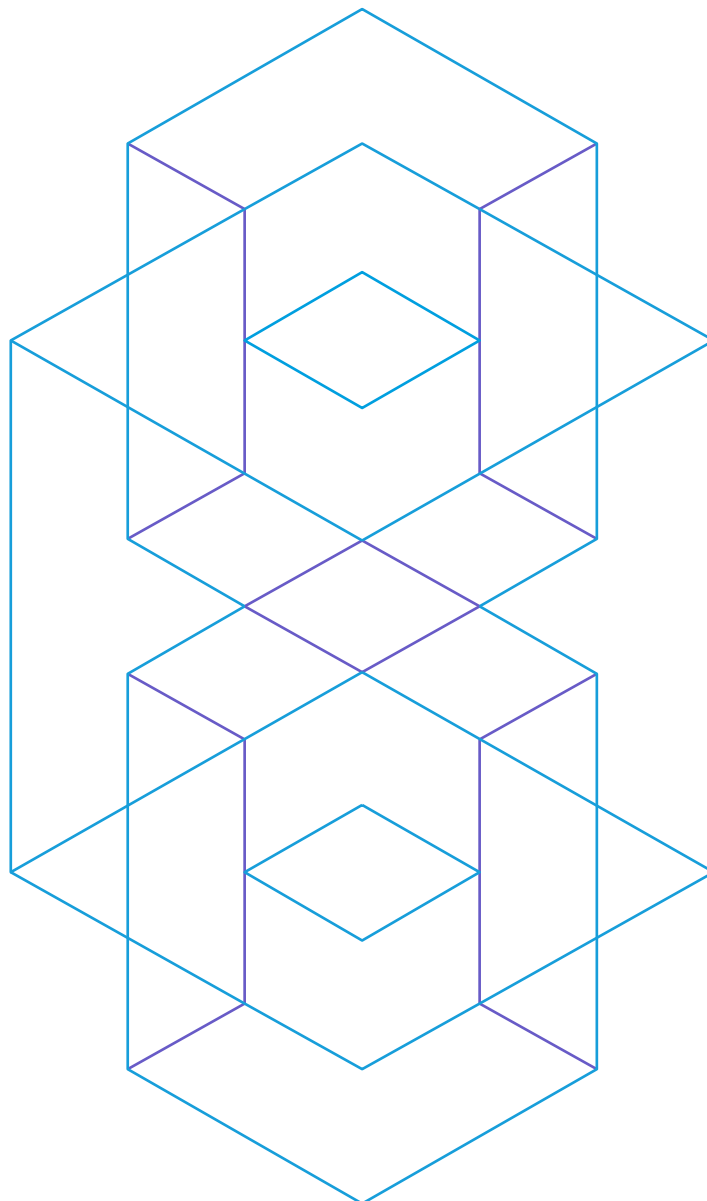




# AQR Wholesale Managed Futures Fund

## Product Disclosure Statement



**2 November 2024**

Responsible Entity: Perpetual Trust Services Limited, ABN 48 000 142 049, AFSL 236648

Investment Manager: AQR Capital Management, LLC

Distributor: AQR Pty Limited, ABN 38 116 067 255, AFSL 305603

APIR Code: PER0634AU

ARSN: 147 951 791

## Important Notices

This Product Disclosure Statement (“PDS”) is dated 2 November 2024 and is for Class 1P Units.

Perpetual Trust Services Limited ABN 48 000 142 049 (“Responsible Entity”) holds an Australian Financial Services Licence (“AFSL”), number 236648, and is the responsible entity of AQR Wholesale Managed Futures Fund (“Fund”) available for investment through this PDS. The Responsible Entity is the issuer of the PDS and the Units in the Fund. Units to which this PDS relates will only be issued on the receipt of a properly completed Application Form accompanied by this PDS, or obtained from the Responsible Entity, and information as to an investor’s identity and the source of payment of the application monies.

**NOTE: It is a condition for an investment into the Fund by an investor who is a retail client (as defined in the Corporations Act) that the investor has received personal financial advice in respect of the Fund. In section 6 of the Application Form you will be asked to confirm your financial advisor’s details, along with a confirmation that you have received personal financial advice concerning your investment into the Fund if you are a retail client. Failure to confirm this information will result in rejection of your application.**

The Fund is an actively managed unit trust that will primarily invest in a portfolio of futures contracts and other derivatives instruments (as described further below in this PDS) as well as cash and cash equivalents. The Fund’s investment program is speculative and entails risks. There is no guarantee that the Fund’s investment objective will be achieved or that the Fund will provide any particular rate of return. The Fund is intended for use as a satellite- to- minor allocation for an investor who is seeking capital growth and has a high to extremely high risk and return profile for that portion of their investment portfolio. It is likely to be consistent with the financial situation and needs of an investor with a minimum 5 year investment timeframe and who is unlikely to need access to their capital on less than one week’s notice. The Fund is only available to investors who qualify as wholesale clients or investors who have received personal financial advice from a licensed financial advisor. There is no guarantee that the investment approach employed by the Fund will remain as above, that any component of the above approach will not be discontinued or that the Fund’s goals will not change over time. Please consider all sections of the Fund’s Product Disclosure Statement (“PDS”) and obtain financial advice before deciding whether to invest in the Fund. The Target Market Determination document is available at [www.aqraustralia.com](http://www.aqraustralia.com) or by calling +61 2 8023 6500. Your investment does not represent deposits or other liabilities of the Responsible Entity, AQR Capital Management, LLC (“AQR” or “Investment Manager”), the Administrator or any other person. None of the Fund, the Responsible Entity or any member of the Perpetual Limited group of companies, any member of the AQR Group or any of their associates, or the Administrator or any of its related bodies corporate, guarantees in any way the performance of the Fund, repayment of capital from the Fund, any particular return from, or any increase in, the value of the Fund.

This PDS has been prepared without taking into account the investment objectives, financial situation or needs of any particular investor. Before deciding whether to make an investment, you should carefully read all of this PDS and obtain personal financial advice about an investment in the Fund having regard to your particular investment needs, objectives and financial circumstances before investing.

If you invest more than AUD\$500,000 or you otherwise qualify as a wholesale client under the Corporations Act, you will be taken to invest under this PDS as a wholesale client.

Any information or representation not contained in this PDS must not be relied on as having been authorised by the Responsible Entity or AQR.

**The offer to which this PDS relates is only available to people receiving this PDS in Australia. This PDS does not constitute an offer or invitation in any place where, or to any person to whom, it would be unlawful to make such an offer or invitation. For the avoidance of doubt, this PDS does not constitute a direct or indirect offer of securities in the U.S. or to any U.S. Person. No action has been taken to register or qualify the Units or the offer or otherwise to permit a public offering of the Units in any jurisdiction outside Australia. The distribution of this PDS in jurisdictions outside Australia may be restricted by the laws of those jurisdictions. A failure to comply with these restrictions may constitute a violation of the laws in those jurisdictions. The Responsible Entity reserves the right to change the terms and conditions of this PDS.**

AQR, the investment manager of the Fund, is exempt from the requirement to hold an AFSL under the Corporations Act pursuant to ASIC Class Order 03/1100 as continued by ASIC Legislative Instrument 2016/396 (as extended by amendment). AQR is regulated by the Securities and Exchange Commission (“SEC”) under U.S.A laws and those laws

may differ from Australian laws (see Section 3 of this PDS).

AQR Pty Limited ABN 38 116 067 255 (“AQR Australia”) is a wholly-owned subsidiary of AQR. AQR Australia holds an AFSL number, 305603 and is authorised to provide general financial product advice to retail clients, provide personal financial advice to wholesale clients and deal in a financial product to wholesale clients (including dealing by arranging in respect to wholesale clients). AQR has delegated to AQR Australia any obligations in connection with the Fund that must be carried out in Australia.

The information in this PDS is current as at 2 November 2024. Information in this PDS may change from time to time. Changes to information regarding the Fund that are not materially adverse may be obtained at [www.aqraustralia.com](http://www.aqraustralia.com), or by contacting AQR Australia (contact details are set out in the Corporate Directory in Section 15 of this PDS). A paper copy of this information is also available free of charge upon request from AQR Australia.

The Responsible Entity may reject an application for Units, in whole or part, for any reason it thinks fit.

**Terms used in this PDS are defined in the Glossary in Section 14.**

**The Constitution gives the Responsible Entity wide discretion to issue different classes of Units and determine the rights, obligations and restrictions attached to each class. Retail clients (as defined in the Corporations Act) can only apply for “Class 1P” Units.**

**The Responsible Entity may offer other classes of Units to wholesale clients (as defined in the Corporations Act).**

## Definitions of Investment Terms

**This PDS uses terms to describe the Fund's investment strategy and investment approach. Some of these terms are explained below. You should read and ensure you understand the following definitions before you invest in the Fund. You should also obtain professional investment advice before you invest in the Fund.**

**Other terms are defined in the Glossary in Section 14 of this PDS.**

*Clearing house* – A financial institution that provides clearing and settlement services for financial derivatives and securities transactions. A clearing house stands between two clearing brokers and its purpose is to reduce the risk that one or more clearing brokers fails to meet their settlement obligations.

*Correlation* – A measure of how closely the prices of different securities or asset classes move in tandem. On average, a positive correlation means that the prices move in the same direction, a negative correlation means that the prices move in opposite directions and a correlation of zero indicates that the prices have no correlation.

*CSA* – A Credit Support Annex ("CSA") is an annex to the ISDA master agreement which governs the collateral requirements associated with OTC derivative transactions and is published by the International Swaps and Derivatives Association.

*Derivative* – A security whose price is dependent upon or derived from one or more underlying assets. A derivative itself is merely a contract between two or more parties. Its value is determined by fluctuations in the price of the underlying asset. The most common types of derivatives are forward contracts, futures, options and swaps.

*Forward contract* – A financial contract obligating the buyer to purchase an asset (or the seller to sell an asset), such as a physical commodity or a financial instrument, at a predetermined future date and price. Unlike futures contracts, most forward contracts do not have standard terms and are not traded on exchanges.

*Futures* – A financial contract obligating the buyer to purchase an asset (or the seller to sell an asset), such as a physical commodity or a financial instrument, at a predetermined future date and price. Futures contracts detail the quality and quantity of the underlying asset; and they are standardised to facilitate trading on a futures exchange.

*ISDA* – An ISDA master agreement is the most commonly used contract that governs OTC derivative transactions and is published by the International Swaps and Derivatives Association.

*Options* – A financial derivative that represents a contract sold by one party (option writer) to another party (option holder). The contract offers the buyer the right, but not the obligation, to buy (call) or sell (put) a security or other financial asset at an agreed-upon price (the strike price) during a certain period of time or on a specific date (exercise date).

*OTC* – Over The Counter ("OTC") derivative contracts are derivative contracts negotiated directly between two counterparties rather than arranged through a centralised exchange or other intermediary as is the case with exchange traded derivatives.

*Short sale/short selling* – A short sale involves the sale of a security that the Fund does not own in the expectation of purchasing the same security (or a security exchangeable therefore) at a later date at a lower price.

*Swap* – A derivative contract under which an agreement is made with a counterparty to exchange the returns of one asset for another.

*Volatility* – A measure of the uncertainty or risk associated with a strategy or security. A higher volatility implies there is more uncertainty as to the future value of a security and therefore implies a wider range of outcomes is possible. The value of a lower volatility security or strategy is not expected to change as much as the value of a higher volatility security or strategy.

## Contents

<b>1.</b>	<b>KEY FEATURES .....</b>	<b>8</b>
<b>2.</b>	<b>DISCLOSURE BENCHMARKS .....</b>	<b>14</b>
<b>3.</b>	<b>ABOUT THE INVESTMENT MANAGER .....</b>	<b>16</b>
<b>4.</b>	<b>ABOUT THE FUND .....</b>	<b>18</b>
<b>5.</b>	<b>INVESTMENT OBJECTIVE OF THE FUND &amp; INVESTMENT PHILOSOPHY .....</b>	<b>20</b>
<b>6.</b>	<b>LEVERAGE .....</b>	<b>23</b>
<b>7.</b>	<b>DERIVATIVES.....</b>	<b>24</b>
<b>8.</b>	<b>SHORT SELLING .....</b>	<b>25</b>
<b>9.</b>	<b>RISKS .....</b>	<b>26</b>
<b>9.1</b>	<b>Investment, Trading and Market Risk Generally .....</b>	<b>26</b>
<b>9.2</b>	<b>Model and Data Risk.....</b>	<b>26</b>
<b>9.3</b>	<b>Crowding/Convergence .....</b>	<b>27</b>
<b>9.4</b>	<b>High Portfolio Turnover .....</b>	<b>27</b>
<b>9.5</b>	<b>Counterparty Risk .....</b>	<b>27</b>
<b>9.6</b>	<b>Derivative Risk.....</b>	<b>28</b>
<b>9.7</b>	<b>Legal Risk.....</b>	<b>30</b>
<b>9.8</b>	<b>Currency Risk.....</b>	<b>30</b>
<b>9.9</b>	<b>Credit Risk .....</b>	<b>30</b>
<b>9.10</b>	<b>Reliance on AQR as Investment Manager.....</b>	<b>30</b>
<b>9.11</b>	<b>Short Selling Risk.....</b>	<b>30</b>
<b>9.12</b>	<b>Effects of Substantial Withdrawals .....</b>	<b>31</b>
<b>9.13</b>	<b>Effects of Substantial Subscriptions.....</b>	<b>31</b>
<b>9.14</b>	<b>Other Activities of AQR.....</b>	<b>31</b>
<b>9.15</b>	<b>Cross Transactions .....</b>	<b>31</b>
<b>9.16</b>	<b>AQR Affiliates.....</b>	<b>32</b>
<b>9.17</b>	<b>Performance Fee .....</b>	<b>32</b>
<b>9.18</b>	<b>Leverage as Part of Strategy.....</b>	<b>32</b>
<b>9.19</b>	<b>Additional Reporting and Potential Adverse Effects on the Fund .....</b>	<b>32</b>
<b>9.20</b>	<b>Operational Risk .....</b>	<b>32</b>
<b>9.21</b>	<b>Cybersecurity Breaches .....</b>	<b>33</b>
<b>9.22</b>	<b>Interest Rate Risk.....</b>	<b>33</b>
<b>9.23</b>	<b>Concentration Risk.....</b>	<b>33</b>
<b>9.24</b>	<b>Emerging Market Risk.....</b>	<b>34</b>
<b>9.25</b>	<b>Commodities Risk .....</b>	<b>34</b>
<b>9.26</b>	<b>Fixed-Income Investments .....</b>	<b>34</b>
<b>9.27</b>	<b>Exchange Traded Funds .....</b>	<b>34</b>
<b>9.28</b>	<b>Hedging Risk.....</b>	<b>34</b>

9.29	Position Limits and Possible Effects of Speculative Position Limits .....	35
9.30	Below Investment Grade Securities Risk.....	36
9.31	Mid-Capitalization Companies.....	36
9.32	Small-Capitalization Companies .....	36
9.33	Participation on Swap Execution Facilities .....	36
9.34	Cash and Forward Trading .....	36
9.35	Investment in Undervalued Securities .....	37
9.36	Daily Price Fluctuation Limits for Futures .....	37
9.37	Related Party Transactions and Conflict of Interest .....	37
9.38	SOFR and Other Benchmarks .....	37
9.39	Risks Associated with Use of AI .....	37
10.	FEES AND OTHER COSTS .....	39
	ADDITIONAL EXPLANATION OF FEES AND COSTS .....	43
10.1	Management Fees and Costs .....	43
10.2	Performance Fees – Applicable to Class 1P Units and any other class in respect of which a performance fee is payable .....	43
10.3	Expense Recoveries .....	45
10.4	Transaction Costs and buy/sell spread.....	45
10.5	Adviser Remuneration .....	46
10.6	Taxation and Goods and Services Tax (“GST”) .....	46
10.7	Fees Payable to AQR.....	46
10.8	Maximum Fees and Charges .....	46
10.9	Increases or Alterations to Fees.....	47
11.	TAX CONSIDERATIONS.....	48
11.1	Entity Type – Managed Investment Trust (“MIT”).....	48
11.2	Fund Income .....	48
11.3	Foreign Income .....	49
11.4	Taxation of Financial Arrangements (“TOFA”) Regime .....	49
11.5	Australian CGT Implications for Unitholders on Disposal or Redemption.....	49
11.6	Tax File Numbers .....	49
11.7	Australian Business Number (“ABN”) .....	49
11.8	Goods and Services Tax (“GST”) .....	49
11.9	Stamp Duty .....	50
11.10	US Tax Withholding and Reporting under the Foreign Account Tax Compliance Act (“FATCA”) .....	50
11.11	Common Reporting Standards .....	50
12.	APPLICATIONS, WITHDRAWALS AND DISTRIBUTIONS .....	51
12.1	How to Apply for Units in the Fund.....	51
12.2	Cooling Off .....	52

12.3	Minimum Initial and Additional Investments and Minimum Balances .....	52
12.4	Withdrawals.....	52
12.5	Unit Price .....	53
12.6	Discretion in Calculating Unit Prices .....	54
12.7	Distributions .....	54
12.8	Reinvestment of Distributions .....	54
13.	ADDITIONAL INFORMATION .....	55
13.1	Winding up Fund.....	55
13.2	Privacy .....	55
13.3	Anti-Money Laundering and Counter-Terrorism Financing Laws .....	55
13.4	Limitations of Liability of Unitholders .....	56
13.5	Constitution .....	56
13.6	Compliance Plan .....	57
13.7	Enquiries and Complaints .....	57
13.8	Consents .....	57
13.9	Continuous Disclosure Requirements.....	57
13.10	Further Information.....	58
14.	GLOSSARY .....	59
15.	CORPORATE DIRECTORY .....	61

## 1. KEY FEATURES

This Section of the PDS addresses ASIC's disclosure principles for hedge funds, summarises additional key features of the Fund and provides references to other Sections of the PDS where you can find further information. You should read the entire PDS for full details before deciding whether to invest in the Fund.

Topic	Summary	Where to find more information
<b>ASIC Disclosure Benchmarks</b>		
<b>Benchmark 1: Valuation of assets</b>	<p>This benchmark addresses whether valuations of the Fund's non-exchange traded assets are provided by an independent administrator or an independent valuation service provider.</p> <p>The Fund meets the requirements of this Benchmark by outsourcing valuation of the Fund's assets to the Administrator.</p>	Section 2
<b>Benchmark 2: Periodic reporting</b>	<p>This benchmark addresses whether periodic reporting is provided to Unitholders in the Fund which covers certain key Fund information on an annual and monthly basis.</p> <p>The Fund provides direct investors with monthly and annual reporting of key information about the Fund, including net returns, current NAV, key changes, liquidity profile and leverage ratio. However, the Fund does not meet all the requirements of this benchmark as it does not provide details of any derivative counterparties that it may engage as this information is considered confidential and commercial-in-confidence.</p>	Section 2
<b>ASIC Disclosure Principles</b>		
<b>Disclosure Principle 1 Investment Strategy</b>	<p>The investment objective of the Fund is to seek to produce attractive risk-adjusted returns while targeting a low long-term average correlation to traditional markets. The Fund will seek to achieve returns from a managed futures trading strategy in excess of the Benchmark, over the medium to long term. There is no guarantee that this objective will be achieved or that the Fund will provide any particular rate of return.</p> <p>To pursue its investment objective, the Fund will be actively managed and will primarily invest in a portfolio of futures contracts and derivative instruments (described further below under "Investment Universe") across the asset classes of commodities, currencies, fixed income, equities, and alternative markets (which includes credit and volatility) (the "Asset Classes"). This universe of investments is subject to change under varying market conditions and as these Instruments evolve over time.</p> <p>AQR uses a proprietary, systematic and quantitative process which utilises both price and economic data, with the aim to identify and benefit from price trends across equity, fixed income, currency, credit, volatility and commodity instruments (as described further below). AQR generally expects that the Fund will have exposure in long and short positions across all Asset Classes, but at any one time the Fund may emphasise one or two of the Asset Classes or a limited number of exposures within an individual Asset Class. AQR makes no guarantee that the strategy it employs on behalf of the Fund will remain as above, that any component of the above strategy will not be discontinued or that the strategy's goals will not change over time.</p>	Sections 4, 5, 6, 7, 8, and 9
<b>Disclosure Principle 2 Investment Manager</b>	AQR Capital Management, LLC manages the Fund's assets primarily from Greenwich, Connecticut, U.S.A. The Responsible Entity can terminate the Investment Manager's appointment in certain circumstances, including as a result of certain significant breaches by the Investment Manager. No termination fees are payable to the Investment Manager.	Sections 3 and 15
<b>Disclosure Principle 3 Fund Structure</b>	Investors subscribe for Units in an Australian domiciled unit trust known as AQR Wholesale Managed Futures Fund, ARSN 147 951 791. The Fund is a managed investment scheme registered with ASIC under the Corporations Act. The Responsible Entity has appointed a number of key service providers who are	Sections 4 and 9



