



Product Disclosure Statement



Russell Investments Australian Responsible Investment ETF

ARSN: 603 169 384 – 23 March 2022

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Important information

Eligibility

The offer in this product disclosure statement (PDS) is only available to stockbrokers acting as principal. That is, persons who have been authorised as trading participants under the ASX Operating Rules (Authorised Participants) and, where required, have entered into a relevant Authorised Participant Agreement.

The minimum investment for Units in the Fund is 75,000 Units.

Investors who are not Authorised Participants looking to acquire Units in the Fund cannot invest through this PDS but may do so through the Australian Securities Exchange (ASX). Please consult your stockbroker or financial adviser. Investors who are not Authorised Participants may use this PDS for information purposes only and may obtain further information in relation to the Fund by contacting the registrar (refer to page 25 for details of how to contact the registrar).

This PDS can only be used by persons receiving it (electronically or in hard copy) in Australia and does not constitute an offer or recommendation of securities in any jurisdiction, or to any person to whom it would be unlawful to make such an offer.

Please read this PDS to find out more about the features, costs and benefits, as well as the risks involved in investing in the Fund. It is important that you read this PDS before making any decision to invest in the Fund. An investor in the Fund could lose all or a substantial part of its investment in the Fund. In particular, the performance of the Fund will depend on the performance and market value of the assets held by the Fund as a result of tracking the Index.

About this PDS

This PDS describes the main features of the Fund. This PDS is dated 23 March 2022 and is issued by Russell Investment Management Ltd ABN 53 068 338 974, AFS Licence Number 247 185, (RIM) the responsible entity of the Fund. We are a member of Russell Investments.

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

In preparing this PDS, we did not take into account your particular investment objectives, financial situation or needs. As investors' needs and aspirations differ, you should consider whether investing in the Fund is appropriate for you in light of your particular needs, objectives and financial circumstances. You may also wish to obtain independent advice.

The information in this PDS is up to date at the time of preparation. However, some information and terms (see below) can change from time to time and you can obtain updated information as set out below. If a change is considered materially adverse we will issue a supplementary or replacement PDS.

For updated or other information about the Fund, please visit our website: <https://russellinvestments.com.au/etfs>. We will also send you a copy of the updated information free of charge upon request.

The offer or invitation to subscribe for Units in the Fund under this PDS is subject to the terms and conditions described in this PDS. We reserve the right to accept or decline applications in full or in part and reserve the right to change these terms and conditions. Notice would be provided before or as soon as practicable after the change occurs.

RIM has sufficient working capital to enable it to operate the Fund as outlined in this PDS.

How to Contact Us

You can contact or find us as follows:
Russell Investment Management Ltd

GPO Box 3279
Sydney NSW 2001, Australia
russellinvestments.com.au

For Authorised Participants

Contact: Fund Operations
Tel: 1300 728 208 (in Australia)
Tel: +61 2 9229 5579 (outside Australia)
Fax: 1300 768 040 (in Australia)
Fax: +61 2 9229 5116 (outside Australia)
E-mail: Syd-fundoperations@russellinvestments.com

For other investors

Contact: Computershare Investor Services Pty Limited
Yarra Falls
452 Johnston Street
Abbotsford Vic 3067
Tel: 1800 RSL ETF (1800 775 383)
www.computershare.com.au

1. Key features

ABOUT THE FUND	
Fund Name	Russell Investments Australian Responsible Investment ETF
ASX Code	RARI
Type of investment	The Fund is classified as an exchange traded fund (ETF) which is a registered managed investment scheme. This means investors have the opportunity to buy or sell a diversified portfolio of assets in a single transaction. The portfolio is based upon an index. ETFs have a number of benefits, including diversification, transparency and taxation efficiency.
Quotation	The Fund is quoted under the AQUA Rules of the ASX. Units in the Fund may be traded like any other quoted security. For more details on the AQUA Rules, please see 'AQUA Rules' on page 9.
Responsibility Entity	Russell Investment Management Ltd ABN 53 068 338 974, AFS Licence Number 247185.
FEES	
Entry/Contribution Fee	Nil
Withdrawal Fee	Nil
Switching Fee	Nil
Transaction Fee	\$800 to create and redeem Units in the Fund, which is paid by an Authorised Participant on creation and on redemption of Units. We may waive this fee in certain circumstances.
Management Costs	0.45% p.a. comprising: <ul style="list-style-type: none">• Management fee - 0.45% p.a.• Indirect costs - 0.00% p.a.• Expense recoveries - 0.00% p.a. For more details on fees and costs, please see 'Fees and Costs' on page 16.

TRANSACTIONING

Creation unit	<p>The offer in this PDS is only available to Authorised Participants. Units can only be acquired in multiples of 75,000 under this PDS.</p> <p>Every 75,000 Units represents one Creation Unit. The minimum investment under this PDS is one Creation Unit.</p>
Creating	<p>An Authorised Participant may make an application to create Units by completing the Application for Creation/Redemption Form and transferring to the Fund a specified parcel of quoted securities (the Creation Basket) via CHESS together with a cash amount (if applicable).</p> <p>There are no cooling-off rights available.</p> <p>For further details of how to apply to create Units in the Fund, please see 'Creating and Redeeming' on page 21.</p> <p>You may purchase Units on the ASX. The purchase of Units on the ASX is not governed by the terms of this PDS. The minimum investment requirement does not apply to Units purchased on the ASX.</p>
Redemption unit	<p>Units in the Fund can only be redeemed by an Authorised Participant. Units can only be redeemed in multiples of 75,000 under this PDS.</p> <p>Every 75,000 Units represents one Redemption Unit. The minimum redemption under this PDS is one Redemption Unit.</p> <p>An Authorised Participant can apply to redeem Units by completing the Application for Creation/Redemption Form and transferring to the Fund a Redemption Unit via CHESS, in exchange for which we will transfer a specified parcel of quoted securities (the Redemption Basket) together with a cash amount (if applicable).</p> <p>For further details of how to redeem from the Fund, please see 'Creating and Redeeming' on page 21.</p> <p>You may sell your Units on the ASX. The sale of Units on the ASX is not governed by this PDS. The minimum redemption requirement does not apply to Units sold on the ASX.</p>
Distributions	<p>Distributions are calculated semi-annually or at such other time as determined by us.</p> <p>You can request to reinvest your distributions as additional Units in the Fund or have the distributions paid as cash into your nominated bank account.</p> <p>Information in relation to distributions will be disclosed to the ASX via the ASX Market Announcements Platform.</p> <p>The Fund has a mechanism in place to ensure that the Fund's income is not diluted by the creation of additional Units in the Fund. You can find more information about this feature on page 23.</p>

REPORTING ON YOUR INVESTMENT

Distributions	<p>A distribution statement will be sent to you each time a distribution is made.</p>
Website	<p>The following information can be obtained from our website at russellinvestments.com.au/etfs:</p> <ul style="list-style-type: none">• the Fund's daily NAV;• the Fund's daily NAV per Unit;• the daily underlying investments held by the Fund;• details of the daily creation and redemption baskets;• copies of announcements made to the ASX via the ASX Market Announcements Platform (including continuous disclosure notices and distribution information);• copies of the latest PDS (and any supplementary PDSs); and• copies of annual reports and financial statements.

KEY RISKS

Risks

There are a number of risks associated with investing in the Fund.

You should consider carefully the risks that may affect the financial performance of your investment in the Fund.

Some of the key risks of the Fund include:

Market risk: The performance of the Fund will depend on the performance and market value of the assets held as a result of tracking the Index. If the assets held by the Fund reduce in value, so will the value of the Fund.

Settlement risk: The Fund may be exposed to settlement risk as the Fund is reliant on the operation of CHES.

Trading risk: The Fund is quoted under the AQUA Rules on the ASX and there is a risk that the ASX may under certain circumstances suspend trading or even remove the Fund from quotation on the ASX. The underlying assets held by the Fund may also be suspended or delisted.

Market making risk: Under the AQUA Rules, RIM has certain market making obligations in respect of the Fund. In order to facilitate an orderly and liquid market in the Fund, we have appointed market maker(s) to provide alternate liquidity. Whilst we monitor our market maker(s)' ability to maintain continuous liquidity to the market, there is no guarantee that these requirements will always be met, particularly if there is a failure by a market maker.

Tracking risk: The Fund may not accurately track the Index and the actual underlying portfolio may differ to the Index. In addition, the Fund may hold cash from time to time. While we may manage the risk through the use of instruments such as futures, there may be instances when the Fund holds a larger than normal cash balance, until such a time that we invest that cash in line with the Index.

For further details on risks, please see the 'The Risks of Investing' on page 11.

2. Your guide to the fund

RUSSELL INVESTMENTS AUSTRALIAN RESPONSIBLE INVESTMENT ETF

Investment objective	The Fund aims to provide a total return before costs and tax, in line with the Russell Australia ESG High Dividend Index (Index) over the long term.
Investment strategy	<p>The Fund seeks to track the performance of the Index by investing predominantly in Australian shares and trusts listed on the ASX. The Index is weighted to companies that demonstrate positive environmental, social and governance characteristics after negatively screening for companies that have significant involvement in a range of activities deemed by us to be inconsistent with widely recognised responsible investment considerations. The Index is also weighted to improve expected future income (including franking credits). Derivatives may also be used to a limited extent to obtain or reduce exposure to such securities. We may change the investment strategy for the Fund at any time at our discretion.</p>
Index	<p>Russell Australia ESG High Dividend Index (Index).</p> <p>The Russell Australia ESG High Dividend Index is an equity index provided by Frank Russell Company (the Index Provider). The Russell Australia ESG High Dividend Index uses a selective methodology to identify and weight Australian companies based on a demonstrated commitment to responsibility in the following categories: Environmental, Social and Governance (ESG) and high quality dividend income. It is designed to provide investors with exposure to Australian equities which have demonstrated consistent commitment to environmental and social responsibility and higher governance standards.</p> <p><u>Index Construction Overview</u></p> <p>Eligible Securities</p> <p>The Russell Australia ESG High Dividend Index begins with a universe of approximately 300 stocks listed on the Australian Securities Exchange.</p> <p>Exclusions</p> <p>Companies that are considered by the Responsible Investment Committee to be inconsistent with certain ESG objectives are excluded from the Index. Such activities may include, but are not limited to, a material involvement in:</p> <ul style="list-style-type: none">• the manufacture and distribution of tobacco, alcohol, gambling, pornography and armaments;• the production or combustion of more carbon-intensive fossil fuels. <p>Companies which lag industry peers in approaching ESG risk such as involvement in activities causing environmental damage, violating human rights and businesses with questionable third-party transactions, and have a poor record of managing such ESG risk, may also be excluded.</p> <p>For more information on the Responsible Investment Committee's guidelines for determining the list of exclusions from the Russell Australia ESG High Dividend Index, please refer to the Index Construction and Methodology, which is available on our website at russellinvestments.com.au/etfs. The list of exclusions will also be made available on our website.</p> <p>Scoring</p> <p>The next step to building the Russell Australia ESG High Dividend Index utilises ESG scores and yield scores as inputs to determining Index weights. Each security is assigned an:</p> <ul style="list-style-type: none">• ESG score. A composite ESG score for securities using a robust set of multiple indicators. Securities without a composite ESG score are not eligible for the Index.• Composite Yield Score. A Composite Yield Score (CYS) is calculated for each security using multiple factors. The methodology targets not only companies that pay high dividends but also companies that pay high 'quality' dividends. The CYS model weighs the following five factors:<ul style="list-style-type: none">• 3-year Average Forecast Dividend,• 5-year Average Trailing Dividend,• 3-year Forecast Dividend Growth,• 3-year trailing dividend growth, and• 5-year standard deviation of annual Earnings per Share.

