do not meet their FATCA obligations (non-participating foreign financial institutions)

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 Fund 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).
- 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.

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 a product to you and to establish and manage your investment in a Fund. 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 or call us directly on 1300 655 101. You may request to update or access any personal information we hold about you.



The responsible entity

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