Topic	Summary	Where to find more information
	involved in the on-going operation and administration of the Fund.  Details of the investment approach and risks associated with investing in the Fund are set out in this PDS. You should read and make sure you understand these risks before you invest in the Fund.	
<b>Disclosure Principle 4</b> <b>Valuation, Location and Custody</b>	State Street Australia Limited ("State Street") has been appointed by the Responsible Entity as custodian for the Fund. The custodian is responsible for the safe keeping of certain Fund assets and may also appoint sub-custodians to hold certain Fund assets from time to time. Certain Fund assets may not be held by State Street as custodian and include derivatives and cash balances relating to these derivatives which are either held by clearing houses (in the case of exchange traded derivatives) or posted as collateral with relevant derivative counterparties (in the case of OTC derivatives).  The Responsible Entity has appointed State Street as an independent Administrator for the Fund to value Fund assets in accordance with its valuation policy.  There are no geographic limits on the market exposure of the Fund's assets and this flexibility allows AQR to look for investments or gain exposure to asset classes and markets around the world (including emerging markets) that AQR believes will enhance the Fund's ability to seek its objective. The NAV of the Fund will generally be hedged to AUD.	Sections 2, 4, 5, and 9
<b>Disclosure Principle 5</b> <b>Liquidity</b>	The Responsible Entity reasonably expects to be able to realise at least 80% of the Fund's assets at the value ascribed to those assets in calculating the Fund's NAV, within 10 days.  AQR monitors liquidity and maintains cash levels designed to accommodate the risks of less liquid positions in accordance with its liquidity risk management policy.	Sections 5, 9, and 12
<b>Disclosure Principle 6</b> <b>Leverage</b>	The Fund's strategy involves the use of financial assets such as derivatives which have the effect of economic financial leverage.	Sections 6 and 9
<b>Disclosure Principle 7</b> <b>Derivatives</b>	The Fund's investments will generally be implemented through the use of derivatives instruments which may include, but are not limited to, index futures, foreign exchange spot transactions, currency futures, currency forwards, commodity futures, swaps on commodity futures, bond and interest-rate futures, swaps on bonds and interest rates, swaps on bond and interest-rate futures, volatility futures, swaps on credit indices, swaps on equity index futures, swaps on equity indices, and swaps on single name equities. The Fund will also use derivatives to hedge its currency exposure to AUD. The Fund may use both exchange traded and OTC derivatives.	Sections 7 and 9
<b>Disclosure Principle 8</b> <b>Short Selling</b>	The Fund may take short positions in order to benefit from the falling price of an associated Instrument. The use of short positions is an integral element of the Fund's investment strategy.	Sections 8 and 9
<b>Disclosure Principle 9</b> <b>Withdrawals</b>	Withdrawal requests are generally processed on each Withdrawal Day at the Withdrawal Price that is calculated as noted below under the heading "Unit Pricing". A Withdrawal Day shall be each Business Day and such other day as the Responsible Entity shall determine.  A withdrawal request must be received by the Administrator by 2pm (Sydney time) on the day that is a Withdrawal Day, in order for Units to be withdrawn on that Withdrawal Day. Withdrawal requests received after that time will not be accepted on the relevant Withdrawal Day and will be processed on the next Withdrawal Day. The Responsible Entity reserves the right to change the cut off time.  In normal circumstances and provided the Administrator has received your withdrawal request, withdrawal proceeds will generally be paid within 5 Business Days from the applicable Withdrawal Day. However, under the Constitution, the Responsible Entity has up to 30 days from the Withdrawal Day to pay withdrawal	Sections 9 and 12

Topic	Summary	Where to find more information
	<p>proceeds.</p> <p>Withdrawals from the Fund may be suspended if the Fund becomes illiquid or if the Responsible Entity determines it is desirable to do so in certain circumstances.</p>	
<b>Further Key Information</b>		
<b>Responsible Entity</b>	Perpetual Trust Services Limited ABN 48 000 142 049, AFSL 236648 is the responsible entity of the Fund.	Sections 4 and 15
<b>Classes of Units Offered</b>	<p>Units are offered in classes and are usually issued on each Business Day. Each issue date is an Application Day. The Responsible Entity may, in accordance with the Constitution of the Fund, and without notice to or the consent of Unitholders, create additional, different classes of Units. Such classes may be offered under a different disclosure document. The terms of investment of any other class of Units may differ from the Units offered under this PDS.</p> <p>The class of Units offered under this PDS will be Class 1P Units. Retail clients (as defined in the Corporations Act) can only apply for Class 1P Units.</p>	Section 12
<b>Investing through an IDPS</b>	<p>Investors may invest in the Fund directly or through a master trust, wrap account, a nominee or custody service or an investor directed portfolio service (all referred to in this PDS as an "IDPS" or "IDPS Platform"). These investors are referred to as "indirect investors".</p> <p>Indirect investors gaining exposure to the Fund through an IDPS Platform do not themselves become Unitholders in the Fund. Instead, it is the operator of the IDPS Platform (or its custodian) that has the rights of a direct investor and they may choose to exercise these rights in accordance with their arrangements with you. To invest in the Fund, indirect investors need to follow the instructions of the IDPS Platform operator.</p> <p>The Responsible Entity authorises the use of this PDS for investors or prospective investors who wish to access the Fund through an IDPS Platform.</p>	Section 12
<b>Applications</b>	<p>Applications (including for additional investments) will generally be processed as at each Business Day ("Application Day"). For direct investors, initial applications for Units in the Fund can only be made by completing the Application Form accompanying this PDS. For an initial investment, an original and validly completed Application Form must be received at the offices of the Administrator by the time prescribed by the Responsible Entity (which is currently 2pm (Sydney time)) on the day that is the Application Day, in order for Units to be issued on that Application Day. Investments must be made by cheque or any other payment method acceptable to the Administrator. Cleared funds must also be received by 2pm (Sydney time) on the relevant Application Day. Additional investments can be made by emailing a duly signed and completed Additional Application Form to the Administrator by the time prescribed by the Responsible Entity (which is currently 2pm (Sydney time)) on the day that is the Application Day, in order for Units to be issued on that Application Day.</p> <p>Applications received after the above cut-off time will not be accepted on the relevant Application Day but may be carried forward to the next Application Day without interest earned.</p> <p>The Responsible Entity reserves the right to change the application cut-off time and to reject applications in whole or in part.</p>	Section 12
<b>Minimum Initial Investment</b>	AUD\$25,000 or such lesser amount as the Responsible Entity may determine from time to time.	Section 12
<b>Minimum Additional Investment</b>	AUD\$5,000 or such lesser amount as the Responsible Entity may determine from time to time.	Section 12
<b>Cooling-Off</b>	There is a cooling-off period for Unitholders who invest in the Fund as retail clients. If you invest more than AUD\$500,000 or you otherwise qualify as a wholesale	Section 12

Topic	Summary	Where to find more information
	client under the Corporations Act, you will be taken to invest as a wholesale client and will not have any cooling-off rights.	
<b>Unit Pricing</b>	<p>Application Prices and Withdrawal Prices for Units are generally calculated as at the end of each Business Day ("Pricing Day").</p> <p>The Withdrawal Price (which includes the deduction of the sell spread, as more fully described in Section 10) and the Application Price applicable to each class of Units is the per Unit NAV of the Class which takes account of any accrued performance fees payable to AQR at the rates applicable to that class.</p> <p>Please see Section 12.5 for more information.</p>	Sections 10 and 12
<b>Minimum Withdrawal</b>	AUD\$5,000 (or your entire investment amount where your balance is less than the minimum investment balance), or such lesser amount as the Responsible Entity may determine from time to time.	Section 12
<b>Minimum Investment Balance</b>	AUD\$10,000 or such lesser amount as the Responsible Entity may determine from time to time.	Section 12
<b>Distributions</b>	If any, annually as at 30 June. The Responsible Entity may cause a special distribution to be made at any time during the year.	Section 12
<b>Taxation</b>	The Fund is expected to have high turnover and the assets held will primarily generate income rather than capital gains. Therefore, the majority of the Fund's assets are expected to be held on revenue account for taxation purposes. Prospective investors should seek their own professional taxation advice as to the impact of investing in the Fund.	Section 11
<b>Non-Australian Investors</b>	Applications will only be accepted from persons receiving the PDS in Australia. The Fund is not intended for investment by investors receiving this PDS outside Australia, unless expressly authorised by the Responsible Entity. If you are a U.S. Person you may not be permitted to invest in the Fund. If you are uncertain as to whether you are a U.S. Person, please contact AQR Australia at the contact details set out in Section 15 of this PDS.	Section 12
<b>Management fees and costs and Performance Fees</b>	<p><b>Class 1P Units – Management fees and costs</b></p> <p>The management fees and costs of the Class 1P Units are currently 1.34% per annum of the NAV of Class 1P Units<sup>1</sup>. Any performance fees payable are in addition to the management fees and costs. The management fees and costs refer to the fees and expenses that apply in respect of Class 1P Units. They include the fees and expenses payable to AQR and the Responsible Entity, normal operating expenses of the Fund ("expense recoveries") as well as any fees and expenses payable from the Fund's assets for investments made by the Fund into other investment funds ("Interposed Entities"), and certain trading costs associated with OTC traded investment instruments ("indirect costs"). Management fees and costs are generally calculated and accrued on each Pricing Day, or at such other times determined by the Responsible Entity but are payable quarterly in arrears. Actual indirect costs incurred on a going forward basis may be higher or lower than those realised in the financial year ending 30 June 2024.</p> <p>The Fund's Interposed Entities include investments into cash management trusts.</p> <p><b>Class 1P Units – Performance Fee</b></p> <p>For Class 1P Units, the Responsible Entity will cause a performance fee to be paid or allocated to AQR or its affiliate from the Fund's assets. The performance fee will be charged in arrears after the end of a Performance Period (typically 30 June or upon a withdrawal as described further below). The first "Performance Period" commences on the Application Day on which Class 1P Units are first issued and</p>	Section 10

<sup>1</sup> Please refer to Sections 10.1 and 10.4 for more details.

Topic	Summary	Where to find more information
	<p>typically ends on the following 30 June, or if the Class 1P Units are withdrawn earlier, the Withdrawal Day on which the Class 1P Units are withdrawn. Subsequent “Performance Periods” commence on the day after the end of the previous Performance Period and end on the next 30 June, or, in respect of Class 1P Units being withdrawn, the Withdrawal Day on which the Class 1P Units are withdrawn.</p> <p>The performance fee is accrued at each Pricing Day but is payable in arrears after the end of the relevant Performance Period. The performance fee payable in respect of any Performance Period is equal to 10% (exclusive of GST) of the amount (if any) by which the Fund’s investment performance during the Performance Period (before fees) exceeds the Performance Hurdle (as defined below), with appropriate adjustments for any contributions, withdrawals, or distributions and any previous negative performance or the Performance Deficit (as defined in Section 10.2 of this PDS). The “Performance Hurdle” on each Pricing Day is the performance of the Benchmark for that day plus the management fees and costs (other than accrued performance fees).</p> <p>The average actual performance fees payable over the previous five Performance Periods, ending 30 June 2024, for the Fund was 0.67% per annum. The average performance fees over each of the last five Performance Periods ending 30 June were calculated as described above.</p> <p>The Fund’s past performance is not a reliable indicator of future performance. The actual performance fee payable (if any) will depend on the performance of Class 1P over the relevant period and actual performance fees may significantly exceed the value set forth above.</p> <p>Management fees and costs may differ for other classes of Units offered. If you are a wholesale client, management fees and costs may be negotiable. You should contact AQR Australia for further information.</p>	
<b>Additional explanation of fees and costs</b>	<p><b>Transaction Costs (“Transaction Costs”) and buy/sell spread</b></p> <p>Transaction Costs such as brokerage costs, government or bank charges are costs incurred by the Fund, which are in addition to the Management fees and costs and Performance Fees described above. Transaction Costs relate to the investment activities (buying assets and disposing of assets) of the Fund and include the costs relating to exchange traded investment instruments.</p> <p>The total Transaction Costs for the financial year ended 30 June 2024 were 0.30% per annum of the NAV of Class 1P Units. Transaction Costs may vary over time and due to differing market conditions. Actual Transaction Costs incurred on a going forward basis may be higher or lower than those realised in the financial year ending 30 June 2024.</p> <p>The Transaction Costs represent an additional cost to the investor where it is not recovered by the buy/sell spread charged by the Fund. The Transaction Costs shown in the fees and costs summary is shown net of any amount recovered by the buy/sell spread charged by the Fund.</p> <p>The Fund has implemented a “buy/sell spread” which is reflected as a percentage difference between the Application Price and Withdrawal Price in order to recover some of the Transaction Costs associated with the Fund’s investment activities. There is currently no “buy spread”, and the “sell spread”, which is currently 0.10% of the Class 1P Unit value, will be reflected in the Withdrawal Price.</p> <p>While the Withdrawal Price for each Class 1P Unit reflects the 0.10% sell spread charge, the per annum aggregate value of the sell spread recovered by the Fund is generally less than 0.10% per annum of the aggregate NAV of Class 1P Units since, typically, less than 100% of Unitholders withdraw in any one financial year. The aggregate sell spread recovered in any one financial year is calculated as: 0.10% multiplied by the total NAV of withdrawn Units in the relevant year, and the amount recovered by the remaining Unitholders would be equal to such Unitholder’s pro rata share of total aggregate sell spread recovered. The aggregate value of sell spread recovered by Class 1P Unitholders in respect of Unitholders withdrawing for the financial year ending 30 June 2024 was 0.02% per annum of</p>	Section 10

Topic	Summary	Where to find more information
	<p>the aggregate NAV of Class 1P Units. Note that the actual sell spread recovered on a going forward basis may be higher or lower than that realised in the financial year ending 30 June 2024.</p> <p>Net Transaction costs are: 0.30% total Transaction Costs, minus 0.02% sell spread recovered equals 0.28% net Transaction Costs for the year ended 30 June 2024.</p>	
<b>Risks</b>	Investing in the Fund involves risks, including the risk that you may lose all of the money you invest in Units in the Fund. You should read and understand these risks before you invest in the Fund.	Section 9
<b>Complaints</b>	The Responsible Entity has a complaints handling and a disputes resolution process for investors.	Section 13
<b>Custodian</b>	State Street Australia Limited, ABN 21 002 965 200, or such other person appointed by the Responsible Entity from time to time.	Section 4
<b>Administrator</b>	State Street Australia Limited, ABN 21 002 965 200, or such other person appointed by the Responsible Entity from time to time.	Section 4
<b>Reporting</b>	<p>Monthly Fund fact sheets are available at <a href="http://www.aqraustralia.com">www.aqraustralia.com</a>. Other information concerning the Fund (including any updates and revisions to the fees and costs disclosed under this PDS) is also available at <a href="http://www.aqraustralia.com">www.aqraustralia.com</a>. Additionally, certain information may also be made available to certain direct or indirect investors upon request at the sole discretion of the Responsible Entity and/or AQR as determined from time to time.</p> <p>Furthermore, as an investor in the Fund, you will also receive confirmation advice for your applications and withdrawals to and from the Fund, monthly Unitholder statements, annual reporting and an annual tax statement (if the Fund has paid a distribution during the financial year).</p>	Sections 2 and 13

## 2. DISCLOSURE BENCHMARKS

This Section of the PDS addresses the following two disclosure benchmarks which ASIC requires all hedge funds to address:

- **Valuation of assets;** this benchmark disclosure addresses whether valuations of the Fund's non-exchange traded assets are provided by an independent administrator or independent valuation service provider; and
- **Periodic reporting;** this benchmark addresses whether periodic reporting is provided to Unitholders in the Fund which covers certain key Fund information on an annual and monthly basis.

Each of the above benchmarks addresses key areas which ASIC believe investors should understand before making an investment into the Fund. Where the Responsible Entity does not meet a particular disclosure benchmark, ASIC requires that the Responsible Entity explain why the benchmark is not met and what alternative measures have been put in place to mitigate the concern underlying the relevant disclosure benchmark.

### **BENCHMARK 1: Valuation of assets**

The Responsible Entity meets the requirements of the benchmark by outsourcing the valuation of the Fund's assets to the Administrator of the Fund. The Administrator values the Fund's assets in accordance with its valuation policy, which includes how to independently verify the valuation of assets that are exchange traded, non-exchange traded and assets that could be categorised as funds-of-hedge-funds investments. The Administrator's valuation policy also mandates the particular primary and secondary pricing sources from third-party vendors to be used by the Administrator for each type of asset so that each asset has an independently verifiable valuation.

Specifically, this valuation policy provides for the use of the most recent market valuation available to the Administrator at the time of valuation, which is then applied consistently and in line with market practice. The valuations used by the Administrator are market standard feeds that reflect the last traded positions of securities, such as equities, fixed income, foreign exchange and exchange traded derivatives. In some instances where the above sources do not provide a valuation or there is no exchange quoted valuation (in the case of non-exchange traded or OTC transactions), the Administrator may use an alternative valuation method in accordance with the Administrator's valuation policy. The policy may permit for input and direction by the Responsible Entity as to the appropriate valuation to be used for such assets. The valuation for non-exchange traded assets is in line with market practice and is able to be independently verified.

### **BENCHMARK 2: Periodic reporting**

#### *Indirect investors*

Indirect investors are those that invest through a master trust, wrap account, a nominee or custody service or an investor directed portfolio service (all referred to in this PDS as an "IDPS" or "IDPS Platform"). The IDPS Platform account operator provides indirect investors with reports on the progress of the Fund.

#### *Direct investors*

Direct investors receive monthly reporting, which contains key information about the Fund as at the end of the month, including, but not limited to:

- The Fund's current net monthly return (after fees and costs) and its net annual return;
- The current Fund NAV, the NAV of each Unitholder's Units and Withdrawal Price of each class of Units in the Fund (see Section 12.5 of this PDS for the method of calculating the NAV); and
- Key changes over the reporting period, including where applicable changes in key Fund service providers, risk profile, strategy or key individuals.

Direct investors also receive annual reporting, which if applicable will include:

- The liquidity profile of the Fund's assets;
- The maturity profile of the Fund's liabilities;
- The Fund's leverage ratio;
- The Fund's allocation to Asset Classes;

- Annual investment returns over at least a five-year period or since inception; and
- Changes to key service providers of the Fund during the year.

This information may be provided more often than annually, where it is considered a material change to the Fund.

The above information will be available on the AQR Australia website at [www.aqraustralia.com](http://www.aqraustralia.com) or can be obtained free of charge by contacting AQR Australia (contact details are set out in the Corporate Directory in Section 15 of this PDS).

Benchmark 2 is not met in respect of the following information which is not included in the Fund's monthly or annual reporting to Unitholders:

*Derivative counterparties engaged*

The Responsible Entity does not disclose the names of the Fund's derivative counterparties because this information is considered confidential and commercial-in-confidence.

For further information on derivative counterparties please refer to Section 7.

### 3. ABOUT THE INVESTMENT MANAGER

AQR, a limited liability company organised under the laws of the State of Delaware, U.S.A., serves as investment manager of the Fund. AQR is an independently owned investment management firm employing a disciplined multi-asset, global research process. AQR's investment products are generally provided through collective investment vehicles and separate accounts that deploy all or a subset of AQR's investment strategies. The investment products offered by AQR span from aggressive high volatility market-neutral hedge funds to low volatility benchmark-driven products.

Investment decisions are made using a series of global asset allocation, arbitrage and security selection models and implemented using proprietary trading and risk management systems. AQR believes that a systematic and disciplined process is essential to achieve long-term success in investment and risk management. In addition, models must be based on solid economic principles, not simply built to fit the past, and must contain as much common sense as they do statistical firepower.

AQR provides financial services to wholesale clients in Australia primarily from Greenwich, Connecticut, U.S.A. AQR is exempt from the requirement to hold an AFSL under the Corporations Act, although it is regulated by the SEC under U.S.A laws and those laws may differ from Australian laws. AQR has delegated to AQR Australia any obligations in connection with the Fund that must be carried out in Australia.

The Responsible Entity has delegated responsibility for the investment management activities of the Fund to AQR and AQR, in its capacity as investment manager, has accepted the responsibility for the Fund's investment activities. This delegation is in the form of an Investment Management Agreement. Under the terms of the Investment Management Agreement, the Responsible Entity has the right to terminate AQR's appointment as investment manager of the Fund. The circumstances on which such a termination may occur include but are not limited to:

- if a receiver, receiver and manager, administrative receiver or similar person is appointed with respect to the assets and undertakings of AQR; or
- if AQR is placed under official management or an administrator is appointed to its affairs; or
- if AQR breaches or fails to observe or perform any duty, obligation, representation, warranty or undertaking required of it under the investment management agreement that in the opinion of the Responsible Entity adversely affects the rights of Unitholders, and fails to rectify the breach or failure to the reasonable satisfaction of the Responsible Entity within a reasonable period specified by the Responsible Entity in a notice to do so.

There are no termination fees payable to AQR by either the Fund or Responsible Entity, and, to the best of the Responsible Entity's and AQR's knowledge and in their respective opinions, the Investment Management Agreement contains no unusual or materially onerous terms (from an investor's perspective).

Additional information concerning AQR is contained in Part 2 of its Uniform Application for Investment Adviser Registration and Report by Exempt Reporting Adviser ("Form ADV") (available upon request). For additional information regarding the ownership of AQR, see AQR's Form ADV Part 1A Schedule A available on the SEC's website ([www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)).

AQR utilises a team approach to all aspects of its investment management process, including model development, research, risk management and trading execution. Teams of investment professionals are charged with overseeing the implementation, development and monitoring of various investment strategies, one or more of which may be employed on behalf of each Fund.