WEIGHTING

Step 1:

Using the ESG score, each security's score is translated into active weights using a non-linear algorithm. Securities that have a score greater than the pre-determined breakpoint are over-weighted and securities that have a score lower than the breakpoint are under-weighted relative to the respective benchmark.

Step 2:

For each security that has a portfolio weight greater than 0 in step 1 above, the CYS is determined. The portfolio weights derived from step 1 are then used to calculate an active weight based on the CYS. Securities that have a score greater than the breakpoint are over-weighted and securities that have a score lower than the breakpoint are under-weighted relative to the respective benchmark.

The Index trims any security with a portfolio weight of less than 0.05% and the top securities by weight are included in the final universe which is expected to comprise up to 100 securities. The weights of the remaining securities are then rescaled to the sum of 1.

The Index is reconstituted semi-annually using the data as of the last business day in February and August. The rebalanced Index is implemented on the first business day in April and October.

The list of exclusions as determined by the Responsible Investment Committee is reviewed at least semi-annually prior to rebalance dates in February and August.

For more information on how the Index is constructed, including how securities are scored and weighted, please refer to the Index Construction and Methodology which is available on our website at russellinvestments.com.au/etfs.

RIM may change the Russell Australia ESG High Dividend Index for another index at its discretion. End of day Index values will be published daily via third party data vendors.

Performance

Performance information for the Fund is available on our website at russellinvestments.com.au/etfs.

The return of capital or performance of the Fund is not guaranteed. Past performance is not a reliable indicator of future performance.

The Russell Australia ESG High Dividend Index is a trademark of Frank Russell Company and has been licensed for use by Russell Investment Management Ltd. Russell Investment Management Ltd is the Russell Investments Australian Responsible Investment ETF responsible entity. The Russell Investments Australian Responsible Investment ETF is not sponsored, endorsed, sold or promoted by Frank Russell Company and Frank Russell Company makes no representation or warranty, express or implied, to the owners of the Russell Investments Australian Responsible Investment ETF or any member of the public regarding the advisability of investing in securities generally or in the Russell Investments Australian Responsible Investment ETF particularly or the ability of the Russell Australia ESG High Dividend Index to track general stock market performance or a segment of the same. Frank Russell Company's publication of the Russell Australia ESG High Dividend Index in no way suggests or implies an opinion by Frank Russell Company as to the advisability of investment in any or all of the securities upon which the Russell Australia ESG High Dividend Index is based. Frank Russell Company is not responsible for and has not reviewed the Russell Investments Australian Responsible Investment ETF nor any associated literature or publications and makes no representation or warranty express or implied as to their accuracy or completeness, or otherwise. Frank Russell Company reserves the right, at any time and without notice, to alter, amend, terminate or in any way change the Russell Australia ESG High Dividend Index.

Frank Russell Company does not guarantee the accuracy and/or the completeness of the Russell Australia ESG High Dividend Index or any data included therein and Frank Russell Company shall have no liability for any errors, omissions, or interruptions therein. Frank Russell Company makes no warranty, express or implied, as to results to be obtained by Russell Investment Management Ltd., investors, owners of the Russell Investments Australian Responsible Investment ETF, or any other person or entity from the use of the Russell Australia ESG High Dividend Index or any data included therein. Frank Russell Company makes no express or implied warranties, and expressly disclaims all warranties of merchantability or fitness for a particular purpose or use with respect to the Russell Australia ESG High Dividend Index or any data included therein. Without limiting any of the foregoing, in no event shall Frank Russell Company have any liability for any special, punitive, indirect, or consequential damages (including, without limitation, lost profits), even if notified of the possibility of such damages.

3. Benefits of using ETFs

What are ETFs?

ETFs are quoted managed funds providing you with the opportunity to buy a diversified portfolio of assets in a single transaction.

What are the benefits of ETFs in general?

Diversification

ETFs provide you with the ability to diversify your portfolio through holding a single security.

Liquidity and transparency

As a traded security, an ETF enables you to enter and exit your investment on the ASX during trading hours. In addition, the assets held by the ETF are disclosed daily, enabling you to have full transparency to your holdings.

Taxation advantages

An ETF will change in value as the underlying portfolio changes in value and may provide income for you through distributions and franking credits. The turnover of the underlying portfolio is generally low, this may reduce the level of capital gains incurred by you and tax paid. For further details on taxation, please see 'Tax' on page 12.

Lower cost

Since ETFs are typically able to achieve lower operating costs, the management costs are generally lower compared to other forms of retail managed funds. However, brokerage or adviser fees may still apply when buying or selling an ETF.

What are the benefits specific to the Fund?

Targeted ESG exposure

The Fund will predominantly invest in Australian listed shares and trusts. It is an outcome-focused ETF, which aims to provide investors with a simple, transparent and flexible means of accessing an ESG enhanced, responsible investment portfolio of Australian listed companies and trusts.

Income protection

The Fund also seeks to improve expected future income (including franking credits) after meeting its desired responsible investment objectives. There is an 'income protection feature' designed to ensure that the income entitled to existing RARI investors is not diluted by new investors.

4. AQUA rules

The Units in the Fund are admitted to trading status on the ASX under the AQUA Rules which form part of the ASX Operating Rules. The AQUA Rules have been designed to offer greater flexibility and are specifically designed for managed funds, ETFs and structured products. Units in the Fund are not listed on the ASX under the ASX Listing Rules.

As most investors are more familiar with the ASX Listing Rules, it is important to note the main differences between the AQUA Rules and the ASX Listing Rules which are set out below:

ASX LISTING RULES	ASX AQUA RULES
Control	
<p>Entities listed under the ASX Listing Rules:</p> <ul style="list-style-type: none"> controls the value of its own securities and the business it runs; the value of those securities is directly influenced by the equity issuer's performance and conduct. e.g. the management and board generally control the fate of the business and, therefore, have direct influence over the share price. 	<p>Issuers of products quoted under the AQUA Rules:</p> <ul style="list-style-type: none"> does not control the value of the assets underlying its products; but offers products that give investors exposure to the underlying assets – such as shares, indices, currencies or commodities. The value (price) of products quoted under the AQUA Rules is dependent upon the performance of the underlying assets rather than the financial performance of the issuer itself. e.g. An ETF issuer does not control the value of the shares it invests in.
Continuous Disclosure	
<p>Products under the ASX Listing Rules are subject to the continuous disclosure requirements under ASX Listing Rule 3.1 and section 674 of the Corporations Act 2001.</p>	<p>Issuers of products quoted under the AQUA Rules are not subject to the continuous disclosure requirements under ASX Listing Rule 3.1 and section 674 of the Corporations Act 2001 but must disclose information about:</p> <ul style="list-style-type: none"> the net tangible assets (NTA) or the NAV of the Fund; dividends, distributions and other disbursements; and any other information that is required to be disclosed to ASIC under section 675 of the Corporations Act 2001 must be disclosed to ASX via the ASX Market Announcements Platform at the same time it is disclosed to ASIC. <p>The AQUA Rules require an issuer of a product quoted under the AQUA Rules to provide the ASX with information that the non-disclosure of which may lead to the establishment of a false market in its products or would materially affect the price of its products.</p>
Corporate Control	
<p>Requirements in the Corporations Act 2001 and the ASX Listing Rules in relation to matters such as takeover bids, share buy-backs, change of capital, new issuers, restricted securities, disclosure of directors' interests and substantial shareholdings apply to listed companies and schemes.</p>	<p>Certain requirements in the Corporations Act 2001 and the ASX Listing Rules in relation to matters such as takeover bids, buy-backs, change of capital, new issuers, restricted securities, disclosure of directors' interests and substantial shareholdings that apply to companies and listed schemes do not apply to products quoted under the AQUA Rules.</p> <p>Section 601FM of the Corporations Act 2001 continues to apply in relation to the removal of a responsible entity of a registered managed investment scheme by an extraordinary resolution of members.</p> <p>An extraordinary resolution is a resolution passed by a majority of the total votes that may be cast by members entitled to vote on the resolution.</p>

ASX LISTING RULES**ASX AQUA RULES**

Related party transactions

Chapter 10 of the ASX Listing Rules, which relates to transactions between an entity and persons in a position to influence the entity, specifies controls over related party transactions.

Chapter 10 of the ASX Listing Rules does not apply to AQUA products.

However, because the Fund is a registered managed investment scheme, we are still required to comply with the related party requirements in Part 5C.7 and Chapter 2E of the Corporations Act 2001 relating to related party transactions.

Auditor Rotation

There are specific requirements in relation to auditor rotation under Part 2M.4 Division 5 of the Corporations Act 2001.

Issuers of products quoted under the AQUA Rules are not subject to the requirements under Part 2M.4 Division 5 of the Corporations Act 2001.

Responsible entities of registered managed investment schemes will continue to be required to undertake an independent audit of its compliance with its scheme's compliance plan in accordance with section 601HG of the Corporations Act.

Disclosure

Entities admitted under the ASX Listing Rules are subject to the requirements of the Corporations Act 2001 in relation to the issue of a PDS.

Products quoted under the AQUA Rules will also be subject to the requirements of the Corporations Act 2001.

Periodic Disclosure

Issuers must disclose their half-yearly and annual financial information or their annual report to the ASX under Chapter 4 of the ASX Listing Rules.

AQUA product issuers are not required to disclose their half-yearly and annual financial information or annual report to the ASX. The Responsible Entity is required to lodge with ASIC and disclose to the ASX the Fund's financial reports (as required under Chapter 2M of the Corporations Act 2001).

Source: ASX Rules Framework

5. How the Fund invests

Investment Management

We will perform the investment management for the Fund. We may be assisted in this role by Russell Investments Implementation Services, LLC (a related company).

Derivatives

The Fund may use derivatives in order to achieve a desired investment position without buying or selling the underlying asset. Futures usage will generally be limited to a maximum of 5% of the Fund's value at any time. Derivatives will not be used speculatively or to leverage the Fund.

Borrowings

It is not our intention to borrow money in relation to the Fund, other than to meet short-term liquidity requirements.

ESG Considerations and Labour Standards

As a signatory of the United Nations' Principles for Responsible Investment (UNPRI) since 2009, Russell Investments has voluntarily committed to the six principles¹.

The Fund is designed to track the performance of the Index. The Index takes into account environmental, social and governance (ESG) considerations (which may include labour standards) in its selection process and eligibility criteria, set out in 'Your Guide to the Fund' on page 6, and includes:

- **Negative or exclusionary screening:** The Index seeks to exclude investments in companies that are inconsistent with widely recognised responsible investment considerations as represented in Australia including companies involved in the manufacture and distribution of alcohol, tobacco, gambling, pornography and armaments, as well as those involved in the production or combustion of more carbon-intensive fossil fuels. The Index also seeks to exclude companies that lag industry peers in approaching ESG risk, including those that have a poor record of managing such ESG risk.
- **Positive screening:** The Index is weighted towards companies that exhibit positive ESG characteristics. The Index is reconstituted semi-annually in order to review and determine company eligibility, per the Index methodology as set out in the Index Construction and Methodology which is available on our website at <https://russellinvestments.com.au/etfs>. If a company is

¹ "The six principles." UNPRI. <http://www.unpri.org/about-pri/the-six-principles/>

removed from the Index, the Fund's investment in that company will generally be sold as soon as practicable.