Clifford S. Asness, Ph.D. and John M. Liew, Ph.D. are both founding principals of AQR. Full biographies of Dr. Asness and Dr. Liew follow. Additional information concerning AQR's investment professionals is contained in Part 2B of its Form ADV (available upon request).

Clifford S. Asness, Ph.D., *Managing and Founding Principal*. Cliff is a Founder, Managing Principal and Chief Investment Officer at AQR. He is an active researcher and has authored articles on a variety of financial topics for many publications, including The Journal of Portfolio Management, Financial Analysts Journal and The Journal of Finance. He has received five Bernstein Fabozzi/Jacobs Levy Awards from The Journal of Portfolio Management (2002, 2004, 2005, 2014 and 2015). Financial Analysts Journal has twice awarded him the Graham and Dodd Award for the year's best paper as well as a Graham and Dodd Excellence Award, the award for the best perspectives piece, and the Graham and Dodd Readers' Choice Award. In 2006, CFA Institute presented Cliff with the James R. Vertin Award, which is



periodically given to individuals who have produced a body of research notable for its relevance and enduring value to investment professionals. Prior to co-founding AQR, he was a managing director and director of quantitative research for the Asset Management Division of Goldman, Sachs & Co. from 1994 to 1998. He is on the editorial board of *The Journal of Portfolio Management*, the governing board of the Courant Institute of Mathematical Finance at NYU, the board of directors of the Q-Group and the board of the International Rescue Committee. Cliff received a B.S. in economics from the Wharton School and a B.S. in engineering from the Moore School of Electrical Engineering at the University of Pennsylvania, graduating summa cum laude in both in 1988. He received an M.B.A. with high honors in 1991 and a Ph.D. in finance in 1994 from the University of Chicago, where he was Eugene Fama's student and teaching assistant for two years.

John M. Liew, Ph.D., *Founding Principal*. John is a Founder at AQR, where he oversees research and portfolio management. Prior to AQR, he worked at Goldman, Sachs & Co. from 1994 to 1998 as a portfolio manager in the Asset Management Division, where he developed and managed quantitative trading strategies. He began his career at Trout Trading, where he worked from 1993 to 1994 developing quantitative market-neutral stock-selection strategies. John has published articles in *The Journal of Portfolio Management* and *Financial Analysts Journal* and has received the Bernstein Fabozzi/Jacobs Levy award and the Graham and Dodd award for his articles. John is a member of the University of Chicago's Board of Trustees and sits on the university's investment committee. He earned a B.A. in economics in 1989 from the University of Chicago, where he was elected a member of Phi Beta Kappa, and went on to earn an M.B.A. in 1994 and a Ph.D. in finance in 1995, also from the University of Chicago.

There are currently no relevant significant adverse regulatory findings against AQR or any individual noted above.

No specific individual of AQR is required to devote all or any specific proportion of their time to the affairs of the Fund.

Certain senior AQR investment professionals referenced in Part 2B of the Form ADV may also be involved in managing or overseeing the investment activities of the Fund, and will devote as much of their time as AQR deems necessary or appropriate in order to manage the investment activities of the Fund. However, they are not required to devote any specific portion of their time to the Fund.

## 4. ABOUT THE FUND

The Fund is a managed investment scheme registered with ASIC under the Corporations Act.

### *Service Providers*

Perpetual Trust Services Limited is the Responsible Entity of the Fund and is part of the Perpetual Limited group of companies which has been in operation for over 135 years. Perpetual Limited is an Australian public company that has been listed on the ASX for over 55 years. The Responsible Entity performs its function through Perpetual Corporate Trust, a division of Perpetual Limited. The Responsible Entity does not directly employ staff. All operational and management functions, unless otherwise delegated, are performed by staff employed by Perpetual Limited.

The Responsible Entity is responsible for the operation of the Fund and is bound by the Fund's Constitution and the Corporations Act. The Responsible Entity has lodged a compliance plan with ASIC which sets out the key measures which the Responsible Entity applies to comply with the Fund's Constitution and the Corporations Act.

The Responsible Entity also has the power to delegate certain of its duties and has appointed via contractual agreements the following parties as at the date of this PDS who each have involvement in the day-to-day operations of the Fund:

- AQR has been appointed as the investment manager of the Fund. For further information on AQR, please refer to Section 3 of this PDS.
- State Street has been appointed as Administrator and Custodian of the Fund. As administrator, State Street is responsible for certain processes, including investor services, Unit pricing and Fund accounting. As custodian, State Street is responsible for the safe custody of certain Fund assets and may also appoint sub-custodians from time to time. For further information on the role of State Street as custodian, please refer to the below.
- PricewaterhouseCoopers has been appointed as the Fund's financial statement and compliance plan auditor. PricewaterhouseCoopers is responsible for auditing the Fund's annual financial statements and the Responsible Entity's compliance with the compliance plan of the Fund.

The service providers engaged by the Responsible Entity may change from time to time and without prior notice to investors. With the exception of AQR, all service providers to the Fund are domiciled in Australia. None of the above are considered related parties to one another nor does the Responsible Entity believe that there are any material arrangements to which the Fund is involved that would be considered to be not on commercial terms or at arm's length.

The contractual agreements in place with each service provider include mechanisms for the Responsible Entity to monitor the services that each provides to the Fund. In addition, the compliance plan for the Fund provides for a framework in which the Responsible Entity is able to effectively monitor the services being provided to the Fund. Such monitoring includes regular reporting, as well as on-going monitoring visits and reviews performed for each service provider.

### *Custody of Fund Assets*

State Street has been appointed by the Responsible Entity as custodian for the Fund. The custodian is responsible for the safe keeping of certain Fund assets. It holds such assets for the account of the Fund at the direction of the Responsible Entity. State Street holds an Australian Financial Services Licence authorising it to provide custodial or depository services to wholesale clients. State Street may also appoint sub-custodians to hold certain Fund assets from time to time. State Street does not guarantee the success of the Fund or the repayment of capital or any particular rate of income return of any investment in the Fund. Unitholders do not have any direct relationship with State Street.

Cash held by State Street on behalf of the Fund is held by State Street in its capacity as custodian. While the interest in any cash accounts established by State Street to hold cash assets of the Fund is held on trust for the account of the Fund, the cash in such accounts is held by the relevant financial institution as banker (such financial institution may be an affiliate of State Street, a sub-custodian or, if instructed by the Responsible Entity, a third-party bank). This means that the credit risk for such cash lies with the financial institution with which the cash is held. These arrangements are in compliance with applicable Australian regulatory requirements.

The contractual agreement between the Responsible Entity and State Street provides that all Fund assets (including cash holdings) are to be held to a standard of care which provides that State Street act honestly, and exercise the degree of care, diligence and skill expected of a reasonable and professional provider of custodial services. The agreement also requires that a similar standard of care is exercised by any sub-custodians appointed by State Street. The degree of care, diligence and skill expected of a reasonable and professional custodian is to be measured by circumstances in the relevant

market in which the assets or cash are held by State Street or its sub-custodians.

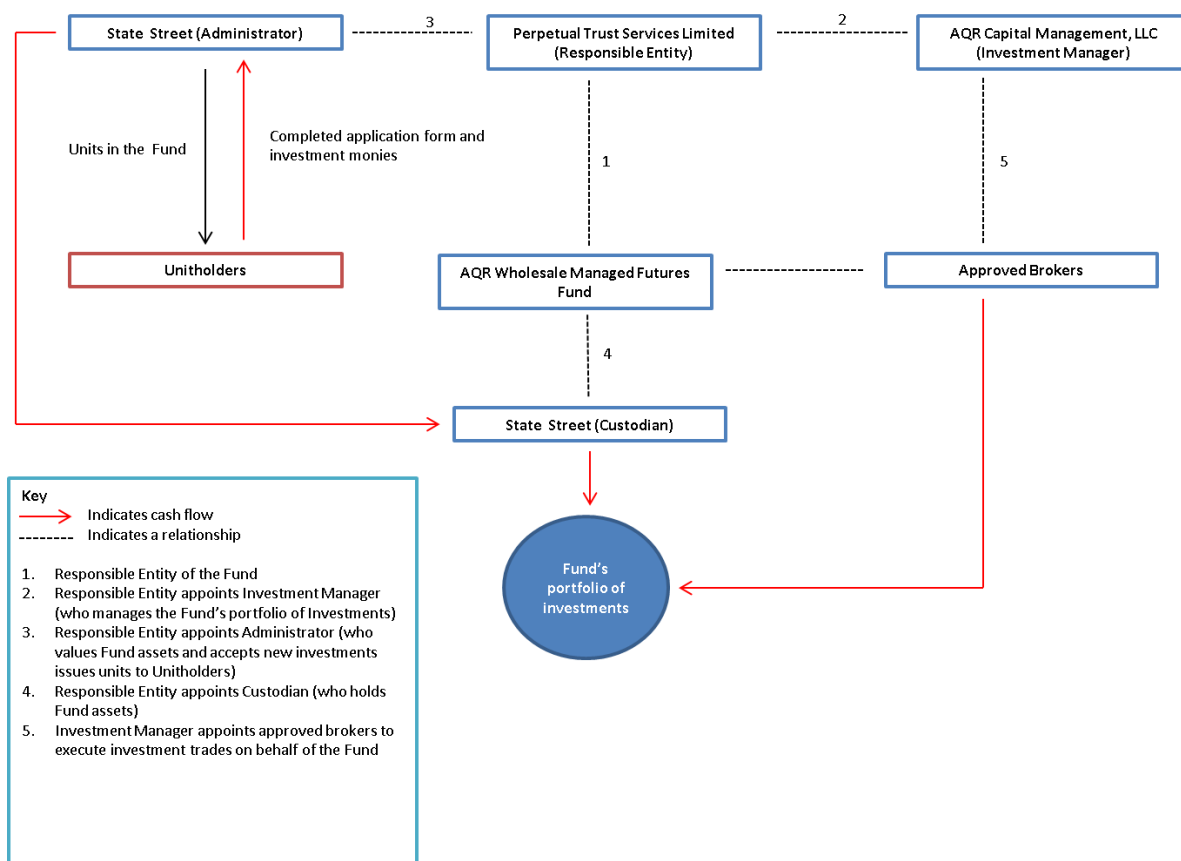
#### *Fund Assets not held by Custodian*

Certain Fund assets may also not be held by State Street as custodian and include derivatives and cash balances relating to these derivatives which are either held by clearing houses (in the case of exchange traded derivatives) or posted as collateral with relevant derivative counterparties (in the case of OTC derivatives).

In such situations the Responsible Entity will enter ISDA master agreements and CSA's with its OTC derivative counterparties to help minimise and control the exposure of the Fund to an engaged counterparty. Generally the counterparty has a right to posted collateral on a mark to market basis (that is the value of the exposure to the counterparty fluctuates daily as the market value of the investment changes). The proportion of the Fund's assets held by clearing houses or derivative counterparties will vary over time subject to the daily unrealised profit and loss on the Fund's derivative positions.

For information regarding the monitoring of derivative counterparties please refer to Sections 7, 9.5 and 9.6.

#### *Fund Structure:*



#### *How the Fund Works*

When you make an investment into the Fund, your money is pooled together with other investors' money. This 'pool' of investors' money is then used to buy investments, which is managed by AQR on behalf of all investors in the Fund. The total value of the assets of the Fund is divided into units and a unit price is calculated as at each Pricing Day. The unit price calculated will generally rise and fall from Pricing Day to Pricing Day as the value of the Fund's assets rise and fall. For further information on unit prices, including Application Price and Withdrawal Prices please refer to Section 12.

## 5. INVESTMENT OBJECTIVE OF THE FUND & INVESTMENT PHILOSOPHY

### *Investment Objective of the Fund*

The investment objective of the Fund is to seek to produce attractive risk-adjusted returns while targeting a low long-term average correlation to traditional markets. The Fund seeks to achieve returns from a managed futures trading strategy in excess of the Benchmark, over the medium to long term. The Fund's return is expected to be derived principally from changes in the price of securities, which will include more than 100 global developed and emerging market exchange-traded futures, forward contracts and swaps (please refer to the definition of investment terms included earlier in this PDS, as well as the definition of "Instruments" below).

The Fund's investment program is speculative and entails risks. There can be no assurance that the Fund's investment objective will be achieved or that the Fund will provide any particular rate of return. Please consider all Sections of this PDS and obtain financial advice before deciding whether to invest in the Fund.

### *Investment Universe*

The Fund's universe of investments currently includes global developed and emerging market exchange traded futures, forwards and swaps across the Asset Classes (commodities, currencies, fixed income, equities, and alternative markets (which includes credit and volatility)). This universe of investments is subject to change under varying market conditions and as these instruments evolve over time.

Generally these futures contracts and derivatives instruments may include, but are not limited to, index futures, foreign exchange spot transactions, currency futures, currency forwards, commodity futures, swaps on commodity futures, bond and interest-rate futures, swaps on bonds and interest rates, swaps on bond and interest-rate futures, volatility futures, swaps on credit indices, swaps on equity index futures, swaps on equity indices, and swaps on single name equities (collectively, the "Instruments").

These Instruments may be traded across global developed and emerging markets. However, there are no geographic limits on the market exposure of the Fund's assets and this flexibility allows AQR to look for investments or gain exposure to asset classes and markets around the world (including emerging markets) that AQR believes will enhance the Fund's ability to seek its objective. The NAV of the Fund will generally be hedged to AUD. The Fund may also invest in exchange traded funds or exchange traded notes through which the Fund can participate in the performance of one or more Instruments. A significant portion of the assets of the Fund may be invested directly or indirectly in cash or cash equivalent holdings (including, but not limited to, treasury bills, cash trusts and money market instruments and funds, such as bank accounts, broker margin accounts and wholesale managed funds). These cash or cash equivalent holdings serve as collateral for the positions the Fund takes and also earn income for the Fund.

### *Investment Strategy*

The Fund follows an active trend-following strategy.

AQR uses a proprietary, systematic and quantitative process which utilises both price and economic data, with the aim to identify and benefit from price trends across equity, fixed income, currency, credit, volatility and commodity related Instruments. AQR generally expects that the Fund will have exposure in long and short positions across the Asset Classes but at any one time the Fund may emphasise one or two of the Asset Classes or a limited number of exposures within an Asset Class. A "long" position will benefit from an increase in price of the underlying Instrument, while a "short" position will benefit from a decrease in price of the underlying Instrument. Generally, the size of the position taken will relate to factors including AQR's confidence in the trend continuing as well as its estimate of the Instrument's risk. AQR makes no guarantee that the strategy it employs on behalf of the Fund will remain as above, that any component of the above strategy will not be discontinued or that the strategy's goals will not change over time. However, should a material change to the investment strategy be implemented by AQR advance notification of such change will be provided at [www.aqraustralia.com](http://www.aqraustralia.com).

Please refer to Section 2 "Benchmark 2 Periodic reporting", for further information on the types of reporting you are entitled to and how to access the Fund's reporting.

As with all investment strategies, there are risks associated with the above approach. Please see section 9 of this PDS for further details.

### *Implementation*

AQR will invest the Fund's portfolio using any of the Instruments as deemed appropriate by AQR. These include, but are not limited to, the Instruments noted above in the general description of the investment strategy. AQR may, at any time, discontinue using any of the above Instruments or may add additional Instruments. There are no material diversification requirements, allocation ranges or limitations or restrictions on the particular categories or the magnitude of the Fund's investments, or on the investment strategies and techniques to be utilised by AQR. The Fund's portfolio is constructed such that over a market cycle, it is expected to receive roughly equal risk and performance attribution across the Asset Classes the Fund trades in as well as across individual markets within each Asset Class. AQR determines the strategic allocations to the long and short positions across the Asset Classes, which is a function of AQR's estimation of the net of transaction cost consistency of expected profit in each Asset Class. The portfolio is evaluated daily and, on average, rebalanced daily to allow AQR to react to changing market conditions. Furthermore, AQR may tactically adjust the leverage of the Fund as a whole depending on its forecast of asset class or fund level volatility in order to prevent the Fund from taking too concentrated an investment or taking too much overall risk when the market environment has been poor or cross market correlations have increased. The targeted volatility of the Fund may vary from time to time and can depend on AQR's assessment of investment trends among other factors.

The Fund's strategy will result in frequent portfolio trading and high portfolio turnover.

### *Risk management – general*

AQR's risk management process has evolved continuously since the firm was founded in 1998 and AQR expects this evolution to continue. AQR has adopted a quantitative and qualitative approach to risk management (e.g., empirical estimation of expected volatility and correlation of all portfolio assets, and implicitly of the entire Fund). On a daily basis, AQR's independent Risk Management team monitors a number of risk measures against the Fund's portfolio to assess such matters as: portfolio liquidity, forecasted volatility, portfolio limits, counterparty exposure, operational risks, value at risk (generally speaking a measure of the likelihood of the Fund's portfolio losing value over a certain time period); and drawdowns. Fund returns are monitored through AQR's Profit and Loss system which is able to capture intraday, the returns on the dominant portion of the Fund's positions.

AQR is a disciplined follower of its investment process. However, AQR may judgmentally lower risk in the Fund's portfolio if for whatever reason it does not think its formal quantitative estimate described above accurately portends to the immediate future. One of many key inputs into this decision described above, is how AQR looks at risk over many different periods. If one period stands out as far riskier than the final point estimate (the combination of multiple periods), and AQR's judgment is that this period is particularly relevant for current times, AQR may override its model and use this higher estimate of volatility (which leads to taking positions and risk down). In addition, AQR however may lower portfolio risk subject to pre-defined guidelines, in accordance with the Fund's risk reduction framework that generally lowers the portfolio's overall targeted exposures under sufficiently adverse conditions.

### *Risk management - process*

AQR targets a certain level of risk for the overall Fund portfolio. If the Fund's performance is poor over a given period, its NAV will drop. All else equal, this drop in NAV will cause AQR to lower the Fund's economic exposures in order to maintain the same level of risk. AQR also employs a risk reduction framework that may reduce the portfolio's overall targeted risk exposure when the Fund's portfolio suffers a period of unusually poor performance. In addition to the above, AQR reserves the right to override its investment process for risk control purposes and will judgmentally take down risk simply as a function of its belief that volatility going forward will substantially exceed that forecasted. This is difficult to quantify as it's inherently judgmental, but it is rare, and only exists as an additional control in the daily management of the Fund's portfolio.

### *Risk management – liquidity risk management*

Liquidity is important in regards to risk on two fronts. First, if assets are not liquid, it may be difficult to reduce risk or get out of positions cheaply in times where lowering risk is prudent. Secondly, with investments in illiquid securities, as these securities do not frequently trade, their most recently traded price may not be indicative of their true value.

The Fund holds a portion of its assets as cash and cash equivalents (including, but not limited to, cash trusts), which are generally expected to be liquid at all times. Nevertheless, AQR monitors liquidity, and maintains cash levels designed to accommodate the risks of less liquid positions. In this regard, AQR's Risk Management team has automated dashboards

which give a breakdown of exposures and positions (see “*Risk management - general*” above). AQR also runs liquidity analysis on a daily basis which captures how quickly it could liquidate the Fund’s portfolio.

*Labour Standards, Environmental, Social and Ethical Considerations*

Decisions about the selection, retention or realisation of investments for the Fund are primarily based on AQR’s investment models which do not take into account labour standards, environmental, social or ethical issues when making these decisions except to the extent that these issues have a material impact on either investment risk or return.

## 6. LEVERAGE

Leverage occurs when the Fund has exposure to underlying assets, the value of which is greater than the amount invested, or when the Fund borrows money to invest. Whilst the Fund is permitted to borrow money to invest, it is not intended to do so but will have leverage exposure through the use of derivatives such as equity index futures and swaps and single name equity swaps, bond futures, interest rate futures and swaps, currency forwards, commodity futures and swaps, volatility futures, swaps on credit indices and certain other Instruments that have the economic effect of financial leverage. AQR uses the leverage associated with these Instruments as a tool to set the desired risk levels and to keep the Fund diversified across its exposed Asset Classes. Accordingly, the providers of leverage for the Fund will be its derivative counterparties. The Fund's processes for selecting derivative counterparties are described in Section 7.

Derivatives provide the economic effect of financial leverage by creating additional investment exposure but also provide the potential for greater loss. When the Fund uses leverage through activities such as purchasing securities on margin or on a "when-issued" basis, or purchasing derivative instruments, the Fund has the risk of magnified capital losses. The NAV of the Fund as a result of this leverage can be more volatile and sensitive to market movements.

Total leverage varies in response to AQR's volatility estimation process. For managed futures strategies, the criteria typically used for determining leverage risk is generally focused on the margin-to-equity ratio, or the amount of initial margin required to be posted to support trading positions divided by the net assets in the portfolio. As an indicative example for the Fund, this number will generally lie between 15 and 30 percent of NAV. This means that between 70-85 percent of the assets of the Fund will generally be held away from counterparties at the Fund's custodian and invested in cash or cash equivalent securities (including, but not limited to, cash trusts).

AQR defines leverage as the sum of the notional exposure of the Fund's long positions plus the notional exposure of the Fund's short positions relative to the NAV of the Fund. The gross notional exposure of fixed income instrument positions (including derivative fixed income instrument positions) will be measured in 7-year duration-equivalent terms.

Leverage in the Fund can vary based on the market environment, but it is anticipated that leverage will not exceed 24 times the NAV of the Fund. In recognition of the potential increase in risk from greater leverage, AQR monitors the Fund's leverage on a daily basis. If leverage goes above 24 times (which may occur for a number of reasons, including applications to or withdrawals from the Fund), AQR will decide whether to temporarily allow the deviation, raise the limit or manage the Fund to bring the Fund's leverage values equal to or lower than 24 times.

The leverage amounts presented above do not include leverage associated with the Fund's foreign currency hedging activities.

Example of how leverage works

The below provides a hypothetical example of how gross leverage can impact the Fund's invested amounts. The amounts used in the example are used for illustrative purposes only.

### Example: Fund NAV is \$1,000,000

<b>Investment into the Fund</b>	\$1,000,000
<b>Fund Gross Exposure</b> (Long positions + abs(short positions))	\$24,000,000
<b>Fund Gross Leverage</b> (Long positions + abs(short positions))/Fund NAV	= \$24,000,000 / \$1,000,000 = <b>24 times NAV</b>

### Example: the positions decline in value by 1%

<b>Loss in Value of Positions</b>	$= (-1\%) * \$24,000,000 = \$240,000$ (% Investment loss on Exposure * gross exposure to those positions = Dollar Loss)
<b>Fund NAV after Positions' Loss in Value</b>	$= \$1,000,000 - \$240,000 = \$760,000$ (Dollars Invested- Dollar Loss)
<b>Fund's Effective Rate of Loss</b> (Loss in Value in Positions held by the Fund / Fund NAV)	$= - \$240,000 / \$1,000,000 = \textbf{-24.0\%}$

For further information on Leverage and the risks associated with the use of Leverage, please refer to Section 9.18.

## 7. DERIVATIVES

The Fund's strategy seeks to efficiently execute an active trend-following trading strategy in a transparent and liquid manner. In order to most efficiently implement this strategy, AQR seeks to target Instruments that are each classified as derivatives. Derivatives are instruments whose value is derived from the value of an underlying asset and can be highly volatile. Derivatives are used for a range of reasons including but not limited to:

- More efficiently gain exposure to the underlying related asset;
- To increase or maintain liquidity in the portfolio, as the underlying assets to which the derivative relates are often less liquid; and
- To manage investment risk (such as interest or currency risk) within the portfolio.

The types of derivatives currently expected to be used by the Fund include exchange traded futures contracts and OTC forward contracts and swaps. Specifically, these instruments may include:

- Global developed and emerging market equity index futures and swaps and single name equity swaps;
- Global developed and emerging currency forwards;
- Interest rate futures and swaps;
- Commodity futures and swaps on commodity futures;
- Global developed and emerging market bond futures and swaps on bond futures;
- Global developed volatility futures; and
- Swaps on developed and emerging credit indices.

The Fund is currently expected to use exchange traded futures contracts and OTC forward contracts and swaps. For exchange traded derivatives, there is a visible and transparent market price, which is published on the relevant market exchanges on which they are bought and sold. In addition, the counterparty to the exchange traded derivative is a central counterparty (clearing house) rather than the execution counterparty. The exchange traded derivative contracts are also standardised and are subject to the relevant rules and regulations of the relevant exchange.

Unlike exchange traded derivatives, OTC derivative contracts are privately negotiated directly with a counterparty

These OTC derivative contracts also involve exposure to credit risk, since contract performance depends in part on the financial condition of the counterparty. If a privately negotiated OTC contract calls for payments by the Fund, the Fund must be prepared to make such payments when due.

In addition, if a counterparty's creditworthiness declines, the Fund may not receive payments owed under the OTC contract, or such payments may be delayed under such circumstances and the value of agreements with such counterparty can be expected to decline, potentially resulting in losses by the Fund.

AQR manages the Fund's trading counterparty relationships on a dynamic basis and therefore, the Fund is currently expected to have a number of counterparties with whom it trades derivatives. In the event that AQR determines exposure to any given counterparty is undesirable, AQR will seek to efficiently move its business to another (more desirable) counterparty. AQR may utilise all these relationships at once, or only one of many relationships, depending on AQR's current assessment.

The Fund's counterparties are all unrelated parties to the Responsible Entity and AQR and each can be categorised as a bank, broker dealer or financial institution. The counterparties are approved and monitored by AQR's counterparty risk team with oversight from the Enterprise Risk Committee. The Fund does not meet all the requirements of ASIC's Disclosure Principle 7 as it does not provide details of the assessment criteria used to evaluate AQR's trading counterparties as this information is considered confidential and commercial-in-confidence. For further information on the Fund's derivative counterparties and Fund assets held with counterparties, please refer to Section 2 "Benchmark 2 Periodic Reporting—Derivative Counterparties Engaged" and Section 4 "Fund Assets not held by a custodian".

For further information on Derivatives and the risks associated with the use of Derivatives, please refer to Sections 9.5 and 9.6.



## 8. SHORT SELLING

AQR may take short positions to facilitate implementation of its investment strategies but does not undertake Short Selling.

AQR uses a proprietary, systematic and quantitative process which utilises both price and economic data, with the aim to identify and benefit from price trends across equity, fixed income, currency, credit, volatility and commodity related Instruments. Once a trend is determined, the Fund may take a short position in the given associated Instrument. A “short” position will benefit from a decrease in price of the underlying Instrument and is a fundamental element of the Fund’s investment strategy. Generally, the size of the “short” position taken will relate to factors including AQR’s confidence in the trend continuing as well as AQR’s estimate of the instrument’s risk.

AQR generally expects that the Fund will have short positions across all Asset Classes but at any one time the Fund may emphasise one or two of the asset classes or a limited number of exposures within an asset class.

The risks associated with the Fund’s short positions are managed by AQR as part of its day-to-day management of the Fund as well as its implementation of the Fund’s investment strategy and counterparty risk management.

For further information on Short Selling and the risks associated with the use of Short Selling, please refer to Section 9.11.

## 9. RISKS

All investments involve risk and there can be no guarantee against loss resulting from an investment in the Fund, nor can there be any assurance that the Fund's investment objectives will be achieved or that any investor will get any of its money back.

**THE FUND'S INVESTMENT PROGRAM IS SPECULATIVE AND ENTAILS RISKS. THERE IS NO GUARANTEE THAT THE FUND'S INVESTMENT OBJECTIVE WILL BE ACHIEVED OR THAT THE FUND WILL PROVIDE ANY PARTICULAR RATE OF RETURN. THE FUND IS INTENDED FOR USE AS A SATELLITE- TO- MINOR ALLOCATION FOR AN INVESTOR WHO IS SEEKING CAPITAL GROWTH AND HAS A HIGH TO EXTREMELY HIGH RISK AND RETURN PROFILE FOR THAT PORTION OF THEIR INVESTMENT PORTFOLIO. IT IS LIKELY TO BE CONSISTENT WITH THE FINANCIAL SITUATION AND NEEDS OF AN INVESTOR WITH A MINIMUM 5 YEAR INVESTMENT TIMEFRAME AND WHO IS UNLIKELY TO NEED ACCESS TO THEIR CAPITAL ON LESS THAN ONE WEEK'S NOTICE. THE FUND IS ONLY AVAILABLE TO INVESTORS WHO QUALIFY AS WHOLESALE CLIENTS OR INVESTORS WHO HAVE RECEIVED PERSONAL FINANCIAL ADVICE FROM A LICENSED FINANCIAL ADVISOR. PLEASE CONSIDER ALL SECTIONS OF THIS PDS AND OBTAIN FINANCIAL ADVICE BEFORE DECIDING WHETHER TO INVEST IN THE FUND.**

While it is not possible to identify every risk that is relevant to the Fund, some of the main categories of risk are discussed below.

### 9.1 Investment, Trading and Market Risk Generally

All investments risk the loss of capital. Such investments are subject to investment-specific price fluctuations as well as to macro-economic, market and industry-specific conditions including, without limitation, national and international economic conditions, domestic and international financial policies and performance, conditions affecting particular investments such as the financial viability, sales and product lines of corporate issuers, national and international politics and governmental events, and changes in income tax laws. No guarantee or representation is made that AQR's investment program will be successful. The investment program of the Fund involves numerous risks including, without limitation, risks associated with concentration, leverage, the use of speculative investment strategies and techniques, interest rates, volatility, systems risks, changes in economic, social, technological or political conditions, as well as market sentiment, the causes of which may include changes in governments or government policies, political unrest, wars, terrorism, pandemics and natural, nuclear and environmental disasters and other risks inherent in the Fund's activities. Certain investment techniques of AQR (e.g., use of direct leverage or use of indirect leverage through leveraged investments) can, in certain circumstances, magnify the impact of adverse market moves to which the Fund may be subject. In addition, the Fund's investments may be materially affected by conditions in the financial markets and overall economic conditions occurring globally and in the particular markets where the Fund invests its assets. AQR's methods of minimizing such risks (if any) may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behaviour, which may not predict market divergences that are larger than historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted. Trading decisions made by AQR are based on fundamental, technical and other analysis. Any factor that would lessen the prospect of major trends occurring in the future (such as increased governmental control of, or participation in, the financial markets) may reduce the prospect that a particular trading method or strategy will be profitable in the future. In the past, there have been periods without discernible trends and, presumably, such periods will continue to occur in the future. Moreover, any factor that would make it more difficult to execute trades at desired prices in accordance with the signals of the trading method or strategy (such as a significant lessening of liquidity in a particular market) would also be detrimental to profitability. Further, many competitor trading methods utilize similar analyses in making trading decisions. Therefore, bunching of buy and sell orders can occur, which makes it more difficult for a position to be taken or liquidated. No assurance can be given that the Fund's strategies will be successful under all or any market conditions.

### 9.2 Model and Data Risk

Given the complexity of the investments and strategies of the Fund, AQR must rely heavily on quantitative models (both proprietary models developed by AQR, and those supplied by third parties) and information and data supplied by third parties ("Models and Data") rather than granting trade-by-trade discretion to AQR's investment professionals. Models and Data are used to construct sets of transactions and investments, to value investments or potential investments (whether for trading purposes, or for the purpose of determining the NAV of the Fund), to provide risk management insights, and to assist in hedging the Fund's investments, if applicable.

When Models and Data and/or the assumptions underlying such models prove to be incorrect, misleading, incomplete or irrelevant, any decisions made in reliance thereon expose the Fund to potential risks, including major losses and/or the risk that profitable trading signals will not be generated. For example, by relying on Models and Data, AQR may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favourable opportunities altogether. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful. Furthermore, when determining the NAV of the Fund, any valuations of the Fund's investments that are based on valuation models may prove to be incorrect.

Some of the models used by AQR are predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behaviour, leading to potential losses on a cash flow and/or a mark-to-market basis. In addition, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind), such models may produce unexpected results, which can result in losses for the Fund. AQR also uses machine learning, which typically has less out-of-sample evidence and is less transparent or interpretable, which could result in errors or omissions. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the supplied historical data.

All models rely on correct market data inputs. If incorrect market data is entered into even a well-founded model, the resulting valuations will be incorrect. However, even if market data is input correctly, "model prices" will often differ substantially from market prices, especially for securities with complex characteristics, such as derivative securities.

AQR may continue to test, evaluate and add new models, which may result in the modification of existing models from time to time. Any modification of the models or strategies will not be subject to any requirement that Unitholders consent to or receive notice of the change. There can be no assurance as to the effects (positive or negative) of any modification on the Fund's performance.

### **9.3 Crowding/Convergence**

There is significant competition among quantitatively-focused managers, and the ability of AQR to deliver returns that have a low correlation with global aggregate equity markets and other hedge funds is dependent on its ability to employ models that are simultaneously profitable and differentiated from those employed by other managers. To the extent that AQR is not able to develop sufficiently differentiated models, the Fund's investment objectives may not be met, irrespective of whether the models are profitable in an absolute sense. In addition, to the extent that AQR's models come to resemble those employed by other managers, the risk that a market disruption that negatively affects predictive models will adversely affect the Fund is increased, as such a disruption could accelerate reductions in liquidity or rapid repricing due to simultaneous trading across a number of funds in the marketplace.

### **9.4 High Portfolio Turnover**

The Fund's investment program may involve frequent trading, which may result in higher investment costs and charges to the Fund.

### **9.5 Counterparty Risk**

Institutions, such as brokerage firms or banks, have custody of the Fund's assets and may hold such assets. The Fund is subject to the risk that these firms and other brokers, counterparties or clearinghouses with which the Fund deals may default on their obligations to the Fund. Any default by any of such parties could result in material losses to the Fund. Bankruptcy (or other applicable insolvency proceedings) or fraud at one of these institutions could impair the operational capabilities or the capital position of the Fund if the Fund's assets become subject to any legal proceeding or moratorium.

Markets in which the Fund effects transactions may include OTC markets and may also include unregulated private markets. The participants in such markets are typically not subject to the same level of credit evaluation and regulatory oversight as are members of the exchange-based markets. This exposes the Fund to the risk that a counterparty will not meet its obligations in respect of, or settle, a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Fund to suffer a loss. Such counterparty risk is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with a single or small group of counterparties. The Fund is not restricted from dealing with any particular counterparty or in the size of the exposure which the Fund may provide to a given counterparty. Moreover, AQR has no formal internal credit function whose sole purpose is to evaluate the creditworthiness of the Fund's counterparties. The ability of the Fund to transact business with

any one or number of counterparties and the absence of a regulated market to facilitate settlement increases the risk to the Fund.

While the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”) is intended to bring more stability and lower counterparty risk to derivatives markets by requiring central clearing of certain standardized derivatives trades, not all of the Fund’s trades will be subject to a clearing requirement because the trades are grandfathered or because they are bespoke, or because they are within a class that is not currently subject to mandatory clearing. Furthermore, it is yet to be seen whether Dodd-Frank will be effective in reducing counterparty risk or if such risk may actually increase as a result of market uncertainty, mutuality of loss to clearinghouse members, or other reasons. There are additional risks when dealing with counterparties such as derivative contract risks. See Section 9.6 below.

## 9.6 Derivative Risk

A derivative contract typically involves leverage, (i.e., it provides exposure to potential gain or loss from a change in the level of the market price of a physical security or index in a notional amount that exceeds the amount of cash or assets required to establish or maintain the derivative contract). Consequently, an adverse change in the relevant price level can result in a loss of capital that is more exaggerated than would have resulted from an investment that did not involve the use of leverage inherent in the derivative contract and losses can exceed the amount of the initial investment. Many of the derivative contracts used by the Fund are privately negotiated in the over-the-counter market. These contracts also involve exposure to credit risk, since contract performance depends in part on the financial condition of the counterparty. If a privately negotiated over-the-counter contract calls for payments by the Fund, the Fund must be prepared to make such payments when due. In addition, if a counterparty’s creditworthiness declines, the Fund may not receive payments owed under the contract, or such payments may be delayed under such circumstances and the value of agreements with such counterparty can be expected to decline, potentially resulting in losses by the Fund.

Losses can also occur if there is an adverse movement in the assets underlying the derivative or where the derivative is costly to reverse. These transactions are also expected to involve significant transaction costs.

Unlike primary securities, the accounting value of a derivative does not give a true indication of the market exposure generated by a derivatives position. For example, the accounting value of a futures contract (calculated using mark-to-market) measures only the unrealised profit/loss on the position.

A significant amount of the Fund’s assets will also be deposited with counterparties to derivative contracts and held as collateral. These assets are exposed to loss, for example on the insolvency of the derivative counterparty.

### *Forward and Futures Contract Risk*

The successful use of forward and futures contracts draws upon AQR’s skill and experience with respect to such instruments and is subject to special risk considerations. The primary risks associated with the use of futures contracts are:

- the imperfect correlation between the change in market value of the instruments held by the Fund and the price of the forward or futures contract;
- possible lack of a liquid secondary market for a forward or futures contract and the resulting inability to close a forward or futures contract when desired. Futures exchanges and trading facilities limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits.” During a single trading day no trades may be executed at prices beyond the daily limit;
- losses caused by unanticipated market movements, which are potentially unlimited. Future prices are highly volatile and are influenced by, among other things, changing supply and demand relationships, governmental agricultural and trade programs and policies, and national and international political and economic events;
- AQR’s inability to predict correctly the direction of securities prices, interest rates, currency exchange rates and other economic factors;
- the possibility that the counterparty will default in the performance of its obligations; and
- if the Fund has insufficient cash, it may have to sell securities from its portfolio to meet daily variation margin requirements, or may have to sell securities at a time when it may be disadvantageous to do so.

### *Swap Agreements Risk*

The Fund may enter into swap agreements. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the Fund's exposure to long-term or short-term interest rates (in the United States or abroad), non-U.S. currency values, corporate borrowing rates, or other factors such as security prices, baskets of equity securities or inflation rates. Swap agreements can take many different forms and are known by a variety of names. The Fund is not limited to any particular form of swap agreement if consistent with the Fund's investment objective and policies.

Swap agreements tend to shift the Fund's investment exposure from one type of investment to another. For example, if the Fund agrees to exchange payments in U.S. dollars for payments in non-U.S. currency, the swap agreement would tend to decrease the Fund's exposure to U.S. interest rates and increase its exposure to non-U.S. currency and interest rates. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the Fund's portfolio. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values or other factors that determine the amounts of payments due to and from the Fund. If a swap agreement calls for payments by the Fund, the Fund must be prepared to make such payments when due. In addition, if a counterparty's creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses by the Fund. Swap agreements involve the risk that the party with whom the Fund has entered into the swap will default on its obligation to pay the Fund and the risk that the Fund will not be able to meet its obligations to pay the other party to the agreement.

#### *Options Risk*

There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (paid to establish the short position) of the underlying security if the market price falls below the exercise price of the option. The seller of an uncovered put option assumes the risk of decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

#### *Credit Default Swap Agreements Risk.*

The Fund may enter into credit default swap agreements, credit default index swap agreements and similar agreements as a protection "seller" or as a "buyer" of credit protection. The credit default swap agreement or similar instruments may have as reference obligations one or more securities that are not then held by the Fund. The protection "buyer" in a credit default swap agreement is generally obligated to pay the protection "seller" a periodic stream of payments over the term of the agreement, provided generally that no credit event on a reference obligation has occurred. In addition, at the inception of the agreement, the protection "buyer" may receive or be obligated to pay an additional up-front amount depending on the current market value of the contract. With respect to credit default swap agreements whereby the Fund is a "buyer" of credit protection and that are contractually required to cash settle, the Fund sets aside liquid assets in an amount equal to the Fund's daily marked-to-market net obligations under the contracts. For credit default swap agreements whereby the Fund is a "buyer" of credit protection and that are contractually required to physically settle, or for credit default swap agreements whereby the Fund is deemed to be a "seller" of credit protection, the Fund sets aside the full notional value of such contracts. If a credit event occurs, an auction process is used to determine the "recovery value" of the contract. The "seller" then must pay the "buyer" the "par value" (full notional value) of the swap contract minus the "recovery value" as determined by the auction process. The Fund may be either the "buyer" or "seller" in the transaction. If the Fund is a "buyer" and no credit event occurs, the Fund's net cash flows over the life of the contract will be the initial up-front amount paid or received minus the sum of the periodic payments made over the life of the contract. However, if a credit event occurs, the Fund may elect to receive a cash amount equal to the "par value" (full notional value) of the swap contract minus the "recovery value" as determined by the auction process. As a seller of protection, the Fund generally receives a fixed rate of income throughout the term of the swap provided that there is no credit event. In addition, at the inception of the agreement, the Fund may receive or be obligated to pay an additional up-front amount depending on the current market value of the contract. If a credit event occurs, the Fund will be generally obligated to pay the "buyer" the "par value" (full notional value) of the swap contract minus the "recovery value" as determined by the auction process. Credit default swaps could result in losses if AQR does not correctly evaluate the creditworthiness of the underlying instrument on which the credit default swap is based. Additionally, if a Fund is a "seller" of a credit default swap and a credit event occurs, a Fund could suffer significant losses.

Refer to Sections 6 and 7 for further information on the use of derivatives.

## 9.7 Legal Risk

Legal risk is the risk of losses occurring as a result of legal issues, principally loss due to the non-enforcement of a contract. This non-enforcement may arise from insufficient documentation, insufficient capacity or authority of a counterparty, uncertain legality or unenforceability in bankruptcy or insolvency.

Legal, tax and regulatory developments that may adversely affect the Fund could occur during its term. Securities and futures markets are subject to comprehensive statutes, regulations and margin requirements enforced by regulators and self-regulatory organizations and exchanges authorised to take extraordinary actions in the event of market emergencies. The regulation of derivative transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions.

The Fund and/or AQR may also be subject to regulation in jurisdictions in which the Fund and/or AQR engage in business. Such regulations may have a significant impact on investors or the operations of the Fund, including, without limitation, restricting the types of investments the Fund may make, preventing the Fund from exercising its voting rights with regard to certain financial instruments, requiring the Fund to disclose the identity of its investors or otherwise.