- **Proxy voting:** Russell Investments operates a comprehensive Proxy Voting Policy to ensure that we discharge the ownership responsibilities that clients have delegated to us in a way that is consistent, responsible and effective.

6. The Risks of investing

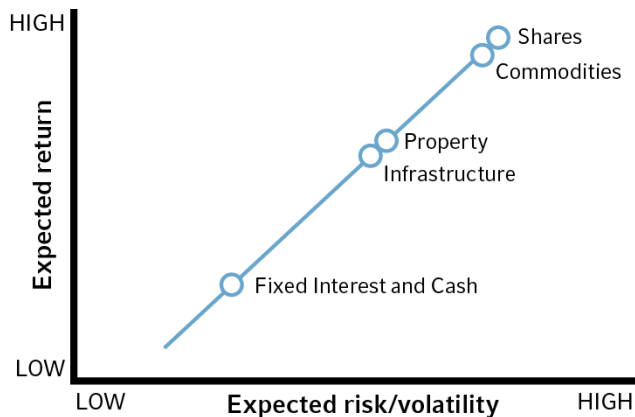
General risks

All investing involves risk. It is the trade-off for the return that investors seek. Assets with higher expected long term return generally carry a higher level of short term risk. For example, shares and commodities have relatively higher risk, and higher expected return, than fixed interest and cash.

As with most investing, it is not guaranteed that you will make money. The value of your investment can go up or down with the value of the underlying assets.

Short-term fluctuations in the value of investments are common, particularly with respect to shares and commodities. Different types of investments perform differently at different times and carry varying forms of risk.

The relative risk of an investment depends on the assets it holds. The risk/return graph below indicates the relative position of each major asset class.



Source: Russell Investment Management Ltd.

Note: The above risk/return graph indicates potential return volatility for different asset classes. Asset classes with higher volatility of returns are considered to have higher risk, but they are generally expected to produce a greater return over the long-term. Past performance is not a reliable indicator of future performance.

Risks may result in loss of income, loss of principal invested and possible delays in repayment.

You could receive back less than you invested and there is no guarantee that you will receive any income.

Managed investment scheme laws may change in the future and this may affect your investment. Also remember that past returns are not a reliable indicator of future returns. The value of an investment in the Fund and the return on such investment will be influenced by many factors (including factors outside our control), such as market and

economic conditions, government policy, political climate, interest rates, currency movements, inflation and investment managers not performing to expectation.

In relation to the Fund, the significant risks you should be aware of are:

Market risk: The performance of the Fund will depend on the performance and market value of the assets held as a result of tracking the Index. If the assets held by the Fund reduce in value, so will the value of the Fund.

Investments in securities and other financial instruments and products that are subject to market forces, risk the permanent loss of capital as a result of adverse market developments, which can be unpredictable.

Derivatives risk: The Fund may be directly exposed to exchange-traded futures. Derivatives usually derive their value from the value of a physical asset, interest rate, exchange rate or market index. They can be used to manage certain risks in investment portfolios; however, they can also expose a portfolio to additional risks.

A risk, though not unique to derivatives, includes the possibility that the position is difficult or costly to reverse or that there is an adverse movement in the asset, interest rate, exchange rate or index underlying the derivative, as derivatives do not always perfectly or even highly correlate or track the value of the assets, rates or indices they are designed to track.

A derivative contract may involve leverage. That is, it provides exposure to a potential gain or loss from a change in the level of the market price of a security, currency or basket index in a notional amount that exceeds the amount of cash or assets required to establish or maintain the derivatives 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. Accordingly, derivative instruments can be highly volatile and expose investors to a high risk of loss.

Settlement risk: The Fund may be exposed to settlement risk as the Fund is reliant on the operation of CHES. The operation of CHES means that the issue of Units can proceed independently of the transfer of the creation basket and residual cash payment. That is, the Units could be transferred to the Authorised Participant despite the fact the Authorised Participant has not complied with its obligation to deliver the creation basket and/or the residual cash payment (if applicable). If an Authorised Participant fails to comply with its settlement obligations, this may adversely impact upon the Fund. The risk is partly mitigated as participants in CHES are subject to rules of participation, which include sanctions if there is a failure to meet their obligations.

Trading risk: The Fund is quoted under the AQUA Rules on the ASX and there is a risk that the ASX may under certain circumstances suspend trading or even remove the Fund from quotation on the ASX. The underlying assets held by the Fund may also be suspended or delisted.

Under these circumstances, we may take measures, such as suspending the creation and redemption process or we may potentially terminate the Fund.

To mitigate the risk in relation to the Fund, we will use our best endeavours to meet all ASX requirements to ensure

the Units in the Fund remain quoted, including putting in place compliance and monitoring procedures. However, there is no guarantee that these requirements will always be met.

Although the Units in the Fund are quoted on the ASX, there can be no assurance that there will be a liquid market.

There is the risk that the issue price and redemption price applicable to a Unit may differ from the trading price of a Unit on the ASX. The trading price is dependent upon a number of factors, including demand for the Units in the Fund. The risk is mitigated as the application and redemption mechanism is designed to minimise the likelihood that the Units will trade on the ASX at a significantly different price to the issue price or redemption price.

Market making risk: Under the AQUA Rules, RIM has certain market making obligations in respect of the Fund. In order to facilitate an orderly and liquid market in the Fund, we have appointed market maker(s) to provide alternate liquidity. Whilst we monitor our market maker(s)' ability to maintain continuous liquidity to the market, there is no guarantee that these requirements will always be met, particularly if there is a failure by a market maker.

Tracking risk: It will not be always possible for the Fund to accurately track the Index and the actual underlying portfolio may differ to the Index. In addition, the Fund may hold cash from time to time. While we may manage the risk through the use of instruments such as futures, there may be instances when the Fund holds a larger than normal cash balance, until such a time that we are able to invest that cash in line with the Index.

Index risk: Frank Russell Company (FRC) is the provider of the Index. FRC reserves the right, at any time and without notice, to alter, amend, terminate or change the Index and such may impact upon our ability to manage the Fund in accordance with its stated investment strategy. In the event that the Fund or any Unitholder suffers a loss due to any error, omission, or interruption arising in relation to the Index, FRC will not compensate the Fund or any Unitholder for such loss.

Distributions risk: There is no assurance that the Fund will pay a distribution. The Fund is reliant on the receipt of dividends and distributions from the Fund's assets. There is no assurance that these assets will declare dividends or make distributions.

Liquidity risk: The Fund may be exposed to securities which are traded infrequently or the typical daily trade volumes are small. It may not be possible to sell such securities when it is desirable to do so or to realise what we think is fair value in the event of a sale. We aim to reduce this risk by understanding the liquidity characteristics of the securities in the Fund and planning or trading to minimise the adverse consequences of low liquidity.

Political risk: The Fund's investments may be affected by uncertainties such as political developments or changes in government policies.

Change in law: There may be a change in law affecting the Fund (including taxation) at any time which may affect your investment in the Fund.

Fund risk: As the Fund is a managed investment scheme, there are a number of risks. These include the Fund may

terminate under the terms of the constitution, the terms, fees and charges could change, or we could retire or be replaced as responsible entity of the Fund.

Operational risk: The Fund is subject to a number of operational risks; in particular, the Fund relies on a number of service providers to operate the Fund. There is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. Adverse impacts may arise internally through human error, technology or infrastructure changes, or through external events, such as third-party failures or crisis events. Russell Investments has processes designed to manage these risks.

Russell Investments risk: Several members of Russell Investments provide services to the Fund. As discussed at page 20, these related parties are appointed subject to arm's length commercial terms. However, a change in the circumstances of Russell Investments (such as the sale of an entity) could have an adverse impact on the operation or performance of the Fund.

To manage your risks, you should obtain professional investment advice that is tailored to your investment objectives, financial situation and particular needs. A proper risk assessment should take into account your age, your investment timeframe, your risk tolerance and the other investments that you hold.

7. Tax

The following summary of Australian taxation matters is a general guide in relation to the Australian taxation implications applicable to the Fund for Australian resident Unitholders. It is intended as an outline of some of the Australian tax issues which may affect an investment in the Fund and should not be relied upon as a complete statement of all the potential tax considerations which may arise upon investing in the Fund.

The summary assumes that Unitholders will be either stockbrokers, who will acquire or dispose of Units by application or redemption, or other investors, who will acquire or dispose of Units by buying or selling them on the ASX AQUA market. In the case of stockbrokers, it is assumed that they act as a principal i.e., are authorised as trading participants under the ASX Operating Rules and, where required, have entered into an Authorised Participant Agreement.

It is assumed that stockbrokers hold their Units in the Fund as trading stock as part of a securities trading business, and that other Unitholders hold their Units on capital account.

The summary is based on the Australian tax laws as at the date of the PDS. The Australian tax laws are subject to continual change, and as the tax treatment applicable to Unitholders may differ, it is recommended that all Unitholders seek their own professional advice on the taxation implications before investing in the Fund.

Non-residents should seek specific advice from their tax advisers on the Australian tax implications of investing in the Fund.

Taxation of the Fund

The tax position of the Fund and Unitholders will depend on whether the Fund qualifies as a Managed Investment Trust (MIT) and in turn, an Attributed Managed Investment Trust (AMIT) for the income year, as described below.

It is expected that the Fund will continue to qualify as a MIT and the Responsible Entity has made an election for the Fund to be treated as an AMIT. It is intended that the Fund be treated as 'flow through' for income tax purposes, where for each year of income, the Unitholders of the Fund are taxed on the taxable income of that Fund and not the Responsible Entity (RE).

If the Fund incurs a tax loss for an income year, the Fund cannot pass that loss to Unitholders. Instead, the Fund may carry the loss forward to offset taxable income of subsequent income years, subject to the Fund meeting certain conditions.

The Responsible Entity has made an irrevocable election to treat eligible assets (such as company shares and units in unit trusts but excluding derivatives and foreign exchange contracts) on capital account. Accordingly, realised gains on certain assets may be eligible for the capital gains discount concession (after capital losses have been recouped).

The Fund may attribute capital gains or income, arising on the sale of securities to meet a significant redemption, on a fair and reasonable basis to the redeeming Unitholder, as permitted by the AMIT regime. Furthermore, whereas decreases in the capital gains cost base of units may arise for trusts including MITs, cost base increases may also be available for units in AMITs.

Refer to 'Taxation of Australian Resident investors' below for more information.

If the Fund does not qualify or ceases to qualify as a MIT, and thereby as an AMIT, for a given income year, the tax position of the Fund and Unitholders may change for that year. If the Fund meets the eligibility requirements in a subsequent year, it may resume being treated as a MIT or an AMIT as the case may be.

Even where the Fund does not qualify as an AMIT for a year of income, flow through tax treatment is intended to remain available, however certain features pertaining to MITs and AMITs will not apply (such as cost base increases described below under Taxation of Australian Resident investors).