## 9.8 Currency Risk

The value of the Fund will be expressed in AUD, however, the assets of the Fund may be denominated in other currencies. The value of these other currencies may move in different directions to the value of the AUD. Consequently, the value of the Fund may fluctuate in accordance with changes in the foreign exchange rates between the AUD and the currencies in which the Fund's investments are denominated. The Fund is therefore exposed to a foreign exchange/currency risk in a manner that does not comprise part of the Fund's investment strategy. As at the date of this PDS, AQR seeks to manage or minimise this unintended currency risk (for example by entering into forward foreign currency contracts to hedge the movement between currencies using a portion of assets of the Fund) but no guarantees can be made about the effectiveness or continuity of this currency risk management to guard against the impacts of adverse currency movements.

## 9.9 Credit Risk

It is possible that the issuer of a fixed interest security will not be able to make principal and interest payments when due. Changes in an issuer's credit rating or the market's perception of an issuer's creditworthiness may also affect the value of the Fund's investment in that issuer. The degree of credit risk depends on both the financial condition of the issuer and the terms of the obligation. Fixed interest securities rated in the four highest categories (Standard & Poor's ("S&P") (AAA, AA, A and BBB), Fitch Ratings ("Fitch") (AAA, AA, A and BBB) or Moody's Investors Service, Inc. ("Moody's") (Aaa, Aa, A and Baa) by the rating agencies are considered investment grade but they may also have some speculative characteristics. Lower rated investment grade securities will carry more risk than higher rated investment grade securities and associated issuers may have problems making principal and interest payments in difficult economic climates. Investment grade ratings do not guarantee that bonds will not lose value.

## 9.10 Reliance on AQR as Investment Manager

The Responsible Entity has delegated responsibility for the investment activities of the Fund to AQR, and AQR, in its capacity as investment manager, has responsibility for the Fund's investment activities. The success of AQR's trading and the investment performance of the Fund is, to a large degree, dependent upon the services of AQR's professionals. The loss of the services of these individuals could result in AQR's inability to trade effectively for the Fund's account. There can be no assurance that AQR's investment professionals will continue to be associated with AQR throughout the life of the Fund, and the failure to attract or retain such investment professionals could have a material adverse effect on the Fund and its investors, including, for example, by limiting the Fund's ability to pursue particular investment strategies discussed herein. Competition in the financial services industry for qualified employees is intense and there is no guarantee that the talents of AQR's investment professionals could be replaced. In the event AQR withdraws as the investment manager to the Fund, there can be no assurance that a suitable successor would be located or appointed.

## 9.11 Short Selling Risk

AQR may establish short positions in Instruments (including derivatives) but does not undertake short selling. A short sale involves the sale of an Instrument that the Fund does not own in the expectation of purchasing the same Instrument (or an Instrument exchangeable therefor) at a later date at a lower price. To make delivery to the buyer, the Fund must borrow the Instrument, and the Fund is obligated to return the Instrument to the lender, which is accomplished by a later

purchase of the Instrument by the Fund. In some cases, the lender may rescind the loan of the Instrument, and cause the borrower to repurchase the Instrument at inflated prices, resulting in a loss.

Taking short positions in an Instrument involves a higher level of risk than buying an Instrument since the loss with buying an Instrument is generally limited to the purchase amount, whereas the loss with short positions is unlimited (there is no upper limit on the Instrument's price).

### **9.12 Effects of Substantial Withdrawals**

There is a risk that a particular position will not be able, or will not easily be able, to be unwound or offset at or near the previous market price, due to inadequate market depth or to disruptions in the marketplace. If this were to happen, the Responsible Entity could not process withdrawal requests and could only give effect to withdrawals in accordance with the Corporations Act. The Units are not listed and there is not expected to be a secondary market for the Units.

Substantial withdrawals by Unitholders within a limited period of time could require the Fund to make substantial withdrawals from the Fund. This could require the Fund to liquidate its investment positions more rapidly than would otherwise be desirable, which could adversely affect the value of both the Units being withdrawn and the remaining Units. For these reasons, in the event of substantial withdrawals, the Responsible Entity may decide instead to suspend the right to withdraw Units. For further information please refer to Section 12.4.

In addition, regardless of the period of time in which withdrawals occur, the resulting reduction in the Fund's NAV, and thus in its equity base, could make it more difficult for the Fund to generate trading profits or recoup losses, and could even cause the Fund to liquidate positions prematurely.

### **9.13 Effects of Substantial Subscriptions.**

Investors in the Fund may be positively or negatively impacted by trades relating to anticipated or actual subscriptions to the Fund by other investors. This includes, but is not limited to, instances where the Fund accepts a large amount of capital as of any date the Fund accepts subscriptions; in such instances, there may be a significant period of time before AQR is able to invest the desired amount of such capital contributions. During any period in which the Fund's assets are not substantially invested in accordance with its principal investment strategies, the Fund's performance may suffer.

### **9.14 Other Activities of AQR**

AQR and its members, officers, employees and affiliates (collectively referred to in this paragraph as the "Investment Manager"), including those involved in the investment management of the Fund, are engaged in businesses in addition to the investment management of the Fund. The Investment Manager has proprietary interests in, and manage and advise, other accounts or funds which have investment objectives similar or dissimilar to those of the Fund and/or which engage in transactions in the same types of securities and instruments as the Fund. The Fund's performance may differ significantly from the results achieved by the Investment Manager for other accounts managed or advised by the Investment Manager. When making an investment where conflicts of interest arise, the Investment Manager will endeavor to act in a fair and equitable manner as between the Fund and its other clients. Personnel of the Investment Manager are not required to devote all or any specified portion of their time to managing the affairs of the Fund but will devote to the Fund so much of their time as the Investment Manager deems necessary or appropriate. Investment activities by the Investment Manager on behalf of other clients may give rise to additional conflicts of interest and demands on their time and resources. The Investment Manager from time to time acts as investment manager in relation to or otherwise be involved with other companies established by parties other than the Fund. In such event, should a conflict of interest arise, the Investment Manager will endeavor to ensure that it is resolved fairly.

### **9.15 Cross Transactions**

AQR may cause the Fund to engage in trades with one or more other accounts managed by AQR (collectively, "Cross-Transactions") typically for purposes of rebalancing the portfolios of the Fund and such Other Accounts, in order to further the Fund's and such Other Accounts' respective investment programs, or for other reasons consistent with the investment and operating guidelines of the Fund and such Other Accounts. A Cross-Transaction may be effected if AQR determines the transaction to be in the interests (and consistent with the investment program, risk management and other relevant considerations) of the Fund and an Other Account. In such cases, one account will purchase financial instruments held by another account. Similar considerations are involved in simultaneous withdrawals and subscriptions from and to the Fund, and trading vehicles, in which the Fund, and Other Accounts directly or indirectly invest. AQR and its affiliates will not charge any fees to effect a Cross-Transaction. Brokerage commissions may or may not be charged

with respect to Cross-Transactions. When required by applicable law, including when AQR's interest in the Other Account would result in a Cross-Transaction being a principal transaction, Cross-Transactions will be approved by an independent third party. Any expenses incurred in a Cross-Transaction will be allocated equitably among the participating accounts.

#### **9.16 AQR Affiliates**

The principals of AQR and its affiliates, the employees and directors thereof and of organizations affiliated with AQR may buy and sell securities for their own account or the account of others (subject to compliance with AQR's internal compliance procedures), but may not buy securities from or sell securities to the Fund.

#### **9.17 Performance Fee**

AQR's entitlement to a performance fee may create an incentive for AQR to make riskier or more speculative investments than would be the case absent such performance fee.

#### **9.18 Leverage as Part of Strategy**

The Fund will use leverage as part of the investment program. Leverage may take the form of, among other things, borrowing as well as holding financial instruments including, without limitation, derivative instruments which are inherently leveraged and products with embedded leverage such as futures, swaps and forwards. The use of leverage should allow the Fund to make additional investments, thereby increasing its exposure to assets, such that its total assets may be greater than its capital; however, leverage may also magnify the volatility of changes in the value of the Fund's portfolio. The effect of the use of leverage by the Fund in a market that moves adversely to the Fund's investments could result in substantial losses to the Fund, which would be greater than if the Fund was not leveraged. The amount of leverage which the Fund may have outstanding at any time may be substantial in relation to its capital. AQR expects that the Fund may borrow or utilize other forms of leverage (on a secured or unsecured basis) for any purpose, including to increase investment capacity, cover operating expenses or for clearance of transactions. However, there is no guarantee that any such borrowing arrangements or other arrangements for obtaining leverage will be available, or, if available, will be available on terms and conditions acceptable to the Fund. Unfavourable economic conditions also could increase funding costs, limit access to the capital markets or result in a decision by lenders not to extend credit to the Fund.

#### **9.19 Additional Reporting and Potential Adverse Effects on the Fund**

In an effort to protect the confidentiality of its positions and information related thereto, the Fund generally will not disclose information to Unitholders on an ongoing basis except as described in this PDS. However, subject to applicable law, the Fund and/or AQR may permit disclosure on a select basis to Unitholders under particular circumstances, including:

- to enable Unitholders to comply with their legal or regulatory requirements;
- if AQR determines that there are sufficient confidentiality agreements and procedures in place; and/or
- other criteria have been met.

The Fund and/or AQR may provide Unitholders with different levels of disclosure with respect to specific security positions and/or portfolio characteristics of the Fund or other information with respect to the Fund and/or AQR. Accordingly, not all Unitholders will have the same degree of access to the type and/or frequency of individual position listings in connection with the Fund and transparency of portfolio characteristics and Fund strategies and views may differ between Unitholders. Furthermore, Unitholders with such different access to information may act on such information through transacting in Units or transacting in accounts not controlled by the Fund, both of which may have a material adverse effect on the value of the Fund.

To the extent permitted by law, the Responsible Entity or AQR may enter into a written agreement or other similar agreement (collectively, "Side Letters") with any Unitholder, including with respect to those Unitholders who may be large or strategic investors to meet their specific requirements (including, without limitation, with respect to investment capacity, fees and transparency rights).

#### **9.20 Operational Risk**

The Fund depends on AQR to develop the appropriate systems and procedures to control operational risks. Operational risks arising from mistakes made in the confirmation or settlement of transactions, from transactions not being properly booked, evaluated or accounted for or other similar disruption in the Fund's operations may cause the Fund to suffer financial loss, the disruption of its business, liability to clients or third parties, regulatory intervention or reputational



damage.

Further, the Fund relies heavily on certain information systems provided by AQR and third-party service providers in connection with the Fund's accounting, trading, risk management and other data processing functions. Operational risks arising from any failure or disruption of these systems or their underlying technologies due to human error, data transmission errors or failures or other causes could materially disrupt the Fund's operations and result in losses. In addition, a failure or disruption in the infrastructure that supports AQR's business, or directly affecting one of its offices or facilities, may have a materially adverse effect on its ability to continue to operate the Fund without interruption. Extraordinary events outside of the control of AQR, including both natural and man-made disasters as well as financial system disruptions may also have an adverse effect on the Fund.

AQR maintains and periodically tests back-up facilities for its information systems and business continuity programs. However, there can be no assurance that such steps will be sufficient to prevent or mitigate the harm that may result from a failure or disruption of its information systems or business infrastructure. Furthermore, AQR does not control the business continuity plans and systems put in place by third parties upon whose operations the Fund relies. As a result, the Fund could be negatively impacted by disruptions occurring at such third parties.

In addition, AQR's systems may not continue to be able to accommodate AQR's growth, and the cost of maintaining such systems may increase from its current level. The ability of AQR's systems to accommodate an increasing volume of transactions could also constrain AQR's ability to properly manage the portfolio. The failure to accommodate such growth, or an increase in costs related to such systems, could have a material adverse effect on AQR's ability to provide its services to the Fund.

#### **9.21 Cybersecurity Breaches**

The Fund, AQR, the Responsible Entity and their third-party service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from cyber-attacks and hacking by other computer users, other unauthorised access and to avoid the resulting damage and disruption of hardware and software systems, loss or corruption of data and/or misappropriation of confidential information. In general, cyber-attacks are deliberate, but unintentional events may have similar effects. Cyber-attacks may cause losses to the Fund by interfering with the processing of transactions, affecting the Fund's ability to calculate net asset value or impeding or sabotaging trading or otherwise affecting the information systems upon which AQR and the Fund rely. Losses could also arise from cyber-attacks affecting issuers of securities in which the Fund invests. The Fund may also incur substantial costs and losses as the result of a cybersecurity breach, including those associated with the forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, investment losses from sabotaged trading systems, identity theft, unauthorised use of proprietary information, litigation, regulatory fines, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage. Any such breach could expose the Fund to financial loss, the disruption of its business, liability to clients or third parties, regulatory intervention or reputational damage. In addition, any such breach could cause substantial redemptions from the Fund. Investors could be exposed to additional losses as a result of the unauthorised use of their personal information.

While AQR has established systems designed to recognise, prevent, and detect cyber-attacks, there are inherent limitations in such systems, including the possibility that certain risks have not been identified or new unknown threats emerge. Furthermore, AQR does not control the business continuity plans and systems put in place by its third-party service providers or any other third parties whose operations may affect the Fund. As a result, the Fund could be negatively impacted by cyber-attacks both to its, or third-party service providers' information systems.

#### **9.22 Interest Rate Risk**

The Fund is subject to interest rate risk. Generally, the value of fixed-income securities will change inversely with changes in interest rates. As interest rates rise, the market value of fixed-income securities tends to decrease. Conversely, as interest rates fall, the market value of fixed-income securities tends to increase. This risk will be greater for long-term securities than for short-term securities. The Fund may attempt to minimise the exposure of the portfolios to interest rate changes through the use of interest rate futures. However, there can be no guarantee that AQR will be successful in fully mitigating the impact of interest rate changes on the portfolios.

#### **9.23 Concentration Risk**

Concentration risk is the risk that poor performance in a particular market may significantly affect the Fund. Although

the Fund can invest in over 100 markets at any given time, it may only be invested in a small number of markets. Generally, the fewer markets in which the Fund invests, the greater the overall volatility of the Fund. This may result in large movements in the Unit price of the Fund within short periods of time.

#### **9.24 Emerging Market Risk**

The Fund currently has (and may continue to have) exposure to emerging markets. Emerging markets are riskier than more developed markets because they tend to develop unevenly and may never fully develop. Investments in emerging markets may be considered speculative. Emerging markets are more likely to experience hyperinflation and currency devaluations, which adversely affect returns to investors. In addition, many emerging securities markets have far lower trading volumes and less liquidity than developed markets.

#### **9.25 Commodities Risk**

Exposure to the commodities markets may subject the Fund to greater volatility than investments in traditional securities. The value of commodity-linked derivative investments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or sectors affecting a particular industry or commodity, such as drought, floods, weather, embargoes, tariffs and international economic, political and regulatory developments.

#### **9.26 Fixed-Income Investments**

The Fund may invest in secured or unsecured, investment-grade and sub-investment grade fixed-income securities, including unrated fixed-income securities of U.S. or non-U.S. issuers, including, without limitation, U.S. dollar-denominated or foreign currency-denominated bonds, notes and debentures issued by both public and private corporations; debt securities issued or guaranteed by the U.S. Government or its agencies or instrumentalities; money-market securities and commercial paper; and all other types of instruments including exchange-traded funds. Fixed-income securities pay fixed, variable or floating rates of interest. The value of fixed-income securities in which the Fund may invest will change in response to fluctuations in interest rates. Except to the extent that values are independently affected by currency exchange rate fluctuations, when interest rates decline, the value of fixed-income securities is generally expected to rise. Conversely, when interest rates rise, the value of such securities is generally expected to decline. In addition, the value of certain fixed-income securities can fluctuate in response to perceptions of creditworthiness, political stability or soundness of economic policies. Fixed-income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk). Investments in lower rated or unrated fixed-income securities in which the Fund may invest, while generally providing greater opportunity for gain and income than investments in higher rated securities, usually entail greater risk (including the possibility of default or bankruptcy of the issuers of such securities). In addition, during times of market stress, there may be a significant decline in the liquidity of fixed-income investments.

#### **9.27 Exchange Traded Funds**

The Fund may invest a portion of its assets in exchange traded funds ("ETFs").

For ETFs tracking an index of securities, the cumulative percentage increase or decrease in the net asset value of the shares of an ETF may over time diverge significantly from the cumulative percentage increase or decrease in the relevant index due to the compounding effect experienced by an ETF which results from a number of factors, including, daily rebalancing, fees, expenses and interest income, which in turn results in greater non-correlation between the return of an ETF and its corresponding index. Moreover, because an ETF's portfolio turnover rate may be very high due to daily rebalancing, holding both long and short futures contracts and/or market volatility, such ETF will incur additional brokerage costs, operating costs and may generate increased taxable capital gains, which, in turn, would adversely affect the value of the shares of such ETF. Moreover, fixed-income ETFs that track an index often require some type of sampling or optimization because they are typically market benchmarks but not tradable portfolios. Such ETFs often include many more securities than equity ETFs, and the securities included are often less liquid, resulting in fewer opportunities and greater costs to replicate the relevant index. Many instruments in fixed-income indices are illiquid or hard to obtain, as many investors may buy them at issuance and hold them to maturity.

#### **9.28 Hedging Risk**

Hedging techniques involve one or more of the following risks: (i) imperfect correlation between the performance and value of the instrument and the value of Fund securities or other objective of AQR; (ii) possible lack of a secondary market

for closing out a position in such instrument; (iii) losses resulting from interest rate, spread or other market movements not anticipated by AQR; (iv) the possible obligation to meet additional margin or other payment requirements, all of which could worsen the Fund's position; and (v) default or refusal to perform on the part of the counterparty with which the Fund trades.

Use of derivatives and other techniques such as taking short positions for hedging purposes involves certain additional risks, including (i) dependence on the ability to predict movements in the price of the securities hedged; (ii) imperfect correlation between movements in the securities on which the derivative is based and movements in the assets of the underlying portfolio; and (iii) possible impediments to effective portfolio management or the ability to meet short-term obligations because of the percentage of a portfolio's assets segregated to cover its obligations. In addition, by hedging a particular position, any potential gain from an increase in the value of such position may be limited. Furthermore, to the extent that any hedging strategy involves the use of OTC derivative transactions, such a strategy would be affected by implementation of various regulations, including those adopted pursuant to Dodd-Frank.

AQR may choose to hedge all or certain risks either in full, in part, or not at all, and either in respect of particular positions or in respect of the Fund's overall portfolio. The Fund's portfolio composition will commonly result in various directional market risks remaining unhedged. AQR may rely on diversification to control such risks to the extent that AQR believes it is desirable to do so.

The ability of the Fund to hedge successfully depends on the ability of AQR to predict pertinent market movements, which cannot be assured. AQR is not required to hedge and there can be no assurance that hedging transactions will be available or, even if undertaken, will be effective. In addition, it is not possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in currencies other than AUD because the value of those securities is likely to fluctuate as a result of independent factors not related to currency fluctuations. Moreover, it should be noted that the portfolio is always exposed to certain risks that cannot be hedged, such as counterparty credit risk.

## **9.29 Position Limits and Possible Effects of Speculative Position Limits**

Position limits imposed by various regulators may also limit the Fund's ability to effect desired trades. Position limits are the maximum amounts of gross, net long or net short positions that any one person or entity may own or control in a particular financial instrument. For example, in the U.S., the Commodity Futures Trading Commission ("CFTC"), a federal agency, has interpreted Dodd-Frank to require the CFTC to impose limits on the size of positions that can be held by market participants in futures contracts and OTC derivatives on certain physical commodities. The final position limits rules, which the CFTC adopted in October 2020, became effective in March 2021 and are in the process of being phased in. While the ultimate effect of the CFTC's final position limit rules are not yet known, these limits will likely restrict the ability of many market participants, including the Fund, to trade in the commodities markets to the same extent as they have in the past, including affecting their ability to enter into or maintain hedge positions in the applicable commodity or futures contracts. These rules and various other legislative and regulatory requirements may, among other things, reduce liquidity, increase market volatility, and increase costs in these markets. All positions owned or controlled by the same person or entity, even if in different accounts, may be aggregated for purposes of determining whether the applicable position limits have been exceeded. Thus, even if the Fund does not intend to exceed applicable position limits, it is possible that different accounts managed by the Investment Manager may be aggregated. To the extent that the Fund's position limits were collapsed with an affiliate's position limits, the effect on the Fund and resulting restriction on its investment activities may be significant. If at any time positions managed by the Investment Manager were to exceed applicable position limits, the Investment Manager would be required to liquidate positions, which might include positions of the Fund, to the extent necessary to come within those limits. Further, to avoid exceeding the position limits, the Fund might have to forego or modify certain of its contemplated trades.

The CFTC and certain futures exchanges and trading facilities have established limits referred to as "speculative position limits" on the maximum net long or net short positions that any person may hold or control in particular commodities. All of the futures positions held by all accounts owned or controlled by the Investment Manager and its principals will be aggregated with positions of the Fund for the purpose of determining compliance with position limits. Trading instructions may have to be modified and positions held by the Fund's account may have to be liquidated in order to avoid exceeding such limits. Such modification or liquidation, if required, could adversely affect the operations and profitability of the Fund. Speculative position limit rules also apply to exchange traded equity options.