Taxation of Australian Resident investors

General

Australian Unitholders should not be taxed on the cash distributions they receive from the Fund but on the amount of income and capital gains of the Fund which has been attributed to them on a fair and reasonable basis. The tax character of income (e.g. dividends, capital gains - discounted or otherwise) will flow through the Fund to the Unitholder.

Unitholders may also be attributed franking credits attached to dividend income. Unitholders should seek their own tax advice on the additional criteria which has to be met (including the 45 day holding period rule) to claim these

credits as an offset against their tax liability. For an Australian Resident individual or complying superannuation entity, the franking credits may give rise to a refund of tax for a given year where the sum of available franking credits exceeds their tax liability for that year, and in certain cases may generate tax losses for corporate entities.

If Unitholders receive distributions of cash in excess of taxable components attributed to them, they may be required to reduce the cost base of their units. Should the cost base of a Unitholder's units be reduced below zero, the amounts in excess of the Unitholder's cost base are a capital gain that should be included in the Unitholder's calculation of their net capital gain or loss for the income year.

Conversely, if Unitholders are attributed taxable amounts from a distribution which they have not received in cash, Unitholders may be able to increase the cost base of their units in the Fund.

Unitholders will be provided with an Attribution Managed Investment Trust Member Annual (AMMA) statement each year setting out the amounts to which they have been attributed and any adjustments to be made to the cost base of their units.

Capital gains attributed by the Fund

The Fund may attribute capital gains to Unitholders on a fair and reasonable basis. In general, it is intended that realised capital gains (if any) arising from in-specie transfers of assets immediately prior to a redemption of Units will be attributed to the redeeming Unitholder (discussed below). Other capital gains will generally be attributed to Unitholders entitled to the final distribution on 30 June each year.

If the Fund attributes a discount capital gain to a Unitholder, the Unitholder must first multiply the discount capital gain by 2 to determine the nominal capital gain. Individual, trust and complying superannuation fund Unitholders may then claim the relevant discount capital gains concession applicable to them against the nominal gain in determining the net capital gain included in their assessable income. No discount is available to corporate Unitholders. Unitholders may also be able to offset other capital losses against the nominal capital gain amount. Capital losses must be offset against gross discount capital gains before any discount concession is applied.

For Unitholders who are stockbrokers, distributions received may be taxable in full as ordinary income. It is recommended that stockbrokers seek their own independent professional taxation advice regarding the tax treatment of distributions from the Fund.

Application for creation and redemption of Units by Authorised Participants (stockbrokers)

As the precise taxation implications will depend on each stockbroker's specific circumstances, it is recommended that stockbrokers seek their own independent professional taxation advice concerning the consequences of investing in the Fund. The comments below are general in nature only.

In-specie applications

The consideration for an application for creation of Units will be made by an in-specie transfer of a specified basket of equity securities (the creation basket). The transfer will represent a disposal of the securities by the stockbroker for an amount equal to the market value of the Units received, plus any negative, or minus any positive, purchase cash component (plus the transaction fee).

On the assumption that such Unitholders would hold the securities as trading stock in the course of their securities trading business, profits derived would generally be assessable as ordinary income and losses incurred would generally be allowable deductions. Specifically, the proceeds received on disposal of the creation basket (i.e. the value of the Units received plus or minus the purchase cash component) should be treated as assessable income and a deduction will effectively be allowed for the cost (or opening tax value) of the securities contributed.

The Units acquired should be treated as trading stock acquired for a cost equal to the value of the securities contributed plus any positive, or minus any negative, purchase cash component (plus the transaction fee).

In-specie redemptions

In respect of a redemption of Units, the total proceeds received (or the 'Withdrawal Amount') may include a distribution of income (a 'Withdrawal Income Entitlement'). The balance of the Withdrawal Amount is the 'Redemption Price'. The Withdrawal Amount will be made by way of an in-specie transfer of a specified basket of securities (the Redemption basket) plus any positive, or minus any negative, withdrawal cash component.

The Withdrawal Income Entitlement (if any) may, depending on the circumstances, include a distribution of realised capital gains and a share of other realised income of the Fund. The attribution of income and the allocation of tax components will be advised to the Unitholder after 30 June, in the AMMA statement, once the final tax calculations for the Fund for that year have been completed.

In calculating the Unitholder's profit or loss on disposal of the Units for tax purposes, the proceeds on disposal of the Units should be the Redemption Price. On the assumption that the Units are held as trading stock, the assessable profit or deductible loss on disposal of the Units should be equal to the Redemption Price less the cost (or opening tax value) of the Units. Specifically, the Redemption Price component of the Withdrawal Amount should be brought to account as assessable income on the disposal of the Units, and a deduction should be available for the cost (or opening tax value) of the Units. The transaction fee paid in respect of the redemption should also be allowable as a deduction.

An alternative view may exist whereby the full Withdrawal Amount could be construed as the disposal proceeds instead of the Redemption Price. In this instance double taxation could arise as the Withdrawal Income Entitlement could still be assessable both as a distribution of income and as part of the disposal proceeds. However, it is considered that this result will not arise in the case of Units held and redeemed as trading stock, as a result of certain provisions in the tax legislation against the same amount being taxed twice, as well as a general judicial principle against double taxation.

Acquisition and disposal of Units on the ASX AQUA market

For a Unitholder holding Units on capital account, the amount paid for the shares acquired on the ASX AQUA market (plus incidental acquisition costs) will be included in the capital gains cost base of the Units. The sale of Units on the ASX AQUA market, will give rise to a CGT event which may result in a capital gain or loss to the Unitholder. The capital gains discount concession may be available to individuals, trusts and complying superannuation entities where the Units have been held for at least 12 months. The capital gains discount is 50% for a resident individual or trust, and 33 1/3rd % for a unit holder that is a complying superannuation entity.

Capital losses must be offset against gross discount capital gains before any CGT discount is applied.

In exceptional circumstances (e.g. where Units are suspended from quotation for more than 5 consecutive trading days), Units of a non Authorised Participant may be redeemed in limited cases. In this event, Unitholders should seek professional taxation advice regarding the taxation implications of the redemption.

Taxation of Financial Arrangements (TOFA) regime

The TOFA rules may apply to certain 'financial arrangements' held by the Fund. In broad terms, in calculating the net (taxable) income of the Fund, returns on certain financial arrangements may be recognised on an accruals basis rather than a realisation basis, and on revenue account.

The Administrator will assist the responsible entity with compliance with the TOFA rules, as required by the tax legislation.

Foreign Account Tax Compliance Act

The Foreign Account Tax Compliance Act (FATCA) is US tax law that requires Foreign Financial Institutions (FFIs) to comply with a few additional compliance obligations to ensure that 30% FATCA withholding tax is not deducted from certain US sourced income.

Australian Inter-Governmental Agreement

On 28 April 2014, an Inter-Governmental Agreement (IGA) was signed between Australia and the US. The FATCA regime has been applicable in Australia since 1 July 2014.

Generally speaking, the Fund will fall within the definition of a FFI for FATCA purposes. Accordingly, the Responsible Entity may be required to request unitholders to provide additional information, and report annually to the ATO on US reportable accounts, to comply with its compliance obligations under the FATCA.

Common Reporting Standards (CRS)

Australia has implemented the Organisation for Economic Cooperation and Development's (OECD) approach for the automatic exchange of information (the Common Reporting Standard or 'CRS') by 'financial institutions' (as defined for

CRS purposes) on non-resident account holders or investors. The CRS is also known as 'global FATCA'.

The CRS applies to Australian financial institutions from 1 July 2017. Generally speaking, the Fund will fall within the definition of a 'financial institution' for CRS purposes.

Accordingly, the Responsible Entity may be required to request Unitholders to provide additional information, and report annually to the ATO on non-resident reportable accounts, to comply with its compliance obligations under the CRS.

Review of the taxation system

The comments noted above are based on the taxation legislation and administrative practice as at the issue date of this PDS, together with changes to the taxation legislation as announced by the Government. However, it should be noted that the Australian tax system is in a continuing state of reform, and based on the Government's reform agenda, reform is likely to escalate rather than diminish. Any reform of a tax system creates a degree of uncertainty, whether it be uncertainty as to the full extent of announced reforms, or uncertainty as to the meaning of new law that is enacted pending interpretation through the judicial process.

These reforms may impact on the tax position of the Fund and its investors. Accordingly, it will be necessary to closely monitor the progress of these reforms, and it is strongly recommended that investors seek their own professional advice, specific to their own circumstances, of the taxation implications of investing in the Fund.

Australian Taxation of Non-Resident Investors

For non-resident Unitholders, deductions of Australian tax will be made from distributions (or attributions) from certain Australian-sourced income and capital gains. The amounts withheld will depend on the type of income and the country of residence of the Unitholder.

Based on the Fund's investment profile, non-resident investors holding their Units on capital account should not generally be subject to Australian capital gains tax on the disposal of Units in the Fund unless the Units were capital assets held by the investor in carrying on a business through a permanent establishment in Australia. Australian tax may apply in certain circumstances if the non-resident holds their units on revenue account

The responsible entity recommends that non-resident and temporary resident unit holders consult their tax adviser before investing so that they can consider their circumstances, the provisions of any relevant Double Taxation Agreement and /or Exchange of Information Agreement between Australia and their country of residence.

Tax File Numbers (TFN) and Australian Business Numbers (ABN)

It is not compulsory for an Australian investor to quote their TFN or ABN. If an Australian investor is making this investment in the course of a business or enterprise carried on by the investor, the investor may quote an ABN instead of a TFN. Failure by an investor to quote an ABN or TFN or claim an exemption may cause the responsible entity to withhold tax at the top marginal rate plus the Medicare Levy on gross payments including distributions of income to the investor. The investor may be able to claim a credit in the investor's tax return for any TFN/ABN tax withheld. By quoting their TFN or ABN, the investor authorises the responsible entity to apply it in respect of all the investor's investments with the responsible entity. If the investor does not want to quote their TFN or ABN for some investments, the responsible entity should be advised.

8. Fees and 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 account balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100 000 to \$80 000).

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

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

To find out more

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

The section shows fees and other costs you may be charged. This information can be used to compare between different managed investment schemes. These fees and costs can be paid directly from your account or deducted from your investment returns. Taxes are set out in section 7 of this PDS.