### 9.30 Below Investment Grade Securities Risk

Although securities rated below investment grade (also known as “junk” securities) generally pay higher rates of interest than investment grade bonds, securities rated below investment grade are high risk, speculative investments that may cause income and principal losses for the Fund. The major risks of securities rated below investment grade include:

- Securities rated below investment grade may be issued by less creditworthy issuers. Issuers may have a larger amount of outstanding debt relative to their assets than issuers of investment grade bonds. In the event of an issuer’s bankruptcy, claims of other creditors may have priority over the claims of holders of securities rated below investment grade, leaving few or no assets available to repay the bond holders.
- Prices of securities rated below investment grade are subject to wide price fluctuations. Adverse changes in an issuer’s industry and general economic conditions may have a greater impact on the prices of securities rated below investment grade than on other higher rated fixed-income securities.
- Issuers of securities rated below investment grade may be unable to meet their interest or principal payment obligations because of an economic downturn, specific issuer developments, or the unavailability of additional financing.
- Securities rated below investment grade frequently have redemption features that permit an issuer to repurchase the security from the Fund before it matures. If the issuer redeems the bonds, the Fund may have to invest the proceeds in bonds with lower yields and may lose income.
- Securities rated below investment grade may be less liquid than higher rated fixed-income securities, even under normal economic conditions. There are fewer dealers in this bond market, and there may be significant differences in the prices quoted for securities rated below investment grade by the dealers. Because they are less liquid, judgment may play a greater role in valuing certain of the Fund’s securities than is the case with securities trading in a more liquid market.
- The Fund may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting issuer.

The credit rating of a high yield security does not necessarily address its market value risk. Ratings and market value may change from time to time, positively or negatively, to reflect new developments regarding the issuer.

### 9.31 Mid-Capitalization Companies

The Fund may have exposure to the securities of mid-capitalization companies. The prices of securities of mid-capitalization companies generally are more volatile than those of large-capitalization companies and are more likely to be adversely affected than large-capitalization companies by changes in earnings results and investor expectations or poor economic or market conditions, including those experienced during a recession.

### 9.32 Small-Capitalization Companies

The Fund may have exposure to the securities of companies with small market capitalizations. While AQR believes such securities often provide significant potential for appreciation, the securities of small-capitalization companies involve higher risks in some respects than do investments in securities of larger companies. For example, prices of small-capitalization securities are often more volatile than prices of large-capitalization securities and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, “blue-chip” companies. In addition, due to thin trading in the securities of some small-capitalization companies, an investment in those companies may be illiquid.

### 9.33 Participation on Swap Execution Facilities

In an effort to facilitate the investment strategies employed by AQR on behalf of the Fund, AQR may be required to engage brokers that are members of exchanges and/or Swap Execution Facilities (“SEFs”) to provide SEF access to AQRSEF participation, direct or indirect, may nevertheless require the Fund and/or AQR to consent to the SEF’s jurisdiction as a self-regulatory organization and to be subject to certain aspects of the SEF’s rulebook, which could subject it to a wide range of regulations and other obligations, together with associated costs. Like any other self-regulatory organization, SEFs regularly revise and interpret their rules, and such revisions and interpretations could adversely impact the Fund.

### 9.34 Cash and Forward Trading

The Fund may trade cash commodities and deliverable forward contracts in the inter-bank currency market. Such cash commodities and deliverable forward contracts are not currently traded on exchanges; rather, banks and dealers act as principals in these markets. As a result of Dodd-Frank, the CFTC now regulates non-deliverable forwards (including

many deliverable forwards where the parties do not take delivery). Changes in the forward markets may entail increased costs and result in burdensome reporting requirements. There is currently no limitation on daily price movements of cash or forward contracts and market makers are not required to make markets in any cash commodities. Also, certain customer protections will not be available to the Fund in connection with any such trading. There have been periods during which certain market makers have refused to quote prices for cash commodities or forward contracts or have quoted prices with an unusually wide spread between the price at which the market maker is prepared to buy and the price at which it is prepared to sell. If this should occur, AQR might not be able to utilize effectively its cash and forward trading programs. This could result in significant losses to the Fund. In addition, the imposition of credit controls by governmental authorities or the implementation of regulations pursuant to Dodd-Frank might limit such forward trading to less than that which AQR would otherwise recommend, to the possible detriment of the Fund.

### **9.35 Investment in Undervalued Securities**

The Fund may have exposure to securities of companies which AQR believes to be undervalued. However, the identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired.

### **9.36 Daily Price Fluctuation Limits for Futures**

Futures exchanges and trading facilities limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits.” During a single trading day, no trades may be executed at prices beyond the daily limit. Once the price of a futures contract for a particular commodity has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Futures prices have occasionally moved to the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent the prompt liquidation of unfavorable positions and subject the Fund to substantial losses.

### **9.37 Related Party Transactions and Conflict of Interest**

Other than as set out in this PDS, there are no existing agreements or arrangements and there are no currently proposed transactions in which the Responsible Entity was, or is to be, a participant, and in which any related party of the Responsible Entity had or will have a direct or indirect material interest.

The Responsible Entity and the Investment Manager may be subject to conflicts of interest when performing their duties in relation to the Fund. Both the Responsible Entity and the Investment Manager have conflicts of interest policies and procedures in place that are designed to appropriately manage these conflicts of interest that arise in relation to managing the Fund.

### **9.38 SOFR and Other Benchmarks**

The London Interbank Offered Rate (“LIBOR”), which was commonly used as a reference rate within various financial contracts, has been discontinued. Certain regulators around the world have identified new reference rates as preferred alternatives to LIBOR, including in the U.S. The Secured Overnight Financing Rate (“SOFR”) is a risk-free overnight floating rate that is currently published in multiple formats, including as an overnight rate, as a compounded average and as an index. Additionally, the CME Group has begun publishing a forward-looking Term SOFR rate that is calculated based on futures trading on the overnight SOFR rate. In addition to the SOFR rate variations, which have become the primary reference rates in the United States, in the U.S. other alternative floating rates have been developed, including the Bloomberg Short-Term Bank Yield Index (BSBY), Ameribor, the ICE Bank Yield Index and the HIS Markit published USD Credit Inclusive Term Rate (CRITR). Various market participants have adopted these floating rates to various degrees and the market practice may shift over time. Depending on various factors, one or more such reference rates may become dominant, while other reference rates may fall out of favour. If the Fund invests in instruments that utilize a reference rate that falls out of favour, the value of such instrument may be affected. In addition, the foregoing may result in periods of illiquidity in the markets in which the Fund trades, which may have adverse effects on the ability to trade certain instruments.

### **9.39 Risks Associated with Use of AI**

In line with advances in computing technology and data analytics, there has been an increasing trend towards utilizing machine learning, natural language processing, artificial generative intelligence, artificial neural networks, artificial narrow intelligence, or similar tools, models and systems generally referred to as “artificial intelligence” (collectively, “AI

Tools”) as part of portfolio management, trading, portfolio risk management and other applications in the investment management processes used by various market participants. AQR currently utilizes machine learning and natural language processing and may use other AI Tools in the future in connection with its investment management activities. In addition, certain vendors and counterparties of the Fund, including third-party research providers, may use AI Tools.

Investors considering an investment in the Fund should be aware of some of the risks to the Fund related to the use of AI Tools. Many AI Tools are relatively recent developments and may be subject to one or more undetected errors, defects or security vulnerabilities. Some errors may be discovered only after an AI Tool has been used by end customers or after substantial operations in the marketplace. Any exploitable errors or security vulnerabilities discovered after such AI Tools are in widespread operation could result in substantial loss of revenues or assets, or material liabilities or sanctions.

## 10. FEES AND OTHER COSTS

### DID YOU KNOW?

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

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

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

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

### TO FIND OUT MORE

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

This document shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the Fund's assets as a whole.

Information about taxes is set out in Section 11 of this PDS.

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

If you are an indirect investor, any additional fees that you may be charged by your IDPS Platform operator for investing in the Fund via their IDPS Platform should be set out in your IDPS Platform operator's disclosure document.

### AQR Wholesale Managed Futures Fund – Class 1P

Type of fee or cost <sup>2</sup>	Amount	How and when paid
<b>Ongoing annual fees and costs</b>		
<b>Management fees and costs<sup>3</sup></b> The fees and costs for managing your investment.	1.34% per annum of the NAV of the Class 1P Units.	<b>Management fees and costs</b> The Management fees and costs of Class 1P Units consist of the following components:  <b>Investment management fee, Responsible Entity fee, indirect costs and expense recoveries</b>  1.34% per annum of the NAV of the relevant Class 1P Units.  The Management fees and costs are deducted from the net assets of the relevant Class 1P Units of the Fund and are reflected in the relevant Unit price. The Management fees and costs are calculated and accrued each

<sup>2</sup> Management fees and costs disclosed in this table are GST inclusive, net of any input tax credits (including reduced input tax credits) available to the Fund. Please refer to Section 10.6 for further details

<sup>3</sup> Management fees and costs are comprised of the investment management fee, Responsible Entity fee, indirect costs, and expense recoveries. The indirect costs include the indirect costs that the Responsible Entity knows or ought to know for the previous financial year ended 30 June 2024. The expense recoveries in the above table are based on the actual Fund expenses for the previous financial year ended 30 June 2024. See Section 10.1 "Management Fees and Costs" for further details.

**AQR Wholesale Managed Futures Fund – Class 1P**

Type of fee or cost <sup>2</sup>	Amount	How and when paid
		<p>Pricing Day and paid quarterly in arrears, or at such other times determined by the Responsible Entity.</p> <p>Different fees may be negotiated with wholesale clients.<sup>4</sup></p>
<b>Performance fees<sup>5</sup></b> Amounts deducted from your investment in relation to the performance of the Fund.	Based on the average of performance fees payable over the last five Performance Periods 0.67% per annum of the NAV of the Class 1P Units.	<b>Performance fee</b> <p>The performance fee for any Performance Period is equal to 10.00% of the amount (if any) by which the Fund's investment performance during the Performance Period (before fees) exceeds the Performance Hurdle.</p> <p>The performance fee when positive is deducted from the net assets of the Class 1P Units and is reflected in the Unit price of the Class 1P Units. The performance fee is accrued each Pricing Day and paid in arrears after the end of the relevant Performance Period.</p> <p>Different fees may be negotiated with wholesale clients.<sup>6</sup></p>
<b>Transaction costs<sup>7</sup></b> The costs incurred by the Fund when buying or selling assets.	0.28% per annum of the NAV of the Class 1P Units.	<p>The transaction costs are deducted from the net assets of the Fund and are reflected in the Unit price of the relevant class. This amount represents net transaction costs borne by all investors after any buy/sell spread recoveries charged on investor-initiated transactions.</p>

<sup>4</sup> See Section 10.7 "Fees Payable to AQR" for further details.

<sup>5</sup> This is based upon the Fund's average of actual performance fees payable over the previous five Performance Periods, ending 30 June 2024, which was 0.67% per annum. The average performance fees over each of the previous five Performance Periods, ending 30 June 2024, was calculated as described in the above table and Section 10.2 of this PDS. The Fund's past performance is not a reliable indicator of future performance. The actual performance fee payable (if any) will depend on the performance of the Fund over the relevant period. In addition, the performance fee may significantly exceed the values set forth above. See Section 10.2 "Performance Fees – Applicable to Class 1P Units and any other class in respect of which a performance fee is payable" for further information.

<sup>6</sup> See Section 10.7 "Fees Payable to AQR" for further details.

<sup>7</sup> Transaction costs are shown net of the buy/sell spread (see Section 10.4 "Transaction Costs and buy/sell spread" for details).



## AQR Wholesale Managed Futures Fund – Class 1P

Type of fee or cost <sup>2</sup>	Amount	How and when paid
<i>Member activity related fees and costs (fees for services or when your money moves in or out of the Fund)</i>		
<b>Establishment fee</b> The fee to open your investment.	Nil. <sup>8</sup>	Not applicable
<b>Contribution fee</b> The fee on each amount contributed to your investment.	Nil. <sup>9</sup>	Not applicable.
<b>Buy/sell spread</b> An amount deducted from your investment representing costs incurred in transactions by the Fund	0.10% <sup>10</sup>	The sell spread is applied when withdrawing your investment from the Fund and is reflected in the Withdrawal Price. There is no buy spread.
<b>Withdrawal fee</b> The fee on each amount you take out of your investment	Nil. <sup>11 12</sup>	Not applicable.
<b>Exit fee</b> The fee to close your investment	Nil. <sup>13</sup>	Not applicable.
<b>Switching fee</b> The fee for changing investment options	Nil. <sup>14</sup>	Not applicable.

<sup>8</sup> See in Section 10.1 “Management Fees and Costs” and Section 10.8 “Maximum Fees and Charges” for details of the maximum fee amounts allowed under the Fund’s Constitution.

<sup>9</sup> See in Section 10.1 “Management Fees and Costs” and Section 10.8 “Maximum Fees and Charges” for details of the maximum fee amounts allowed under the Fund’s Constitution.

<sup>10</sup> A sell spread will generally apply, there is no buy spread (see Section 10.4 “Transaction Costs and buy/sell spread” for details).

<sup>11</sup> See in Section 10.1 “Management Fees and Costs” and Section 10.8 “Maximum Fees and Charges” for details of the maximum fee amounts allowed under the Fund’s Constitution.

<sup>12</sup> See Section 10.4 “Transaction Costs and buy/sell spread” for details.

<sup>13</sup> See Section 10.4 “Transaction Costs and buy/sell spread” for details.

<sup>14</sup> See Section 10.4 “Transaction Costs and buy/sell spread” for details.

*Example of annual fees and costs*

This table gives an example of how the fees and costs in Class 1P for this managed investment product can affect your investment over a 1-year period. You should use this table to compare this product with other managed investment products.

<b>EXAMPLE – Class 1P of the AQR Wholesale Managed Futures Fund</b>		<b>BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING YEAR</b>
Contribution Fees	Nil	For every additional \$5,000 you put in you will be charged \$0.
<b>PLUS</b> Management fees and costs	1.34%* per annum of the NAV of the class	<b>And</b> , for every \$50,000 you have in Class 1P you will be charged \$670 each year.
<b>PLUS</b> Performance fees	0.67%** per annum of the NAV of the class	<b>And</b> , you will be charged or have deducted from your investment \$335 in performance fees each year.
<b>PLUS</b> Transaction costs	0.28% per annum of the NAV of the class	<b>And</b> , you will be charged or have deducted from your investment \$140 in transaction costs.
<b>EQUALS</b> Cost of Class 1P of the AQR Wholesale Managed Futures Fund	2.29% per annum of the NAV of the class	If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of: <b>\$1,145</b> <b>What it costs you will depend on the class of units you choose and the fees you negotiate.</b>

\* Includes investment management fees, Responsible Entity fees, indirect costs and expense recoveries. Please refer to the section: "Additional Explanation of Fees and Costs" for further details.

\*\* This is based upon the Fund's average of actual performance fees payable over the previous five Performance Periods, ending 30 June 2024, which was 0.67% per annum (as further described in Section 10.2 below). Note that actual performance fees may significantly exceed the values used in the preceding example. The average performance fees over each of the previous five Performance Periods, ending 30 June 2024, were calculated as described in the above table and Section 10.2 of this PDS. The Fund's past performance is not a reliable indicator of future performance. The actual performance fee payable (if any) will depend on the performance of the Fund over the relevant period. In addition, the performance fee may significantly exceed the values set forth above. Please refer to Section 10.2 "Performance Fees – Applicable to Class 1P Units and any other class in respect of which a performance fee is payable" for further details. This example assumes the \$5,000 contribution occurs at the end of the year and so management fees and costs are calculated using the \$50,000 balance only and excludes any transaction costs that may be charged. A sell spread will generally apply (see Section 10.4 "Transaction Costs and buy/sell spread" for details). Additional fees may apply.

## ADDITIONAL EXPLANATION OF FEES AND COSTS

### 10.1 Management Fees and Costs

The management fees and costs of Class 1P Units are currently 1.34% per annum of the NAV of Class 1P.

Management fees and costs are calculated on each Pricing Day, or at such other times determined by the Responsible Entity, but are payable quarterly in arrears. Management fees and costs are calculated using the closing NAV for the applicable Class on each Pricing Day.

The management fees and costs listed above do not include Transaction Costs or sell spread, nor factor in unusual or abnormal operating expenses (see under Section 10.3 “Expense Recoveries”).

Management fees and costs may differ for other classes of Units offered.

Management fees and costs include:

#### 1. *Management fees paid to AQR*

AQR is currently entitled to receive an investment management fee for Class 1P which will be paid out of the above management fees and costs. The amount of the investment management fee AQR will receive for Class 1P is equal to 1.15% per annum of the NAV of all Units in Class 1P, less the fees paid to the Responsible Entity and expense recoveries.

#### 2. *Fees paid to the Responsible Entity*

The fee payable out of the Fund assets to the Responsible Entity is included in the above management fees and costs.

#### 3. *Indirect costs*

Indirect costs are any amounts deducted from returns on your investment or paid from the Fund’s assets that the Responsible Entity knows will reduce the Fund’s returns (including any fees and expenses payable from the Fund’s assets for investments made by the Fund into Interposed Entities and certain trading costs associated with OTC traded investment instruments), other than the investment management fee, Responsible Entity fee and expense recoveries as set out elsewhere in this section.

The Fund’s Interposed Entities include Investments into cash management trusts, which investments are associated with costs that represent approximately 0.06% of the total management fees and costs described above for the previous financial year ended 30 June 2024. Indirect costs may be higher or lower on a going forward basis than those realized in the financial year ending 30 June 2024.

#### 4. *Expense recoveries*

See Section 10.3 “Expense Recoveries” for details.

### 10.2 Performance Fees – Applicable to Class 1P Units and any other class in respect of which a performance fee is payable

Performance fees are applicable to Class 1P Units and any other class in respect of which a performance fee is payable.

For Class 1P Units, in addition to the investment management fee referred to above, the Responsible Entity will cause a performance fee to be paid or allocated to AQR or its affiliate from the Fund’s assets.

The average of actual performance fees payable over the previous five Performance Periods, ending 30 June 2024, for the Class 1P Units was 0.67% per annum. The average performance fees over each of the previous five Performance Periods, ending 30 June 2024, were calculated as described in this section 10.2 of this PDS.

The Fund’s past performance is not a reliable indicator of future performance. The actual performance fee payable (if any) will depend on the performance of Class 1P Units over the relevant period and actual performance fees may significantly exceed the values set forth above. Generally, the greater the investment performance of the Fund, the greater the performance fee for Class 1P Units.

The performance fee is accrued at each Pricing Day but is payable in arrears after the end of a Performance Period (typically 30 June or upon a withdrawal as described further below). The performance fee is equal to 10% (exclusive of GST) of the amount (if any) by which the Fund’s investment performance (before fees) exceeds the Performance Hurdle (as defined below), with appropriate adjustments for any contributions, withdrawals or distributions, taking into account any negative performance or the Performance Deficit (as defined below).

In respect of Class 1P Units, a performance fee is:

- payable to AQR or its affiliate if the Fund's investment performance exceeds the Performance Hurdle. The "Performance Hurdle" is the performance of the Benchmark for that day plus the management fees and costs (other than accrued performance fees);
- only charged on the proportion of performance above the Performance Hurdle;
- only payable when any applicable Performance Deficit (as defined below) has been recouped; and
- if payable, accrued as at each Pricing Day and reflected in the Unit price of Class 1P.

The performance fee is calculated as at each Pricing Day based on the performance and value of the Fund on that day and, where positive, accrued each Pricing Day and reflected in Class 1P's Unit price. Where the daily calculated performance fee is negative it is applied to reduce any accrued performance fee from the previous Pricing Day, or, where there is no accrued performance fee from the previous Pricing Day, carried forward as a "performance deficit" (a "Performance Deficit").

Any Performance Deficit will need to be offset by future positive performance fees before any performance fee becomes payable. This means the Performance Deficit must be recovered in dollar terms before any performance fee can be accrued and reflected in Class 1P's Unit price. Any unrecovered Performance Deficit as at the end of any Performance Period is carried forward to the following Performance Period, provided however, the Performance Deficit shall be proportionately reduced to reflect any withdrawals or distributions made during the relevant Performance Period prior to being carried forward to the next Performance Period. If a performance fee is payable, it is payable in arrears at the end of a Performance Period. Performance fees are payable in relation to the performance of the Fund as a whole during the applicable Performance Period and do not necessarily reflect the performance of any individual Unitholder's investment. The Performance Deficit is not reflected in Class 1P's Unit price when processing applications and withdrawals.

#### *Performance Periods*

The term "Performance Period" with respect to any class of Units means: the period commencing as of the initial date of issuance of Units of such class, and thereafter each period commencing as of the day following the last day of the preceding Performance Period, and ending on the first to occur of the following:

- (1) 30 June;
- (2) in respect of Units being withdrawn from the Fund, the Withdrawal Day on which the Units are withdrawn; or
- (3) the winding up and dissolution of the Fund.

For the avoidance of doubt, in the event of a withdrawal on a day other than 30 June, AQR may elect, in its sole discretion, to wait to be paid or allocated all or any portion of the performance fee accrued as of such Withdrawal Day until the next 30 June immediately following such withdrawal without in any way affecting AQR's (or its affiliates) rights to be paid or allocated such performance fee.

### *Dollar fee examples for performance fees\**

The below examples assume a \$50,000 balance is maintained throughout the financial year with no contributions withdrawals or distributions made during the financial year.