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

Fees and costs summary

RUSSELL INVESTMENTS AUSTRALIAN RESPONSIBLE INVESTMENT ETF

Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs²		
Management fees and costs The fees and costs for managing your investment	Estimated to be 0.45% p.a. of the NAV of the Fund comprised of: 1. A management fee of 0.45% p.a. of the NAV of the Fund ² ; 2. Estimated indirect costs of 0.00% p.a. of the NAV of the Fund; and 3. Estimated expense recoveries of 0.00% p.a. of the NAV of the Fund	1. The management fee is calculated and accrued daily in the unit price and paid monthly in arrears. The management fee for a month is paid on or after the first day of the following month. This fee is payable from the assets of the Fund. The amount of this fee can be negotiated. 2. Indirect costs are paid out of the Fund's assets. 3. Expense recoveries are paid out of the Fund's assets as and when incurred.
Performance fees Amounts deducted from your investment in relation to the performance of the product	Nil	Not Applicable

Transaction costs	Estimated to be 0.05% p.a. of the NAV of the Fund ⁴	Transaction costs generally arise when the value of the assets of the Fund are affected by the day-to-day trading of the Fund and are paid out of the assets of the Fund as and when incurred.
Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)³		
Establishment fee: The fee to set up your investment	Nil	Not applicable
Contribution fee: The fee on each amount contributed to your investment	Nil (if you are buying on an exchange) \$800 (if you are an Authorised Participant creating Units)	Not applicable (if you are buying on an exchange) Payable by the Authorised Participant at the time of application. We may waive this fee in certain circumstances.
Buy-sell spread: An amount deducted from your investment representing costs incurred in transactions by the scheme	Nil (if you are buying or selling on an exchange) Nil (if you are an Authorised Participant creating or redeeming a standard basket)	Not applicable (if you are buying or selling on an exchange) Not applicable (if you are an Authorised participant creating or redeeming a standard basket)
Withdrawal fee: The fee on each amount you take out of your investment	Nil (if you are selling on an exchange) \$800 (if you are an Authorised Participant redeeming Units)	Not applicable (if you are selling on an exchange) Payable by the Authorised Participant at the time of redemption. We may waive this fee in certain circumstances.
Exit fee: The fee to close your investment	Nil	Not applicable
Switching fee: The fee charged for changing investment options	Nil	Not applicable

¹ See 'Additional explanation of fees and costs' below for further details on fees and costs that may be payable. Unless otherwise stated, the fees and costs shown are inclusive of GST and net of any applicable input tax credits and reduced input tax credits, and are shown without any other adjustment in relation to any tax deduction available to RIM.

² The amount of the management fee may be negotiated if you are a wholesale client pursuant to the Corporations Act. For further information refer to 'Different fees' in the 'Additional Explanation of Fees and Costs' section.

³ All estimates of fees and costs in this section are based on information available as at the date of this PDS. All fees reflect RIM's reasonable estimates of the typical fees for the current financial year. All costs reflect the actual amount incurred for previous financial year and may include RIM's reasonable estimates where information was not available as at the date of this PDS or where RIM was unable to determine the exact amount. These costs can vary from period to period, and the actual costs incurred in future periods may differ from the numbers shown here. Please refer to the 'Additional Explanation of Fees and Costs' section below for more information on fees and costs that may be payable.

⁴ The transaction costs disclosed in this section are shown net of any recovery received by the Fund from the buy/sell spread charged to Authorised Participants. Please refer to the 'Additional Explanation of Fees and Costs' section for further details.

Example of annual fees and costs

This table gives an example of how the ongoing annual fees and costs in the Fund can affect your investment over a 1 year period. You should use this table to compare this with other products offered by managed investment schemes.

EXAMPLE: RUSSELL INVESTMENTS AUSTRALIAN RESPONSIBLE INVESTMENT ETF (BALANCE OF \$50,000 WITH TOTAL CONTRIBUTIONS OF \$5,000 DURING THE YEAR)		
Contribution Fee	Nil (if you are buying on an exchange) \$800 (if you are an Authorised Participant creating Units)	If you are buying on an exchange, for every \$5,000 you put in, you will be charged \$0. If you are an Authorised Participant, for each transaction you will be charged \$800.
PLUS Management fees and costs^{4,5}	0.45% p.a. of the NAV of the Fund	And, for every \$50,000 you have in the Fund you will be charged or have deducted from your investment \$225 each year.
PLUS Performance fees	Nil	And, you will be charged or have deducted from your investment \$0 in performance fees each year.
PLUS Transaction costs	0.05% p.a. of the NAV of the Fund	And, you will be charged or have deducted from your investment \$25 in transaction costs.
EQUALS Cost of Fund	Nil	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, then for that year you would be charged fees and costs of \$250 ^{3,4} . What it costs you will depend on the investment option you choose and the fees you negotiate.

¹The additional management fees and costs will be on a pro-rata basis and will vary depending on when you have made the additional investment during the year. This example is prescribed by the Corporations Act, assumes that the \$50,000 is invested for the entire year, the value of the investment is constant over the year and that the additional \$5,000 is invested on the last day of the year (and therefore, the management fees and costs are calculated using an investment balance of \$50,000 only). Please note this is an example only. In practice your actual investment balance will vary daily, and hence the actual management costs charged, will also vary daily.

²Additional fees may apply. Authorised Participants may incur a fixed contribution fee to create Units in the Fund. Such fixed contribution fees are not applicable to investors buying on exchange. Refer to the section of this PDS titled "Additional Explanation of Fees and Costs" for further information.

³Additional fees may apply. Please refer 'Additional Explanation of Fees and Costs' below for more information.

⁴All estimates of fees and costs in this section are based on information available as at the date of this PDS. All fees reflect RIM's reasonable estimates of the typical fees for the current financial year. All costs reflect the actual amount incurred for the previous financial year and may include RIM's reasonable estimates where information was not available as at the date of this PDS or where RIM was unable to determine the exact amount. Please refer to the 'Additional Explanation of Fees and Costs' section below for more information on fees and costs that may be payable.

⁵The amount of the management fee may be negotiated if you are a wholesale client pursuant to the Corporations Act. For further information refer to 'Different fees' in the 'Additional Explanation of Fees and Costs' section below.

9. Additional explanation of Fees and Costs

The following information has been provided to help you understand the Fees and Costs section.

Management fees and costs

Management fees and costs are made up of

- a management fee
- indirect costs; and
- expense recoveries.

The amounts are payable out of Fund assets and are reflected in the Fund's Unit price.

Management fees and costs do not include transaction costs and other costs that an investor would incur if the investor invested directly in the underlying assets. More information on transaction costs is set out below under the heading "Transaction Costs".

Management fee

We charge a management fee which consists of an investment management fee for managing and operating the Fund. The management fee is calculated and accrued daily and is generally paid monthly in arrears from the Fund's assets. The management fee is GST inclusive. The management fee can be negotiated.

Indirect Costs

Indirect costs are any amounts the Responsible Entity knows or reasonably ought to know, or where this is not the case, reasonably estimates has or will reduce, whether directly or indirectly, a Fund's returns or the amount or value of the income of, or assets attributable to the Fund other than the management fee and expense recoveries.

In particular, indirect costs include but are not limited to a reasonable estimate of the costs (if any) of investing in over-the-counter (OTC) derivatives used for investment exposure purposes.

Transaction costs of all OTC derivatives are set out below under the heading "Transaction costs".

The indirect costs component of the management fees and costs figure set out in the fees and costs summary is calculated on the basis of the actual amount incurred by the Fund for the previous financial year and RIM's reasonable estimate of such costs where information was not available as at the date of the PDS or where RIM was unable to determine the exact amount.

Indirect costs are reflected in the unit price of the Fund as and when incurred. Indirect costs are not an additional fee paid to RIM. Indirect costs may vary from year to year, including to the extent that they rely on estimates. This amount is not an indication or guarantee of the amount that may be charged in the future.

Expense recoveries (including taxes)

Normal operating expenses

As at the date of this PDS, we pay all expenses relating to the proper performance of our duties (which are recoverable from the Fund) out of the management fee. These expenses include but are not limited to custody, administration, registry, GST (less any reduced input tax credits) legal, reporting, audit and any other recoverable expenses permitted under the Fund's constitution.

The expense recoveries component of the management fees and costs figure set out in the fees and costs summary of the Fund's PDS includes the estimated normal operating expense recoveries of that Fund, which is the actual amount incurred by that Fund for the previous financial year and RIM's reasonable estimates of such normal operating expenses where information was not available as at the date of the PDS or where RIM was unable to determine the exact amount.

Abnormal expense recoveries

RIM may also recover abnormal expenses (such as litigation, the cost of investor meetings or other costs if incurred in the future). Such abnormal expenses may be recovered from the assets of a Fund as an additional expense where permitted under the constitution.

Abnormal expenses are not generally incurred during the day-to-day operation of a Fund and are not necessarily incurred in any given year. In circumstances where such events do occur, we may decide not to recover these from the Fund.

The management fees and costs figure disclosed in the fees and costs summary includes the estimated abnormal expense recoveries of that Fund [being Nil], which is the actual amount incurred by that Fund for the previous financial year and RIM's reasonable estimates of such abnormal expenses where information was not available as at the date of the this PDS or where RIM was unable to determine the exact amount.

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

Changes in fees and costs

We may change the fees and costs described in this PDS at any time, without your consent. We may decide in the future to recover expenses directly from the Fund in addition to the management costs. Any increase in the Fund's fees and costs will be communicated to you at least thirty days before it occurs. All estimates of fees and costs in this section are based on information available as at the date of this PDS. These fees and costs are subject to change from time to time. Updated information that is not materially adverse to investors will be updated online at <https://russellinvestments.com.au/etfs> or you may obtain a paper copy of any updated information from us free of charge on request.

Different fees

We may negotiate different fees with investors who are 'wholesale clients' under the Corporations Act 2001. Accordingly, we may waive or rebate some of our fees (or issue Units in the Fund) to these 'wholesale clients' so that they pay reduced fees but are ultimately at our discretion, subject to the Corporations Act 2001 and any relevant ASIC policies. This is generally because they invest large amounts of money in the Fund. We cannot enter into individual fee arrangements with other investors. Please contact us via the details specified in page 2 of this document if you require further details on negotiating fees.

Commissions and other benefits received

Subject to the Corporations Act and relevant law, we, or members of Russell Investments, may receive commissions and other benefits (e.g. research) from brokers in respect of trades for the Fund. These benefits may flow to the Fund and to other funds managed by us. We instruct the investment managers of the Funds to trade only with brokers who will provide best execution, regardless of whether these trades are placed with brokers related to us or not.

Transaction costs

In managing the investments of the Fund, transaction costs such as brokerage, settlement costs, clearing costs, government taxes and charges and bid/offer spreads may be incurred. Transaction costs of over-the-counter (OTC) derivatives may also be incurred by the Fund. Transaction costs are in addition to other costs you may incur as an investor in a Fund. The amount of transaction costs will vary from year to year depending on the type, size and frequency of transactions.

These costs may be incurred by investing directly in the underlying securities. Such costs arise whenever the Fund buys or sells assets to invest applications, fund withdrawals or to generally manage the Funds in accordance with its investment objective.

Transaction costs are paid out of the Fund's assets as and when incurred and they are an additional cost of investing to the investor and are not a fee paid to RIM.

The amount of transaction costs vary from year to year depending on the type, size and frequency of transactions. This means that estimated and/or historical costs may not be an accurate indicator of the transaction costs an investor may pay in the future.

The estimated transaction costs disclosed in the fees and costs summary in the PDS are shown net of any amount recovered by the buy/sell spread charged to Authorised Participants by RIM, and are calculated using the Fund's actual transaction costs incurred for the previous financial year and RIM's reasonable estimate of such costs where information was not available as at the date of the PDS or where RIM was unable to determine the exact amount.

The information in the table below sets out the estimated total gross transaction costs, the amount that will be recouped through the buy/sell spread, and the net

transaction costs after buy/sell spread recoveries (or an estimate if the amount is not known for the Fund), presented as a percentage of the Fund's net assets. The resulting estimated net transaction costs are borne by all investors in the Fund and are reflected in the unit price.

ESTIMATED TOTAL GROSS TRANSACTION COSTS (% P.A.)	ESTIMATED COSTS RECOUPED THROUGH BUY/SELL SPREAD (% P.A.)	ESTIMATED NET TRANSACTION COSTS (% P.A.)
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• 0.05%	0.00%	0.05%
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Transaction fee for Authorised Participants

The transaction fee is payable with every application/redemption of Units. This fee represents the custody and administration costs associated with the in-specie nature of the transaction and is payable to the Fund.

The same transaction fee is applied to all applications and redemptions and is a separate flat dollar fee regardless of the size of the transaction.

The transaction fee is payable by the Authorised Participant on application and on redemption. In the case of an application for Units the transaction fee is payable in addition to the issue price and in the case of a redemption of Units, the transaction fee will be deducted from the redemption proceeds.

The transaction fee is GST inclusive.

Withdrawal costs for non-Authorised Participants

Non-Authorised Participants have a right to redeem their Units with us in exceptional circumstances. In these circumstances, we may charge a fee.

Stockbroker fees for all other investors

Non-Authorised Participants will incur customary brokerage fees and commissions associated with buying and selling Units on the ASX. This fee should be discussed with a stockbroker prior to investing.

Related party payments

Members and affiliates of Russell Investments may receive fees on normal commercial terms for providing services to the Fund. In particular Russell Investments Implementation Services, LLC, (RIIS) a related party of the Responsible Entity based in Seattle, USA, provides implementation and execution services for the Funds on an arm's length basis. RIIS receives brokerage of up to 0.2% of the value of a trade for providing these services to the Funds. RIIS may also receive a management fee where it is appointed as an investment manager which is paid out of the Responsible Entity's management fee so it does not represent an

additional cost to you. RIM engages an external company to provide comparative cost and best execution analysis on a regular basis, so as to ensure that the RIIS brokerage services are provided on an arm's length basis. As the abovementioned related party transactions occur on an arm's length basis, member approval is not required. We do not see any risks associated with these related party transactions other than normal arm's length business risks. The Responsible Entity has policies and procedures that govern related party transactions. Specifically, the compliance plan for the Fund contains a section covering related party transactions and the Responsible Entity also has a conflicts policy that is relevant to such transactions.

Records of alternative forms of remuneration that is not conflicted remuneration

Subject to the Corporations Act and relevant law, occasionally, we may provide benefits of small value to Australian Financial Services Licensees and/or their representatives who recommend our funds to retail clients such as professional development, sponsorship and entertainment for financial advisers and dealer groups, where the law permits. The cost of any alternative remuneration will be paid out of our monies, so it does not represent any additional cost to you. We maintain records of these benefits as required by the Corporations Regulations. These records will be provided to you on request within one month and we may charge a reasonable cost for obtaining and giving the particulars to you.

10. Creating and Redeeming

Creations and redemptions

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

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

Prior to being issued Units, an Authorised Participant must enter into an Authorised Participant Agreement with RIM and will be required to comply with any additional requirements set out in that agreement. For a copy, please contact Russell Investments Fund Operations at sydc-fundoperations@russellinvestments.com.

To create or redeem Units in the Fund, Authorised Participants must complete the Application for Creation/Redemption Form attached to this PDS and send it to the Administrator by the 'cut off time'. Please refer to the Creation and Redemption Procedures for further instructions about sending an Application for Creation/Redemption Form to the Administrator.

Please note that we may, without giving any reason, refuse or accept all or part of an application for creation of Units in our sole discretion.

Investors who are not Authorised Participants may only redeem Units in the special circumstances described under 'Redemptions by investors other than Authorised Participants' on page 21. Other investors looking to acquire

or sell Units in the Fund may purchase or sell Units on the ASX.

Minimum creation and redemption

Except in respect of a reinvestment, the minimum number of Units required for any creation or redemption of Units must be whole multiples of 75,000 Units, where each 75,000 Units represents one creation or redemption Unit.

Creations

An Authorised Participant must apply to create a whole multiple of a Creation Unit by transferring to the Fund a Creation Basket through CHESS with a cash amount (if applicable) representing any residual cash amount and any cash amount in lieu of any non-standard Creation Basket. In return, we will issue the Authorised Participant with a Creation Unit. The transfer of the Creation Unit from us to the Authorised Participant is through CHESS.

Under the constitution of the Fund, an Authorised Participant agrees to indemnify us for any liability arising out of a failure to pay for a Unit. For example, if there is a failure to transfer all or part of the Creation Basket.

Units issued pursuant to an Application for Creation/Redemption Form will be quoted under the AQUA Rules on the ASX with effect from the settlement of the issue of the relevant Units through CHESS. We will announce to the ASX via the ASX Market Announcements Platform the Fund's total Units on issue on a monthly basis. We will not be required to hold application moneys prior to the issue of the Units, as the settlement of Units in the Fund occurs via CHESS.

Redemptions

An Authorised Participant may only redeem a whole multiple of a Redemption Unit by transferring a Redemption Unit to us for cancellation and receiving in return from the Fund a Redemption Basket through CHESS with a cash amount (if applicable) representing any residual cash amount and any cash amount in lieu of any non-standard Redemption Basket. The transfer of the Redemption Unit from the Authorised Participant occurs via CHESS.

In certain circumstances, we may be required or permitted by the Fund's constitution or by law to deduct or withhold amounts relating to tax and other amounts from the redemption proceeds that would otherwise be payable to a Unitholder. These amounts (if any) will be deducted from the cash amount that would otherwise be payable to the relevant Unitholder in respect of the redemption.

Basket of securities

Prior to the opening of trade for each Business Day, the relevant Creation and Redemption Basket of securities is determined by us. This basket generally corresponds to the composition of the Index but may differ. The transfer of the Redemption or Creation Basket to and from an Authorised Participant is through CHESS.

The Fund's NAV and NAV per Unit together with the Fund's underlying holdings and Creation and Redemption Baskets will be published daily on our website at <https://russellinvestments.com.au/etfs> and this information

may also be provided directly to Authorised Participants once it has been published on our website.

Residual cash amount

The residual cash amount is a balancing amount to cover the difference between the value of the Creation or Redemption Basket of securities and the aggregate of the NAV per Unit to ensure there is no impact on existing Unitholders from creations or redemptions.

The residual cash amount is calculated at the close of every Business Day.

Processing creations and redemptions

Generally, applications for creations and redemptions are processed each Business Day. If the Administrator receives your completed Application for Creation/ Redemption Form by the 'cut off time' on a Business Day, the Administrator will generally process your creation or redemption (as the case may be) using the issue or redemption price calculated as at the close of trading on that Business Day.

The 'cut off time' is 4.00pm on each Business Day (except in the case of non-standard baskets where it is 2:00pm on each Business Day).

If your completed Application for Creation/ Redemption Form is received after the 'cut off time', or on a non-Business Day, the Administrator will generally process your creation or redemption (as the case may be) using the issue price or redemption price calculated at the close of trading on the next Business Day after it has been received.

Settlement in respect of applications for creations and redemptions generally occurs through CHESS on T+2 which is in line with the relevant ASX rules. Further terms are available in the Authorised Participant Agreement.

Issue price and redemption price

The issue price and redemption price is determined as at the close of trading for each Business Day.

The issue price and redemption price is calculated as the NAV of the Fund, divided by the number of Units of the Fund on issue (i.e. Fund's NAV per Unit).

Details of the daily NAV of the Fund and the Fund's NAV per Unit are available on Russell Investments' website at <https://www.russellinvestments.com.au/etfs>.

The redemption amount paid to a Unitholder on the redemption of Units from the Fund may include an entitlement to the distributable income of the Fund.

Assets are valued in accordance with our securities valuation policy, usually at the current market value.

You can contact us for a copy of our policies on exercising discretions when calculating Unit prices, including details of any discretions we may exercise in various circumstances, free of charge.

Non-standard baskets

The Authorised Participant is responsible for notifying us regarding non-standard baskets. Non-standard baskets include a Creation or Redemption Basket which has a

restricted security component and which requires the Authorised Participant or the Fund (as the case may be) to deliver additional cash in lieu of restricted securities.

The Authorised Participant will notify both the Administrator and us (simultaneously) of any non-standard baskets as soon as possible but in any event by 2:00 pm Sydney time. We must approve any non-standard baskets before any CHESS instruction can occur. Please refer to the Creation and Redemption Procedures for further details of how to provide notification of non-standard baskets.

Your account balance

Your account balance changes as investments are made and as investment returns are added. Fees and taxes, as well as investment losses, reduce your account balance.

The Fund's NAV fluctuates in line with the market value of assets held in the Fund. Generally, if market values are going up, the Fund's NAV rises and if market values are declining, the Fund's NAV falls.

If the Fund's NAV increases relative to the original NAV at which you received your Units, you have made an investment gain and your account balance rises accordingly. If the Fund's NAV decreases, you've made an investment loss and your account balance will fall.

Suspension of creations and redemptions

We may suspend applications for creations or redemptions in certain circumstances. This will generally occur around the end of a distribution period when we are calculating and paying the distributable income for the relevant period or where there are factors, as determined by us, which prevent the accurate calculation of Unit prices. However, we may suspend applications for creations or redemptions in other circumstances. We will advise you when such an event occurs.

Applications for creations or redemptions received by us during a period of suspension are deemed to be received on the first Business Day after cessation of the suspension.

'Liquid' for the purposes of the Corporations Act 2001

The redemption conditions described above assume that the Fund remains 'liquid' for the purposes of the Corporations Act 2001. If the Fund is 'liquid', we will redeem Units within 30 days of the date on which a redemption request is accepted by us or such longer period as permitted in the Fund's constitution. We are currently of the view that the Fund is 'liquid'.

Under the Corporations Act 2001, if the Fund is 'illiquid', we may offer Unitholders the opportunity to redeem from the Fund on a periodic basis, but we are not obliged to do so. Where no such offer is made, Unitholders have no right to redeem from the Fund.

Transferring Units

Subject to the constitution of the Fund and ASX requirements, a Unit is usually transferable through the ASX. A Unit may also be transferred by any other method of

transfer which is required or permitted by the Corporations Act 2001 and ASX.

Fund income – when and how?

Any income of the Fund is usually distributed semi-annually within 30 days after a distribution is declared.

Your share of income will depend on how many Units you hold at the end of the distribution period. Importantly, the Fund has a mechanism in place to ensure the Fund's yield is not distorted by applications for creations/redemptions in the Fund. A daily income yield is calculated by the Administrator and used to apportion any Application for Creation or Redemption between capital and income accounts so as to maintain the requisite income yield.

Fund income can be paid directly to your nominated Australian bank account or you can choose to participate in the Distribution Reinvestment Plan (DRP). Details of the DRP are provided below.

Please note that, whilst generally the Fund will distribute income as specified above, there is no guarantee that income will be available for each distribution period.

Information in relation to distributions by the Fund will be disclosed to the ASX via the ASX Market Announcements Platform.

Distribution Reinvestment Plan

A DRP is available to eligible Unitholders so that distributions are automatically reinvested in the Fund.

Partial reinvestment is available. If no election is made, distributions will be automatically paid in cash.

Unitholders can participate in the DRP by registering directly with RIM's share registrar at <https://www.computershare.com.au/easyupdate/RARI> or contacting them on 1800 RSL ETF (1800 775 383).