Class 1P Units	Calculation	Amount	How and when paid
<p>For the financial year ended to 30 June, assuming:</p> <ul style="list-style-type: none"> <li>the Fund's performance (before fees) for the period is 3%</li> <li>the Performance Hurdle for the period is 3.34% (being Benchmark return of 2% and management fees and costs (excluding performance fees) of 1.34%)</li> <li>the Performance Deficit was zero at the beginning of the year (meaning a performance fee was paid in the previous year)</li> </ul>	<p>The Fund's return below the Performance Hurdle for the period -0.34% (that is, 3% - 3.34%).</p> <p>The performance fee will be nil.</p> <p><math>\\$50,000 \times -0.34\% \times 10\%</math></p>	\$0.00	<p>A performance fee will not be charged.</p> <p>A Performance Deficit of \$17.00 will be carried forward into the next financial year.</p>
<p>For the financial year ended to 30 June, assuming:</p> <ul style="list-style-type: none"> <li>the Fund's performance (before fees) for the period is 11.34%</li> <li>the Performance Hurdle for the period is 3.34% (being Benchmark return of 2% and management fees and costs (excluding performance fees) of 1.34%)</li> <li>the Performance Deficit was zero at the beginning of the year (meaning a performance fee was paid in the previous year)</li> </ul>	<p>The Fund's return above the Performance Hurdle for the period is 8% (that is, 11.34% - 3.34%).</p> <p>The performance fee is:</p> <p><math>\\$50,000 \times 8\% \times 10\%</math></p>	\$400	<p>The performance fee is accrued at each Pricing Day and payable in arrears after the end of the financial year.</p>

**\* These separate examples are illustrative only. We do not provide any assurance that the Fund will achieve the performance used in the examples and you shouldn't rely on the above example in deciding whether to invest in the Fund. The actual performance fee will depend on the performance of the Fund and may vary from the example above. In addition, the performance fee may significantly exceed the values included in the above example.**

Performance fees may differ for other classes of Units offered.

### **10.3 Expense Recoveries**

Under the Constitution, the Responsible Entity is entitled to recover all expenses incurred in the proper performance of its duties in respect of the Fund, including costs associated with establishing the Fund. They may include expenses incurred in the administration, custody, management, compliance and promotion of the Fund. The Constitution does not impose a limit on the amount that the Responsible Entity can recover from the Fund as expenses, provided they are properly incurred in operating the Fund. These costs form part of the management fees and costs of the Fund, which, for Class 1P Unitholders, are currently 1.34% per annum.

### **10.4 Transaction Costs and buy/sell spread**

Transaction Costs, such as brokerage costs, government or bank charges, are costs incurred by the Fund. They are in addition to the management fees and costs and Performance Fee described above, and are paid out of the Fund's assets as and when they are incurred and are reflected in the Unit price. Transaction Costs relate to the investment activities (buying assets and disposing of assets) of the Fund and include the costs relating to exchange traded investment instruments.

The Transaction Costs for the previous financial year ended 30 June 2024 were approximately 0.30% per annum of the NAV of Class 1P Units however this may vary in future financial years. Transaction Costs may vary over time and due to differing market conditions. Actual Transaction Costs incurred on a going forward basis may be higher or lower than those realized in the financial year ending 30 June 2024.

The Transaction Costs represent an additional cost to the investor where it is not recovered by the buy/sell spread charged

by the Fund. The Transaction Costs shown in the fees and costs summary is shown net of any amount recovered by the buy/sell spread charged by the Fund.

The Fund has implemented a “buy/sell spread” which is reflected as a percentage difference between the Application Price and Withdrawal Price in order to recover some of the Transaction Costs associated with the Fund’s investment activities. There is currently no “buy spread”, and the “sell spread”, which is currently 0.10% of the Unit value, will be reflected in the Withdrawal Price. For example, if the Unit value is \$100, the sell spread for withdrawals is 10 cents per Unit, and this will reduce the Withdrawal Price to \$99.90. This example is for illustrative purposes only. This amount may change from time to time as sell spreads vary depending on the nature of the charges and the volume and types of assets being bought and sold.

The sell spread is an additional cost to you (when withdrawing your investment), which is retained in the Fund to meet the expense of investors exiting the Fund. In passing on these costs, neither the Responsible Entity nor AQR receives any financial benefit.

While the Withdrawal Price for each Unit reflects the 0.10% sell spread charge, the per annum aggregate value of the sell spread recovered by the Fund is generally less than 0.10% per annum of the aggregate NAV of Class 1P Units, since, typically, less than 100% of Unitholders withdraw in any one financial year. Aggregate sell spread recovered in any one financial year is calculated as: 0.10% multiplied by the total NAV of withdrawn Units in the relevant year, and the amount recovered by the remaining Unitholder would be equal to such Unitholder’s pro-rata share of the total aggregate sell spread recovered. The aggregate value of the sell spread recovered by Class 1P Unitholders in respect of withdrawing Fund Unitholders for the financial year ending 30 June 2024 was 0.02% per annum of the aggregate NAV of Class 1P Units. Note that actual sell spread recovered on a going forward basis may be higher or lower than that realised in the financial year ending 30 June 2024.

Based on the sell spread recovered for withdrawals in the previous financial year ended 30 June 2024 (0.02% per annum of the NAV of Class 1P Units) the net Transaction Costs for the previous financial year (representing the total Transaction Costs minus the sell spread recovered) was 0.28% per annum of the NAV of Class 1P Units. The net transactional costs are borne by the Fund.

### **10.5 Adviser Remuneration**

We do not pay any commissions to your financial adviser. However, if you have an adviser, the dealer group to which your adviser belongs and any IDPS operator may receive certain non-monetary benefits from us, such as information software or support or benefit with a genuine education or training purpose, to the extent permitted by law. These benefits are not an additional cost to you. AQR maintains records that outline certain alternative forms of remuneration that have been provided to advisors, dealer groups or IDPS operators.

### **10.6 Taxation and Goods and Services Tax (“GST”)**

Unless otherwise noted, all fees and management fees and costs specified in this PDS (including in the worked example above) are GST inclusive, net of any input tax credits (including reduced input tax credits) available to the Fund. However, if expenses are recovered from the Fund, and the Responsible Entity is required to pay GST or similar taxes in respect of that expense, the Responsible Entity may recover an amount equal to the GST or other tax from the assets of the Fund.

Please refer to Section 11 of this PDS for further information.

### **10.7 Fees Payable to AQR**

AQR may agree with a wholesale client (as defined in the Corporations Act) to waive or reduce, from time to time, all or part of the investment management fee or performance fee or use part of its investment management fee to provide a management fee rebate to that wholesale client or pay for Units to be issued to that wholesale client. If it were to do so, AQR would enter into this arrangement in its own capacity and not as agent or otherwise for or on behalf of the Responsible Entity. In accordance with ASIC policy, individual fee arrangements cannot be negotiated with retail investors. Please contact AQR Australia for more information.

### **10.8 Maximum Fees and Charges**

The Fund’s Constitution allows the Responsible Entity to charge maximum fees as outlined below.

- Contribution fee: 5 percent of the Application Price

- Withdrawal fee: 5 percent of the Withdrawal Price
- Management fee: 3 percent per annum of the gross value of the assets
- Expense recoveries: Unlimited

The Responsible Entity does not currently charge a contribution fee or withdrawal fee. The Responsible Entity has waived its management fee such that it will only be paid a portion of the maximum fee it is allowed to charge under the Fund's Constitution.

#### **10.9 Increases or Alterations to Fees**

Should there be a decision to increase fees, Unitholders will be given 30 days prior notice. All fees and costs disclosed in this section are based on information available as at 30 June 2024. You should refer to the Fund's website at [www.aqraustralia.com](http://www.aqraustralia.com) from time to time for any updates which are not materially adverse to investors.

## 11. TAX CONSIDERATIONS

### Important Note:

Neither AQR nor the Responsible Entity provides financial or taxation advice and this PDS cannot address all of the taxation issues that may be relevant to particular investors.

The information below is provided by way of general summary only and does not deal with the particular circumstances of individual investors. Investors should obtain their own advice in relation to their individual circumstances.

This summary is based on the tax laws and announced Government proposals that are current at the date of this PDS. Tax laws and the Australian Taxation Office's ("ATO") and Courts' interpretation and rulings may be altered at any time. Neither AQR nor the Responsible Entity are responsible for updating this PDS after it is issued.

This summary outlines the main Australian income tax implications for Australian resident investors who subscribe for Units under this PDS and hold those Units on capital account.

### 11.1 Entity Type – Managed Investment Trust ("MIT")

The Fund intends to satisfy the eligibility requirements to be a MIT for each income year.

The rules introduced in the Tax Laws Amendment (New Tax System for Managed Investment Trusts) Act 2016 governs the Attribution Managed Investment Trust ("AMIT") regime. An AMIT, in broad terms, is a MIT whose unitholders have clearly defined interests in relation to the income and capital of the trust and the trustee or responsible entity of the MIT has made an irrevocable election to apply the regime.

The AMIT rules contain several provisions that will impact on the taxation treatment of the Fund.

The key features include:

- an attribution model for determining member tax liabilities, which also allows amounts to retain their tax character as they flow through the trust to its members;
- the ability to carry forward understatements and overstatements of taxable income, instead of re-issuing investor statements;
- deemed fixed trust treatment under the income tax law;
- upwards cost base adjustments to units to address double taxation; and
- legislative certainty about the treatment of tax deferred distributions.

The Responsible Entity has made the election for the Fund to operate as an AMIT.

Where the Fund has different classes of Units and is an AMIT, the Responsible Entity may make a choice to treat each class in the Fund as a separate AMIT. The following comments are made on the basis that the Responsible Entity has elected for the Fund to be an AMIT.

The Fund will generally be treated as a 'flow-through' entity for Australian income tax purposes and will not be subject to income tax, on the basis that it is intended for the Unitholders in the Fund to be attributed all of the taxable income of the Fund each income year. In this case, Unitholders should be taxed on their share of the taxable income of the Fund each income year.

If the Fund makes a loss for Australian income tax purposes in an income year, the tax loss may not be attributed to Unitholders but may be carried forward by the Fund to be offset against taxable income of the Fund in future income years, subject to the satisfaction of certain tax loss recoupment rules.

The Fund is not expected to be a public trading trust.

### 11.2 Fund Income

Unitholders will be subject to tax in the income year in respect of which the taxable income of the Fund is attributed to them, irrespective of whether the income is distributed to the Unitholder after year end or is reinvested. Any profits derived by the Fund are likely to be on revenue account.



### 11.3 Foreign Income

The Fund may attribute income derived from overseas sources to Unitholders. Where this income has been taxed in its country of source, the net foreign income received is subject to foreign tax paid. However, an offset for the foreign tax may be allowed against the Unitholder's Australian tax on foreign income. There may be situations where the offset is capped or limited by the tax rules. Tax statements issued at year end would indicate the amount of foreign income attributed and any available foreign income tax offsets.

The controlled foreign company ("CFC") regime may apply to interests held by the Fund. This regime may include certain amounts on an accruals basis in the assessable income of the Fund. The Responsible Entity will attempt to manage its foreign investments so that the CFC regime does not have practical application to the Fund.

### 11.4 Taxation of Financial Arrangements ("TOFA") Regime

The Fund is subject to the TOFA regime.

The TOFA regime requires the Fund to recognise gains and losses made in respect of financial arrangements either on an accruals or realisation basis unless specific rules apply. Gains and losses on financial arrangements are included as assessable income or are available as deductions. The accruals method applies to gains or losses that are "sufficiently certain". Gains and losses from financial arrangements that are not "sufficiently certain" are included as assessable income or available as a deduction when they are realised.

### 11.5 Australian CGT Implications for Unitholders on Disposal or Redemption

Generally, where the Unitholder acquired a Unit in the Fund as a long-term income producing investment, any gain arising from the withdrawal or sale of the Unit will be subject to the CGT provisions.

The gains arising from the withdrawal or transfer of such Units by a Unitholder will be calculated as the excess of the transfer price or withdrawal proceeds over the Unit's cost base. Withdrawal proceeds which represent taxable income of the Fund are taxed separately and are not included in this calculation.

Where the Unitholder is an individual, a trust or a complying superannuation fund, a CGT "discount" may be available where the Units have been held by the Unitholder for 12 months or more. The discount is one-half for Unitholders that are individuals or trusts, and one-third for complying superannuation entities. No discount is available for corporate Unitholders.

If a capital loss arises on disposal of a Unit, such capital loss may only be offset against capital gains derived by the Unitholder. Any unapplied capital loss can generally be carried forward to be offset against capital gains in future years, subject to satisfying certain loss integrity tests in the case of Unitholders which are companies or trusts.

### 11.6 Tax File Numbers

Unitholders have the option of including their Tax File Number ("TFN") on the Application Form at the time of investment. Quotation of a TFN is not compulsory, but if a TFN is not quoted (and no exemption from quotation of a TFN is available), the Responsible Entity is required to deduct tax from any distribution at the highest marginal tax rate (currently 45% plus the Medicare Levy) until such time as a TFN is quoted. The use and disclosure of a TFN is strictly regulated by tax laws and the Privacy Act 1988 (Cth).

### 11.7 Australian Business Number ("ABN")

If Unitholders do not wish to quote their TFN and are making an investment as part of their enterprise, they may quote their ABN as an alternative. Where Unitholders quote their ABN, deduction of tax at the highest marginal tax rate is not required.

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

The Fund is registered for GST.

No GST should be payable by the Fund in respect of dealings in the Units, investment in cash and cash equivalents or in respect of distributions from the Fund. GST may be payable by the Fund under the reverse charge provisions for acquisitions it makes from suppliers outside of Australia that relate to its input taxed activities. For example, the fees payable to AQR may give rise to a 'reverse charged' GST liability for the Fund.

Some of the acquisitions made by the Fund are likely to be subject to GST (and have an embedded GST component in

their cost). This includes third-party costs for goods and services acquired in connection with its operations (to the extent that they are connected with Australia), the Responsible Entity's fees and certain administration expenses. It is expected that the Fund will be entitled to claim back some or all of this GST from the ATO by way of input tax credits or reduced input tax credits.

### **11.9 Stamp Duty**

The issue, withdrawal or transfer of Units should not attract stamp duty. The Responsible Entity may refuse to register any transfer of Units and need not provide any reasons.

### **11.10 U.S. Tax Withholding and Reporting under the Foreign Account Tax Compliance Act ("FATCA")**

The United States of America has introduced rules (known as FATCA) which are intended to prevent U.S. persons from avoiding tax. Broadly, the rules may require the Fund to report certain information to the ATO, which may then pass the information on to the US Internal Revenue Service ("IRS"). If you do not provide this information, we will not be able to process your application.

To comply with these obligations, the Responsible Entity will collect certain information about you and undertake certain due diligence procedures to verify your FATCA status and provide information to the ATO in relation to your financial information required by the ATO (if any) in respect of any investment in the Fund.

### **11.11 Common Reporting Standards**

The Australian government has implemented the OECD Common Reporting Standards, Automatic Exchange of Financial Account Information ("CRS") from 1 July 2017. CRS, like the FATCA regime, requires banks and other financial institutions to collect and report information to the ATO.

CRS requires certain financial institutions to report information regarding certain accounts to their local tax authority and follow related due diligence procedures. The Fund is a 'Financial Institution' under the CRS and complies with its CRS obligations by obtaining and reporting information on relevant accounts (which may include your units in the Fund) to the ATO. For the Fund to comply with their obligations, the Responsible Entity will request that you provide certain information and certifications to the Responsible Entity. The Responsible Entity will determine whether the Fund is required to report your details to the ATO based on its assessment of the relevant information received. The ATO may provide this information to other jurisdictions that have signed the "CRS Competent Authority Agreement", the multilateral framework agreement that provides the mechanism to facilitate the automatic exchange of information in accordance with the CRS. The Australian Government has enacted legislation amending, among other things, the Taxation Administration Act 1953 of Australia to give effect to the CRS.

**This is only a summary of the tax treatment that may apply to the investment and should not be relied upon by investors. This information is based on the tax laws and announced Government proposals that are current at the date of this PDS. Tax laws and the ATO's and Courts' interpretation and rulings may be altered at any time. Neither the Responsible Entity nor AQR is liable for taxation information provided herein.**

## 12. APPLICATIONS, WITHDRAWALS AND DISTRIBUTIONS

### 12.1 How to Apply for Units in the Fund

#### *Indirect investors*

Indirect investors gaining exposure to the Fund through an IDPS Platform do not themselves become Unitholders in the Fund. Instead, it is the operator of the IDPS Platform (or its custodian) that has the rights of a direct investor and they may choose to exercise these rights in accordance with their arrangements with you. To invest in the Fund, indirect investors need to follow the instructions of the IDPS Platform operator, and will receive reports and other information from that operator. Any enquiries should be directed to them. Additional investments are also to be made through this operator.

It is a condition for an indirect investment into the Fund by an investor who is a retail client (as defined in Corporations Act) that the indirect investor has received personal financial advice in respect of the Fund.

#### *Direct investors*

Applications will generally be processed on each Business Day ("Application Day"). Initial applications for Units in the Fund can only be made by completing the Application Form accompanying this PDS. For initial investments, an original and validly completed Application Form must be received by the Administrator by the time prescribed by the Responsible Entity, which is currently 2pm (Sydney time) on the applicable Application Day. The minimum initial investment is currently AUD\$25,000.

Additional investments can be made into the Fund at any time by emailing a duly completed and signed Additional Application Form to the Administrator by the time prescribed by the Responsible Entity (which is currently 2pm (Sydney time)) on the applicable Application Day, in order for Units to be issued on that Application Day.

It is a condition for a direct investment into the Fund by an investor who is a retail client (as defined in Corporations Act) that the investor has received personal financial advice in respect of the Fund. Direct investors who are retail clients are required to confirm that they have received personal financial advice in respect of the Fund and provide details of their financial advisor in the Application Form.

Applications received after the above cut-off time will not be accepted on the relevant Application Day but may be carried forward to the next Application Day without interest earned. The Responsible Entity may however accept applications which are received after the cut-off times at its discretion. The Responsible Entity may process applications more frequently, may change the place at which applications are to be received and may reduce the notice period.

None of the Administrator, AQR, AQR Australia, the Responsible Entity or their duly appointed agents will be responsible to an Applicant for any loss resulting from the non-receipt or illegibility of any application sent by email or for any loss caused in respect of any action taken as a consequence of such email believed in good faith to have originated from properly authorised persons.

Cleared funds must be received in the applications account set out in the Application Form by the time prescribed by the Responsible Entity (which is currently 2pm (Sydney time)) on the applicable Application Day.

Investments must be made by cheque or any other payment method acceptable to the Administrator, provided that cleared funds must be received by the time prescribed by the Responsible Entity (which is currently 2pm (Sydney time)) on the applicable Application Day. The minimum additional investment is AUD\$5,000, and must be made in accordance with the PDS current at the time of the additional investment. You can obtain a copy of the current PDS, free of charge, by contacting AQR Australia (contact details are set out in Section 15 of this PDS) or visiting the website [www.aqraustralia.com](http://www.aqraustralia.com).

For those applications that are accepted, the Constitution provides that Units will be taken to be issued as at the relevant Application Day, and the Applicant's name will be entered in the register of Unitholders as the holder of Units of the relevant Class as represented by the amount of application money. This is the case even where, as at the Application Day, the number of Units may not have been ascertained (for example, because the Application Price has not been determined at that time).

Where an application is accepted, a confirmation will be sent to the Applicant confirming that the applicant has been accepted. If the first confirmation note does not specify the number of Units issued, the current Application Price and the closing balance, a second confirmation note will be sent confirming these details. No Unit certificates will be issued.

The Responsible Entity has the discretion not to accept applications and need not provide any reason for rejecting any application.

Any interest earned on the applications account will be paid into and retained by the Fund, not attributable to the Applicant.

## **12.2 Cooling Off**

Unitholders that qualify as “retail clients” for the purposes of the Corporations Act have a 14-day cooling-off period during which they may have their application money (subject to certain adjustments) returned to them. This 14-day cooling-off period starts on the earlier of the date you receive the transaction confirmation or five business days from the date on which you became an investor. Within this period you may withdraw your investment by sending the Administrator a letter to the address set out in Section 15 of this PDS. The letter must include the following details: full name, address, date of birth, name of Fund and amounts invested, and, if known, the investor number and date of application.

Generally, the amount repaid to retail investors will be their application amount, adjusted to take into account market movements (either up or down) to the date (or as soon as practicable after) of receipt of the cooling-off notice, less an amount that the Responsible Entity determines in respect of reasonable administrative and Transaction Costs that are reasonably related to the issue of the Units and the subsequent withdrawal.

This right does not apply to distribution re-investments, where the Fund is illiquid or where you have exercised a right in respect of the investment (e.g. made a partial withdrawal).

Applicants that qualify as wholesale clients (i.e. those that have invested at least AUD\$500,000 or otherwise qualify as a wholesale client) or indirect investors have no cooling off rights.

## **12.3 Minimum Initial and Additional Investments and Minimum Balances**

The minimum initial investment is currently AUD\$25,000, and the minimum additional investment for the Fund is AUD\$5,000. The minimum investment balance is AUD\$10,000. The Responsible Entity may, in its absolute discretion, accept lesser amounts as well as change these amounts from time to time.

## **12.4 Withdrawals**

### *Indirect investors*

Indirect investors need to follow the instructions of the IDPS Platform operator to make a withdrawal from the Fund.