Participation is subject to terms outlined in the DRP rules available on <https://russellinvestments.com.au/etfs>.

10. Additional Information

Our legal relationship with Unitholders

In our role as responsible entity, we are responsible for the operation of the Fund. The Fund's constitution provides the framework for the operation of the Fund, and together with this PDS and the Corporations Act 2001, sets out our relationship with Unitholders. A copy of the Fund's constitution is available free of charge on request. We may amend the constitution in accordance with the constitution and the Corporations Act 2001.

Some of the provisions in the Fund's constitution are discussed elsewhere in this PDS. Others relate to:

- how we must calculate Unit prices;
- our powers – which are very broad – and how and when we exercise them;
- our ability to refuse applications;

- calling, attending and voting at Unitholder meetings;
- when we are not liable to Unitholders;
- when we may retire as responsible entity; and
- when we can terminate the Fund and what happens if we do (if we terminate the Fund, Unitholders share the net proceeds from us selling the underlying assets).

In our role as the responsible entity, we are not liable for any loss unless we fail to comply with our duties under the constitution and the Corporations Act 2001. A Unitholder's liability is limited by the constitution to the value of their Units but the courts are yet to determine the effectiveness of provisions like this.

Redemptions by investors other than Authorised Participants

Investors who are not Authorised Participants looking to dispose Units in the Fund may only do so through the ASX via their stockbroker or financial adviser. However, if Units in the Fund are suspended from quotation for more than five consecutive Trading Days, the Fund's Constitution contains a provision that allows investors who are not Authorised Participants to redeem their Units in the Fund directly for cash, except where:

- (i) the Fund has been terminated;
- (ii) the Fund is not liquid as defined in the Corporations Act 2001; or;
- (iii) the responsible entity has suspended applications for redemptions as it determines in certain circumstances, or for any reason, where it considers that to do so is in the best interest of Unitholders.

The Responsible Entity

Russell Investments Management Ltd (RIM) is the Responsible Entity for the Fund and is part of Russell Investments – a global investment solutions partner, dedicated to helping investors reach their long-term goals. Building on an 85-year legacy of continuous innovation to deliver exceptional value to clients, our core capabilities extend across asset allocation, capital markets insights, factor exposures, manager research and portfolio implementation.

Russell Investments offers investment solutions in 32 countries, managing over A\$468 billion in assets (as of 31 December 2021). Headquartered in Seattle, Washington, Russell Investments has offices in 19 cities, including in New York, London, Tokyo and Shanghai. For more information about how Russell Investments helps to improve financial security for people, visit <https://russellinvestments.com/au>.

Our responsibilities and obligations as responsible entity of the fund is governed by the constitution for the Fund as well as the Corporations Act 2001 and general trust law. Russell Investment Management Ltd holds an Australian Financial Services License and is a member of the Financial Services Council (FSC).

Under the Corporations Act 2001 the responsible entity may be changed with a resolution passed by at least 50% of the

total votes that may be cast by Unitholders entitled to vote on the resolution.

Responsible Investment Certification Symbol



The Certification Symbol signifies that a product or service offers an investment style that takes into account environmental, social, governance or ethical considerations. The Symbol also signifies that Russell Investments has adopted strict disclosure practices required under the Responsible Investment Certification Program for the category of Fund Manager. The Certification Symbol is a Registered Trade Mark of the Responsible Investment Association Australasia (RIAA). Detailed information about RIAA, the Symbol and Russell Investments methodology, performance and stock holdings can be found at www.responsibleinvestment.org, together with details about other responsible investment products certified by RIAA.

Unit classes

The Fund may offer different classes of units. Identical rights attach to all units within a class. However, the rights and obligations attaching to different classes of units may vary and are set out in the constitution and the relevant offer document. As at the date of this PDS, there is only one class of units that have the features described in this PDS.

Compliance plan and compliance committee

The Fund has a compliance plan which describes the means that we take to ensure compliance with the Corporations Act 2001 and the Fund's constitution. A Compliance Committee with a majority of independent members has been established by us to oversee compliance with the Fund's constitution and the Corporations Act 2001.

Market maker

Under the AQUA Rules, we have certain obligations in respect of the Fund to facilitate an orderly and liquid market in the Fund.

A market maker will create and redeem Units as required to hold inventory of a security and provide buy and sell prices to the secondary market, while potentially hedging their underlying positions also.

Each day the basket of underlying securities for the Fund is provided, allowing the market maker to calculate the total value of a Fund. For a significant part of the Trading Day, the market maker applies a buy and sell spread to the

calculated value and publishes these prices on the exchange, continuously updating the prices throughout the Trading Day and trading as orders are submitted.

We understand the importance of the role of the market maker and seek to appoint market makers that have experience in making markets in both Australia and overseas; that have agreements with the ASX to act as a market maker; and that have the necessary skill and expertise to perform market making functions.

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

The arrangements with the market maker specify certain permitted circumstances where the market making obligations may be suspended. If a market maker defaults on its obligations, we may seek to replace the market maker, although the arrangements with the market maker may limit or exclude any liability on the part of the market maker. The arrangements with the market maker may also provide that the market maker has no liability or responsibility to Investors for any act or omission made in connection with the market making arrangements. Investors should be aware that a market maker will retain for its own account any trading profit and bear any loss which may be generated by its market making activities.

Subject to the AQUA Rules we may replace a market maker appointed in respect of a Fund or appoint additional market makers.

Related party contracts

We have entered into a number of arrangements with related body corporates of Russell Investments. In particular, Russell Investments Implementation Services, LLC will provide us with assistance in our role as the investment manager.

We have appointed the related parties on an arm's length commercial basis. We have also made these appointments after considering the requirements of our conflicts of interest policy and our obligation to manage conflicts of interest under the Corporations Act 2001.

Index Provider

We have appointed Frank Russell Company as the Index Provider to Fund. Russell Investments' global indexes offer a transparent way to accurately measure distinct segments of the global market.

Please refer to page 6 for a full description of the Index.

RIM may substitute the Index for another.

If the Index is changed, we will make an announcement to the ASX and take such steps as required by law.

Frank Russell Company has given and, as at the date of this PDS, has not withdrawn its consent to be named as the Index Provider to the Fund in this PDS in the form and context in which it is named.

Custodian and administrator

We have appointed State Street Australia Limited as the Custodian and Administrator of the Fund. The Custodian and Administrator will provide custodial and certain

administrative services to the Fund. The Custodian and Administrator has not been involved in any way in the preparation of this PDS and is named only for information purposes. State Street Australia Limited has given and, as at the date of this PDS, has not withdrawn its consent to be named as the Custodian and Administrator of the Fund in this PDS in the form and context in which it is named.

Registrar

We have appointed Computershare Investor Services Pty Limited to maintain Unitholder records such as quantity of securities held, tax file number and details of participation in the DRP. The registrar can be contacted at:

Computershare Investor Services Pty Limited

Yarra Falls
452 Johnston Street
Abbotsford Vic 3067
Ph: 1800 RSL ETF (1800 775 383)
Website: <https://www.computershare.com.au>

Computershare Investor Services Pty Limited has given and, as at the date hereof, has not withdrawn its written consent to be named as the Registrar in the form and context in which it is named. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of this PDS other than being named as the Registrar for the Fund. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this PDS.

Auditors

The Fund and the compliance plan for the Fund are required to be audited annually. We have appointed PricewaterhouseCoopers as auditor of the Fund and of the compliance plan. PricewaterhouseCoopers has given and, as at the date of this PDS, has not withdrawn its consent to be named as the auditor of the Fund in this PDS in the form and context in which it is named.

Annual Report

Under the Corporations Act 2001 we are required to provide or make available to you a copy of the annual financial report, the annual directors' report and the auditor's report on the annual financial report ('Annual Report') for the Fund unless you have elected not to receive them. The Annual Report is published on the website at <https://russellinvestments.com.au/etfs>.

Interest

In circumstances where the Fund holds cash after the receipt of application monies any interest earned on these amounts will be retained for the benefit of all the members of the Fund. In addition, the Fund may hold cash pending the payment of redemption proceeds and any interest earned on these amounts will be retained for the benefit of all members of the Fund. The registrar may also hold cash immediately pending the payment of a distribution. Any interest earned on such will be retained by the registrar to offset expenses incurred in relation to the Fund.

Investor identification and verification

In making an application for creation of Units under this PDS applicants must provide and we must verify specified proofs of identity before processing an application. Refer to the Client ID Form for further details of the information and identification that is required, which can be obtained by contacting Russell Investments Fund Operations.

The protection of your investments is an important matter. We have investor identification and verification procedures (ID Procedures) in place to manage risks associated with fraud and unauthorised transactions. At times these procedures may cause inconvenience or delay to you. Please remember that the procedures are applied to safeguard your investments.

In addition, under Anti-Money Laundering and Counter-Terrorism Financing (AML/CTF) legislation, we are required to establish and enforce appropriate risk control programs with accompanying ID Procedures and transaction monitoring procedures. The procedures require applicants to provide satisfactory proof of identity which must be verified before an application for creation of Units can be accepted. The ID Procedures may also require us, from time to time, to re-verify that information or request additional identification or related information from you, before we can process a requested transaction on your behalf.

We do not accept any liability for any loss you may incur (whether by delay in acceptance of an application, transaction processing or otherwise), arising from the application of our ID Procedures.

Complaints

If you make a complaint, we will acknowledge your complaint as soon as practicable after we receive it. We will assess your complaint and inform you of the outcome within 30 days of receiving your complaint. If you have any complaints, please contact us:

The Complaints Manager

Russell Investment Management Ltd
GPO Box 3279
SYDNEY NSW 2001, Australia
Email: disputeresolution@russellinvestments.com
Fax number: 1300 768 040 (in Australia)
+612 9229 5116 (outside Australia)
Phone number: (02) 9229 5111 (in Australia)
+612 9229 5111 (outside Australia)

We are also a member of an external dispute resolution scheme. If an issue has not been resolved to your satisfaction, you can lodge a complaint with the Australian Financial Complaints Authority (“AFCA”). AFCA provides fair and independent financial services complaint resolution that is free to consumers.

Website: <http://www.afca.org.au>

Email: info@afca.org.au

Telephone: 1800 931 678 (free call)

In writing to: Australian Financial Complaints Authority,
GPO Box 3, Melbourne VIC 3001, Australia

Your privacy

The way that we collect, use, disclose, keep secure and give people access to their personal information is regulated by the Privacy Act 1988. Our Privacy Policy states how we manage personal information and includes details about:

- how we use personal information (for example, we may share it with related companies and external service providers, or use it to tell you about other products and services that we offer – but you can elect to step receiving such information at any time);
- how we store and maintain personal information;
- how you can access or correct your personal information; and
- how you can make a complaint to us about a breach of the Privacy Act 1988.

You do not need to give us any of the personal information requested in the Application Form or any other document or communication relating to the products or services that we supply to you. However, without this information, we may not be able to process your application or provide you with an appropriate level of service.

By completing the Application for Creation/ Redemption Form accompanying the PDS, you agree to us collecting, holding and using personal information about you, in the way set out in our Privacy Policy, to process your application, and administer and manage the products and services we provide to you. This includes monitoring, auditing and evaluating the products and services, modelling data, data testing, communicating with you and dealing with any complaints or enquiries.

You also agree to us disclosing your personal information to other Russell Investments companies as well as our external service providers, which provide services in connection with our products and services.

We may also disclose your personal information:

- if, acting in good faith, we believe that the law requires or permits us to do so;
- if you consent; or
- to any party proposing to acquire an interest in our business.

For full details on how we manage personal information, a copy of our Privacy Policy can be obtained on our website at <https://russellinvestments.com.au> or by contacting us.

If you wish to update or request access to your information or if you have any queries regarding our Privacy Policy, please contact us at:

The Privacy Officer

Russell Investments
GPO Box 3279
SYDNEY NSW 2001

Email: aus-compliance@russellinvestments.com

Phone: 02 9229 5111

What you need to remember

This PDS contains general information only. It has not been prepared having regard to your investment objectives, financial situation or specific needs. Before making a decision to invest in the Fund, you need to consider whether the Fund is appropriate to your objectives, financial situation and needs. We encourage you to obtain financial advice before making an investment decision.

As with most investing, it is not guaranteed that you will make money from investing in the Fund. The value of your investment can go up or down and you could get back less than you invested. Please note that neither we nor any other member of Russell Investments guarantees the repayment of your capital or the performance of the Fund. We recommend that you satisfy yourself with respect to the risks associated with an investment in the Fund. Please refer to page 10 for a more detailed description of those risks.

Updated information

Information in this PDS is subject to change. Where information in this PDS changes which is not materially adverse to a Unitholder, we may update this information by publishing the changes on our website: <https://russellinvestments.com.au/etfs>. You can contact us if you would like a paper copy of this information, free of charge. We may also be required to issue a supplementary PDS as a result of certain changes.

Certain other changes will be deemed to be incorporated into this PDS by reference.

Electronic or paper copies of this PDS can be obtained free of charge from us.

As responsible entity, we are subject to continuous disclosure obligations that require us to make material information available. We will comply with our continuous disclosure obligations under the law by publishing material information about the Fund on our website in accordance with ASIC's good practice guidance for website disclosure. You can obtain a copy of the Fund's continuous disclosure information by visiting our website <https://russellinvestments.com.au/etfs>. We encourage you to regularly check our website for new information that may be relevant to your investment. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office. A paper copy of this information will also be given to you, on request, without charge. A paper copy of this information will also be given to you, on request, without charge.

ASIC Relief

Exemption – Unequal treatment in withdrawal from an AQUA exchange traded fund

ASIC has granted Class Order relief (CO 13/721) under section 601QA of the Corporations Act 2001 from the equal treatment requirement in section 601FC(1) (d), to the extent necessary to permit RIM to not treat Unitholders equally to the extent that it restricts redemptions from the Fund to Authorised Participants. For the purposes of this relief, except in exceptional circumstances, only Authorised Participants may redeem from the Fund, but other Unitholders may sell their Units on the AQUA market. However, if the Units are suspended from trading on the AQUA market for more than 5 consecutive Trading Days, Unitholders will have the right to redeem from the Fund and receive payment for their interests in money within a reasonable time of request unless any of the following apply:

- the Fund is wound up;
- the Fund is not liquid as defined in subsection 601KA(4) of the Corporations Act 2001; or
- we suspend redemptions in accordance with the Fund's constitution.

In the event that such a redemption occurs, any transaction fee per Unit payable by Unitholders who are not Authorised Participants will not be greater than the transaction fee per Unit that would generally be payable by an Authorised Participant receiving redemption proceeds in cash when withdrawing the minimum parcel of Units.

Declaration - Relevant Interest in Fund Assets

ASIC has granted Class Order relief (CO 13/721) under section 655A(1) and 673(1) of the Corporations Act 2001 by modifying section 609 of the Corporations Act 2001 to ensure that the ability to lodge a redemption request under the redemption facility offered by the Fund does not by itself give Authorised Participants a relevant interest in the securities held by the Fund. The instrument clarifies that those relevant interests do not need to be taken into account by Authorised Participants in relation to their obligations under the takeover and substantial holder notices regimes in the Corporations Act 2001. Once an Authorised Participant makes a redemption request this relief will cease to apply in respect of any securities that an Authorised Participant would receive if RIM transferred the securities to the Authorised Participant in accordance with the redemption request.

The relief will apply in respect of the Fund as:

- a) the Fund's investment strategy aims to make investments that are expected to result in the value of a Unit in the Fund changing in proportion to the value of the Russell Australia ESG High Dividend Index, ignoring the effect of fees and other costs (including taxes) in relation to the Fund; and
- b) implementation of this investment strategy would not be likely to lead to the Fund's scheme property including securities in a class of securities that (i) would represent more than 10% by value of scheme property; and (ii) were, or would result in, securities in a listed company, an unlisted company with more than 50 members, a listed body that is formed or incorporated in Australia or a listed scheme.

Class Order Relief Ongoing Disclosure

ASIC has granted Class Order relief (CO 13/721) under section 1020F(1)(a) of the Corporations Act 2001 from the ongoing disclosure requirements in section 1017B on the condition that RIM complies with the continuous disclosure requirements in section 675 of the Corporations Act 2001 as if the Fund were an unlisted disclosing entity. RIM will comply with the continuous disclosure requirements of the Corporations Act 2001 as if the Fund were an unlisted disclosing entity.

Class Order Relief - Periodic Statements

ASIC has granted relief under Class Order 13/1200 which exempts RIM from certain periodic statement requirements. In particular, we are not required to include in periodic statements purchase or sale price information or return on investment information where RIM is unable to determine such information and the periodic statement explains why this information is not included and describes how it can be obtained or calculated. In addition, Class Order 13/1200 requires us to report in the periodic statement whether the Fund has met its investment objective over the last one year and five year periods.

Terms used in this PDS

'**Administrator**' refers to State Street Australia Limited.

'**Application for Creation/Redemption Form**' refers to the application/redemption form attached to this PDS.

'**AQUA Rules**' refers to the ASX Operating Rules that apply to AQUA products and AQUA trading.

'**ASIC**' refers to the Australian Securities and Investments Commission.

'**ASX**' refers to the Australian Securities Exchange Ltd.

'**ASX Listing Rules**' refers to the listing rules of the ASX as amended, varied or waived from time to time.

'**ASX Operating Rules**' refers to the operating rules of the ASX as amended, varied or waived from time to time.

'**Australian Resident**' means a person who is an Australian resident for tax purposes.

'**Authorised Participant**' refers to persons who have entered into a relevant Authorised Participant Agreement with RIM.

'**Authorised Participant Agreement**' refers to an agreement between us and an Authorised Participant governing the application and redemption of Units in the Fund.

'**Business Day**' has the same meaning as in the ASX Operating Rules.

'**CHESS**' refers to Clearing House Electronic Subregister System.

'**creation/redemption basket**' means a portfolio of securities determined by us.

'**creation/redemption unit**' means 75,000 Units.

'**Custodian**' refers to State Street Australia Limited.

'**ETF**' refers to an exchange traded fund.

'**Fund**' refers to the Russell Investments Australian Responsible Investment ETF ARSN 603 169 384.

'**Index**' refers to the Russell Australia ESG High Dividend Index.

'**NAV**' refers to the net asset value of the Fund.

'**PDS**' means this product disclosure statement as amended or supplemented from time to time.

'**Responsible Investment Committee**' refers to the committee responsible for determining the list of securities that are ineligible for inclusion in the Index.

'**Russell Investments**' is a global financial services organisation with headquarters in Seattle, USA.

'**Trading Day**' means a day determined by ASX to be a Trading Day and notified to Market Participants, as defined in the ASX Operating Rules.

'**Unit**' refers to units in the Fund as described in this PDS.

'**Unitholder**' refers to a person holding Units in the Fund.

'**we**', '**our**', '**us**' or '**RIM**' means Russell Investment Management Ltd ABN 53 068 338 974, AFS Licence Number 247 185, the responsible entity of the Fund.



Application for Creation/Redemption Form



Russell Investments Australian Responsible Investment ETF

Please complete the relevant sections in BLOCK LETTERS.

Investor details

Investor Name/s:

Investor Address:

Postcode: Contact Number:

Note: You need to firstly contact Russell Investments Fund Operations for instructions on how to invest and to obtain a copy of the Client ID Form. You will also need to complete the forms required by RIM for client identification and verification procedures (this includes proof of investor ID requirements). This form is issued with the Product Disclosure Statement for the Russell Investments Australian Responsible Investment ETF dated 23 March 2022 (PDS). Please refer to the Creation and Redemption Procedures for details to use when sending the Application for Creation/Redemption Form.

Number of Creation/Redemption Units applied/redeemed

The Investor applies to Russell Investment Management Ltd. ABN 53 068 338 974, AFS Licence Number 247 185 as responsible entity for the Russell Investments Australian Responsible Investment ETF for the issue/redemption of the number of Creation/Redemption Units specified (whole multiples of 75,000 Units only).

ETF	ASX CODE	NUMBER OF CREATION UNITS	NUMBER OF REDEMPTION UNITS
Russell Investments Australian Responsible Investment ETF ARSN 603 169 384	RARI		

Non-standard baskets

The Authorised Participant is responsible for notifying us regarding 'non-standard-baskets'. Non-standard baskets include a Creation or Redemption Basket which has a restricted security component and which requires the Authorised Participant or the Fund (as the case may be) to deliver additional cash in lieu of restricted securities. For further information on notification of non-standard baskets please refer to the Creation and Redemption Procedures.

SECURITY NAME	SEDOL	QUANTITY

Declaration

I/We:

- confirm that I/we have received the PDS (in electronic or hard copy version) and I/we are completing the form attached to that PDS;
- confirm that I/we have read the PDS to which this form relates, including the 'The Risks of Investing' section;
- acknowledge that all information provided on this form is true and correct;
- acknowledge that I/we have obtained independent advice;
- agree to be bound by the terms and conditions of PDS and the Fund's constitution, as amended from time to time;
- acknowledge that the repayment of investment capital and the payment of any income is not guaranteed;
- consent to the use of my/our personal information in accordance with the 'Your privacy' section of the PDS;
- in respect of an application, agree to execute an Authorised Participant Agreement;
- in respect to an application, confirm that I/we are authorised as trading participants under the Australian Securities Exchange (ASX) Operating Rules and are acting as principal;
- acknowledge that I/we are an Australian Resident for tax purposes as defined in the constitution as at the date of this form;
- acknowledge that the law prohibits a person from giving another person this form (either electronically or otherwise) without also giving them a copy of the PDS. Paper copies of this PDS are available free of charge;
- confirm that I/we have notified State Street Australia Limited and RIM of any non-standard baskets by completing the section above on the Application/Redemption Form under the section 'Non-standard baskets'; and
- confirm that I/we accept all documentation and notices relating to the Fund in electronic form.

This form must be signed by the applicant. If signed under power of attorney, the attorney verifies that no notice of revocation of power has been received. A certified copy of the power of attorney must be forwarded with the form. Corporate applications must be signed in accordance with the corporation's constitution and the Corporations Act 2001.

Signature of Authorised Signing Officer

Date (dd/mm/yyyy)

Printed Name

Signature of Authorised Signing Officer

Date (dd/mm/yyyy)

Printed Name