### *Direct investors*

A direct investor may request to withdraw all or part of their investment in the Fund by providing the Administrator with a written notice of withdrawal. Withdrawals are subject to the minimum withdrawal amount of AUD\$5,000 as well as maintaining a minimum balance of AUD\$10,000. Withdrawal requests are processed as at the close of business each Business Day (“Withdrawal Day”), and withdrawal requests must be received by the Administrator by 2pm (Sydney time) on the Withdrawal Day. The Responsible Entity may at its discretion accept withdrawal requests which are received after the cut-off times but before the close of business in the last relevant market to close on the Pricing Day. The Responsible Entity may change the notice periods and the place at which withdrawal requests must be received.

A withdrawal request must be made in the form approved by the Responsible Entity and the Administrator, and it must be signed by the Unitholder or such Unitholder’s authorised signatories. If required, please contact the Administrator for a copy of this form (contact details are set out in Section 15 of this PDS). Withdrawal requests may be sent by email. If Unitholders choose to send withdrawal requests by email, they bear the risk of such requests not being received. None of the Administrator, AQR, AQR Australia, or the Responsible Entity accept any responsibility or liability for any loss caused as a result of non-receipt or illegibility of any email notice or for any loss caused in respect of any action taken as a consequence of such email instructions believed in good faith to have originated from properly authorised persons.

Withdrawal proceeds will not be paid to third parties. Withdrawal proceeds do not reflect any bank charges which may be applicable. In normal circumstances, withdrawal proceeds will generally be paid within 5 Business Days from the applicable Withdrawal Day. However, under the Constitution, the Responsible Entity has up to 30 days from the Withdrawal Day to pay withdrawal proceeds.

While the Fund is not liquid, withdrawals may only be made in accordance with the provisions of the Corporations Act.

The Responsible Entity has the right to delay and stagger processing withdrawal requests where withdrawal requests in

respect of Units on any Withdrawal Day in aggregate exceed a certain percentage of the number of Units on such Withdrawal Day as outlined in the Fund's Constitution. In this case, all withdrawal requests may be scaled down by the Responsible Entity pro rata in accordance with the Fund's Constitution. The Responsible Entity may further determine that any withdrawal requests that have been postponed from any prior Withdrawal Day shall have priority on any subsequent Withdrawal Day.

The Responsible Entity is not permitted to process withdrawal requests after it commences winding up the Fund.

The Responsible Entity may also determine that it is desirable for the protection of the Fund, or is in the interests of Unitholders (as a whole), to suspend the issue or withdrawal of Units or the calculation of Withdrawal Prices or Application Prices or the payment of proceeds of any withdrawal whilst:

- an emergency (including an emergency caused by a mechanical or electronic malfunction) exists as a result of which it is not reasonably practicable for the Responsible Entity to acquire or dispose of assets or to determine fairly the Application Price or Withdrawal Price; or
- any relevant financial, stock, bond, note, derivative or foreign exchange market is closed; or
- trading on any such market is restricted; or
- any state of affairs exists as a result of which it is not reasonably practicable for the Responsible Entity to acquire or dispose of the assets of the Fund or to determine fairly the Application Price or Withdrawal Price; or
- any moratorium declared by a government of any country in which a significant proportion of the Fund is invested exists.

Unitholders will be notified in writing of any material changes to withdrawal rights as soon as practicable through the AQR Australia website at [www.aqraustralia.com](http://www.aqraustralia.com).

## **12.5 Unit Price**

Generally, the Unit price will be calculated using the last available value as at the close of business in the last relevant market to close on the Pricing Day. For the purposes of calculating the NAV of the relevant class of Units, if the market for a particular security held by the Fund was not open (e.g., due to bank holidays or weekends) on the Pricing Day, AQR will use the last available price of such security. The Unit price will reflect any net income accrued since the end of the last distribution period. The cost of valuations is paid out of the Fund.

The current NAV of the Fund is based on the current market value of the assets of the Fund, calculated in accordance with the Constitution, less all liabilities.

For any Pricing Day, the NAV of the Units of each class shall be calculated by the Administrator (in consultation with AQR), as at the relevant Pricing Day, in accordance with the following rules:

- The Administrator shall allocate assets and liabilities, such as costs and expenses, between classes of Units so that assets and liabilities of a particular class are allocated to that class.
- Where a liability does not relate solely to a specific Class but relates to the Fund as a whole, the Responsible Entity will instruct the Administrator to allocate the liability among all classes in the proportion which the Net Asset Value of the class bears to the Net Asset Value of the Fund.
- The Administrator shall determine the NAV per Unit of a class of Units by dividing the NAV of the Class by the number of Units in issue of the class. The resulting amount is calculated to six decimal places.
- Each new Unit of a class will be issued at an Application Price that is calculated on the basis of the NAV of that class, in accordance with the Constitution.

As more fully described in Section 10.4, the "sell spread" will be reflected in the calculation of the Withdrawal Price, prior to the determination of the number of Units to be withdrawn.

The Withdrawal Price for a Unit is calculated on the basis of the NAV of the Class, in accordance with the Constitution.

The Responsible Entity can defer the calculation of Unit prices where permitted by the Fund's Constitution and the law.

**12.6 Discretion in Calculating Unit Prices**

The Responsible Entity has prepared documents describing how it will exercise discretions when calculating Unit prices. These documents are available from the Responsible Entity at no charge.

**12.7 Distributions**

Distributions, if any, will be made on an annual basis, however the Responsible Entity has the ability to make interim distributions. Annual income distributions are declared as at 30 June and paid within 90 days.

The amount distributed in relation to the Fund is calculated taking into account the taxable income of the Fund and after allocating to each class of Units, the costs and expenses particular to that class.

**12.8 Reinvestment of Distributions**

If a Unitholder chooses to reinvest distributions into the Fund, such Unitholder will be issued new Units in the same class from which such distribution was paid.

## 13. ADDITIONAL INFORMATION

### 13.1 Winding up Fund

The Constitution provides that the Fund will terminate on the earliest to occur of:

- two days before the 80<sup>th</sup> anniversary of the date of the Constitution;
- the date on which an event occurs which under the Corporations Act or the Constitution obliges the Responsible Entity to wind up the Fund; or
- a date determined by the Responsible Entity, being a date of which at least one month's prior written notice has been given to Unitholders.

### 13.2 Privacy

The Responsible Entity may collect personal information from you in order to be able to process your application, administer your investment and comply with any relevant laws. If you do not provide us with your relevant personal information, we will not be able to do so. In some circumstances we may disclose your personal information to the Responsible Entity's related entities or service providers that perform a range of services on our behalf and which may be located overseas.

Privacy laws apply to our handling of personal information and the Responsible Entity will collect, use and disclose your personal information in accordance with its privacy policy, which includes details about the following matters:

- the kinds of personal information the Responsible Entity collects and holds;
- how the Responsible Entity collects and holds personal information;
- the purposes for which the Responsible Entity collects, holds, uses and discloses personal information;
- how you may access personal information that the Responsible Entity holds about you and seek correction of such information (note that exceptions apply in some circumstances);
- how you may complain about a breach of the Australian Privacy Principles ("APP"), or a registered APP code (if any) that binds the Responsible Entity, and how the Responsible Entity will deal with such a complaint.

The Administrator's privacy policy may be found at <http://www.statestreet.com/utility/privacy-notice.html>, the Responsible Entity's privacy policy may be found at <https://www.perpetual.com.au/privacy-policy> and AQR Australia's privacy policy may be found at <https://australia.aqr.com/privacy>.

If you are investing indirectly through an IDPS Platform, we do not collect or hold your personal information in connection with your investment in the Fund. Please contact your IDPS Platform operator for more information about their privacy policy.

### 13.3 Anti-Money Laundering and Counter-Terrorism Financing Laws

The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) ("AML Act") and other applicable anti-money laundering and counter terrorism laws, regulations, rules and policies which apply to the Responsible Entity ("AML Requirements"), regulate financial services and transactions in a way that is designed to detect and prevent money laundering and terrorism financing. The AML Act is enforced by the Australian Transaction Reports and Analysis Centre ("AUSTRAC").

In order to comply with the AML Requirements, the Responsible Entity is required to, amongst other things:

- verify your identity and source of your application monies before providing services to you, and to re-identify you if they consider it necessary to do so; and
- where you supply documentation relating to the verification of your identity, keep a record of this documentation for seven years.

The Responsible Entity and any agent acting on our behalf reserve the right to request such information as is necessary to verify the identity of an Applicant and the source of the payment. In the event of delay or failure by the investor to produce this information, the Responsible Entity may refuse to accept an application and the application monies relating to such application or may suspend the payment of withdrawal proceeds if necessary to comply with AML Requirements.

applicable to them. Neither the Responsible Entity nor our agents shall be liable to the Applicant for any loss suffered by the Applicant as a result of the rejection or delay of any application or payment of withdrawal proceeds.

The Responsible Entity has implemented a number of measures and controls to ensure it complies with its obligations under the AML Requirements, including carefully identifying and monitoring investors. As a result of the implementation of these measures and controls:

- transactions may be delayed, blocked, frozen or refused where the Responsible Entity has reasonable grounds to believe that the transaction breaches the laws or sanctions of Australia or any other country, including the AML Requirements;
- where transactions are delayed, blocked, frozen or refused the Responsible Entity or our agents are not liable for any loss you suffer (including consequential loss) caused by reason of any action taken or not taken by them as contemplated above, or as a result of the Responsible Entity's compliance with the AML Requirements as they apply to the Fund; and
- the Responsible Entity or our agents acting on our behalf may from time to time require additional information from you to assist it in this process.

The Responsible Entity has certain reporting obligations under the AML Requirements and is prevented from informing you that any such reporting has taken place. Where required by law, the Responsible Entity may disclose the information gathered to regulatory or law enforcement agencies, including AUSTRAC.

The Responsible Entity or our agents are not liable for any loss you may suffer as a result of our compliance with the AML Requirements.

#### **13.4 Limitations of Liability of Unitholders**

The Constitution seeks to limit the liability of Unitholders by providing that a Unitholder is not obliged to make any contribution to the Fund or to indemnify the Responsible Entity, or any creditor of either or both of them, if there is a deficiency of the assets of the Fund. However, because this is a matter which can ultimately only be determined by the Courts, none of the Responsible Entity, AQR, any related body corporate of any of them or any of their respective directors, officers or employees gives any assurance or guarantee to this effect.

#### **13.5 Constitution**

The Fund's Constitution dated 16 December 2010 (as amended) is a trust deed executed by the Responsible Entity. It binds the Responsible Entity and all Unitholders. A copy of the Constitution is available free of charge from AQR Australia on request. Its principal provisions include those dealing with:

- the duration of the Fund including termination;
- duties and obligations of the Responsible Entity (and their delegation);
- the Responsible Entity's powers (which are wide ranging and include the power to borrow);
- the power to offer different classes of Units (identical rights attach to all Units within the same class, however, the rights and obligations attaching to different classes may vary);
- fees and recoverable expenses, and the limitation of the Responsible Entity's liability and indemnification;
- Unitholder meetings;
- the method by which complaints are dealt with;
- the calculation, entitlement to and distribution of income;
- calculation of Unit Application and Withdrawal Prices and related mechanisms; and
- the right to refuse to register a transfer of Units.

The Constitution may be amended by the Responsible Entity at any time if the amendments are not adverse to the rights of Unitholders. Otherwise, the approval of Unitholders by special resolution must be obtained.

The Fund terminates two days before 80 years from establishment, but the Responsible Entity can terminate it earlier by



notice to Unitholders. On termination the Responsible Entity will realise the assets and pay to Unitholders their share of the net proceeds of realisation.

Subject to the Corporations Act, except in the case of fraud or dishonesty or where the Responsible Entity has failed to exercise the degree of care and diligence as required by the Constitution, the Responsible Entity is not bound to make any payments to Unitholders except out of the Fund or to be liable to Unitholders in excess of the assets of the Fund.

### **13.6 Compliance Plan**

The Responsible Entity has prepared and lodged a compliance plan for the Fund with ASIC. The plan describes the procedures used by the Responsible Entity to comply with the Corporations Act and the Constitution. The compliance plan is audited annually and the audit report is lodged with ASIC.

As part of the compliance plan, the Responsible Entity operates a service provider monitoring program to ensure service providers are complying with their service agreement obligations.

### **13.7 Enquiries and Complaints**

The Responsible Entity has established procedures for dealing with complaints. If a Unitholder has a complaint, they can contact the Responsible Entity and/or AQR Australia during business hours (please see contact details in Section 15 of this PDS).

We will endeavour to resolve your complaint fairly and as quickly as we can. We will respond to your complaint within the maximum response timeframe. The maximum response timeframe is 30 days for standard complaints. If we are unable to respond within the maximum response time because we have not had a reasonable opportunity to do so, we will write to you to let you know of the delay.

All investors (regardless of whether you hold Units in the Fund directly or hold Units indirectly via an IDPS) can access the Responsible Entity's complaints procedures outlined above. If investing via an IDPS and your complaint concerns the operation of the IDPS then you should contact the IDPS operator directly.

If an investor is not satisfied with the final complaint outcome proposed, any aspect of the complaints handling process or a delay in responding by the maximum response time, the Australian Financial Complaints Authority ("AFCA") may be able to assist. AFCA operates the external complaints resolution scheme of which the Responsible Entity and AQR Australia are members. If you seek assistance from AFCA, their services are provided at no cost to you.

You can contact AFCA on 1800 931 678, or by writing to:

Australian Financial Complaints Authority  
GPO Box 3  
Melbourne VIC 3001

Email: [info@afca.org.au](mailto:info@afca.org.au)  
Website: [www.afca.org.au](http://www.afca.org.au)

### **13.8 Consents**

AQR has given, and not withdrawn as at the date of this PDS, its consent to statements in relation to AQR in the form and context in which they are included in this PDS.

AQR Australia has given, and not withdrawn as at the date of this PDS, its consent to statements in relation to AQR Australia in the form and context in which they are included in this PDS.

### **13.9 Continuous Disclosure Requirements**

Under the Corporations Act, a registered managed investment scheme is generally considered to be a disclosing entity when it has 100 Unitholders or more and is therefore subject to continuous disclosure requirements of the Corporations Act. As at the date of this PDS, the Fund is considered a disclosing entity and is subject to certain regular reporting and disclosure obligations. Any continuous disclosure obligations the Responsible Entity has will be met by following ASIC's good practice guidance via website notices rather than lodging copies of those notices with ASIC. Accordingly, should the Responsible Entity become aware of material information that would otherwise be required to be lodged with ASIC as part of our continuous disclosure obligations, we will ensure that such material information will be made available as soon as practicable at [www.aqraustralia.com](http://www.aqraustralia.com) (located on the Fund's web page under 'Documents, Investor Notice'). If you would like hard copies of this information, contact AQR Australia (please refer to Section 15 of this PDS) and it will

be sent to you free of charge.

Unitholders have a right to obtain a copy, free of charge, the following documents:

- The annual financial report most recently lodged with ASIC by the Fund;
- Any half-year financial report lodged with ASIC by the Fund after the lodgement of that annual financial report and before the date of this PDS; and
- Any continuous disclosure notices given by the Fund after the lodgement of that annual report and before the date of the PDS.

In addition, copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office.

### **13.10 Further Information**

Additional information may also be made available to certain direct or indirect investors upon request at the sole discretion of the Responsible Entity and/or AQR as determined from time to time.

#### *Indirect investors*

If you are investing through an IDPS platform account, please contact the operator.

#### *Direct investors*

The information contained in this PDS does not purport to be comprehensive. Prospective investors should read the Constitution for all the rights and obligations of being a Unitholder in the Fund. A copy of the Constitution can be obtained by contacting AQR Australia (please see contact details set out in Section 15 of this PDS).

## 14. GLOSSARY

<b>ABN</b>	Australian Business Number.
<b>Administrator</b>	State Street Australia Limited, ABN 21 002 965 200, or such other person appointed by the Responsible Entity from time to time.
<b>AFCA</b>	Australian Financial Complaints Authority
<b>AFSL</b>	Australian Financial Services Licence
<b>AML Act</b>	<i>Anti-Money Laundering and Counter-Terrorism Financing Act 2006</i> (Cth).
<b>AML Requirements</b>	The AML Act and other applicable anti-money laundering and counter terrorism laws, regulations, rules and policies.
<b>Applicant</b>	A person who completes, signs and submits an Application Form.
<b>Application Day</b>	Each Business Day or such other day as the Responsible Entity shall determine.
<b>Application Form</b>	The application form to be completed to apply for Units, being the form accompanying this PDS, or such other form as the Responsible Entity determines.
<b>Application Price</b>	The issue price for a Unit.
<b>AQR</b>	AQR Capital Management, LLC.
<b>AQR Australia</b>	AQR Pty Limited ABN 38 116 067 255.
<b>AQR Group</b>	AQR, its affiliates and its subsidiaries.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>Asset Classes</b>	Commodities, currencies, fixed income, equities, and alternative markets (which includes credit and volatility).
<b>AUD</b>	Australian dollar.
<b>AUSTRAC</b>	Australian Transaction Reports and Analysis Centre.
<b>Benchmark</b>	Bloomberg Ausbond Bank Bill Index, measured in AUD
<b>Business Day</b>	Any day that is not a Saturday, a Sunday, a public holiday or a bank holiday in Sydney, Australia.
<b>CGT</b>	Capital gains tax.
<b>Constitution</b>	The trust deed establishing the Fund dated 16 December 2010, as amended from time to time.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Custodian</b>	State Street Australia Limited, ABN 21 002 965 200 or such other person appointed by the Responsible Entity from time to time.
<b>Fund</b>	AQR Wholesale Managed Futures Fund ARSN 147 951 791.
<b>GST</b>	Goods and Services Tax.
<b>IDPS or IDPS Platforms</b>	Master trust, wrap account, a nominee or custody service or investor directed portfolio service.
<b>Instruments</b>	Has the meaning given to it in Section 5 of this PDS.
<b>Investment Management Agreement</b>	The agreement between the Responsible Entity and AQR under which AQR is appointed to manage the assets of the Fund.
<b>NAV</b>	Net asset value.
<b>NAV of the class</b>	The NAV calculated as described in Section 12.5 of this PDS.
<b>Performance Period</b>	With respect to any class of Units, the period commencing as of the initial date of issuance of Units of such class, and thereafter each period commencing as of the day following the last day of the preceding Performance Period, and ending on the first to occur of the following: (1) 30 June; (2) in respect of Units being withdrawn from the Fund, the Withdrawal Day on

	which the Units are withdrawn; or (3) the winding up and dissolution of the Fund.
<b>Pricing Day</b>	Each Business Day or such other day as the Responsible Entity shall determine.
<b>Responsible Entity</b>	Perpetual Trust Services Limited ABN 48 000 142 049.
<b>SEC</b>	United States Securities and Exchange Commission.
<b>TFN</b>	Tax File Number.
<b>Transaction Cost</b>	Has the meaning given to it in Section 10.4 of this PDS.
<b>Unitholder</b>	A person appearing in the Fund's register.
<b>Unit</b>	An interest in the Fund.
<b>U.S.A. or U.S.</b>	United States of America.
<b>U.S. Person</b>	A person that falls within the definition of "U.S. Person" set forth in the Application Form accompanying this PDS and/or does not fall within the definition of "Non-U.S. Person" set forth in the Application Form accompanying this PDS.
<b>Withdrawal Day</b>	Each Business Day or such other day as the Responsible Entity shall determine.
<b>Withdrawal Price</b>	The withdrawal price for a Unit.

## 15. CORPORATE DIRECTORY

### Responsible Entity

PERPETUAL TRUST SERVICES LIMITED  
Level 18  
123 Pitt Street  
Sydney NSW 2000  
Australia  
Telephone: (02) 9229 9000

### Investment Manager

AQR CAPITAL MANAGEMENT, LLC  
One Greenwich Plaza, Suite 130  
Greenwich CT 06830  
U.S.A.

### AQR Australia

AQR PTY LIMITED  
Level 17  
123 Pitt Street  
Sydney NSW 2000  
Australia

### Investor Inquiries

Telephone: 1800 778 019 in Australia or +61 2 8023 6500  
Facsimile: (02) 8023 6510  
Web: [www.aqraustralia.com](http://www.aqraustralia.com)  
E-mail: [investorinquiries@aqr.com](mailto:investorinquiries@aqr.com)

### Administrator of the Fund

STATE STREET AUSTRALIA LIMITED  
Level 14  
420 George Street  
Sydney NSW 2000  
Australia  
Facsimile: (02) 9323 6411  
E-mail: [ssaltrading@statestreet.com](mailto:ssaltrading@statestreet.com)

### Auditor of the Fund

PRICEWATERHOUSECOOPERS  
One International Towers Sydney  
Watermans Quay  
Barangaroo, Sydney NSW 2000  
Australia



**AQR Capital Management, LLC**

One Greenwich Plaza, Suite 130, Greenwich, CT 06830 | **P:** +1.203.742.3600 **F:** +1.203.742.3100

**AQR Pty Limited**

Level 17, 123 Pitt St, Sydney, NSW 2000 | **P:** +61.2.8023.6500 **F:** +61.2.8023.6510 | [www.aqraustralia.com](http://www.aqraustralia.com)