

SuperLife UK pension transfer scheme

Product Disclosure Statement

Offer of membership of the SuperLife UK pension transfer scheme

Issued by Smartshares Limited

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

This is a replacement product disclosure statement. It replaces the product disclosure statement dated 11 April 2017.



1. Key information summary

What is this?

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

To join the SuperLife UK pension transfer scheme (**Scheme**), you must be intending to transfer money into the Scheme from a UK pension scheme or another Recognised Overseas Pension Scheme (**ROPS**).

What will your money be invested in?

The Scheme has 41 investment options, which you can combine any way you choose:

- ▶ **SuperLife^{Age Steps}**: An investment option where the mix of income and growth assets is automatically set based on your age. As you get older, the proportion of your investment in growth assets will be reduced, lowering the expected size of the ups and downs in the value of your investment.
- ▶ **Ethica**: A socially responsible 'balanced' fund which excludes assets that do not meet the fund's defined ethical investment standards.
- ▶ **Managed funds**: Five funds that provide a range of risk-return profiles. The funds invest in a mix of the sector and ETF funds. If you invest in a managed fund, it's up to you to change funds if your risk-return profile changes.
- ▶ **Sector and ETF funds**: 34 funds invested in New Zealand and international markets that you can use to set your own investment strategy across the main investment asset classes of cash, fixed interest, shares and property. If you invest in the sector and ETF funds, it's up to you to change funds if your investment strategy changes.

Some of these investment options are summarised on pages 3 to 4. More information about the investment target and strategy for each of these investment options is provided in section 3.

The other investment options offered under this product disclosure statement are listed on page 5. A summary of the investment target and strategy, and other information about performance and fees, for each of these investment options is contained in a separate fund update. These fund updates should be read together with this product disclosure statement and are available at www.superlife.co.nz.

Who manages the Scheme?

Smartshares Limited is the manager of the Scheme. See section 7 for more information.

How can you get your money out?

You can withdraw your investment only in accordance with the UK's rules for ROPS. Currently these rules allow you to make withdrawals from the minimum pension age in the UK (currently age 55). You may be able to make an early withdrawal if you suffer ill-health. See section 2 for more information.

How will your investment be taxed?

The Scheme is not a portfolio investment entity (PIE). See section 6 for more information about the amount of tax you will pay.

Where can you find more key information?

We are required to publish quarterly updates for each investment option. The updates show the returns, and the total fees and charges actually charged to investors, during the previous year. The latest fund updates are available at www.superlife.co.nz. We will also give you copies of those documents on request.



Investment options summarised in this product disclosure statement

Funds					
Fund	Target income assets	Target growth assets	Description and investment objective	Risk indicator	Estimated fund charges (% per annum of the fund's net asset value)
UK Cash Fund	100%	–	Designed to reflect the return on the UK cash market, including the impact of foreign currency movements. Invests almost entirely in UK cash.	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div>Potentially lower return</div> <div>Potentially higher return</div>	0.50%
NZ Cash Fund	100%	–	A 'defensive' investment option designed to provide a return (after tax, fees and other expenses) that reflects the after-tax return on the New Zealand cash market.	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div>Potentially lower return</div> <div>Potentially higher return</div>	0.53%
SuperLife ^{Income}	100%	–	Invests in income assets. Designed for investors that want an investment in New Zealand and international fixed interest. Negative annual returns may occur once in every 7–10 years on average.	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div>Potentially lower return</div> <div>Potentially higher return</div>	0.56%
SuperLife ³⁰	70%	30%	Invests mostly in income assets. Designed for investors that want a 'conservative' investment option. Negative annual returns may occur once in every 7–10 years on average.	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div>Potentially lower return</div> <div>Potentially higher return</div>	0.57%
Ethica	40%	60%	Invests in a mix of income and growth assets. Designed for investors that want a 'balanced' investment option. A socially responsible fund which excludes assets that do not meet the fund's defined ethical investment standards. Negative annual returns may occur once in every 5–7 years on average.	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div>Potentially lower return</div> <div>Potentially higher return</div>	0.70%
SuperLife ⁶⁰	40%	60%	Invests in a mix of income and growth assets. Designed for investors that want a 'balanced' investment option. Negative annual returns may occur once in every 5–7 years on average.	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div>Potentially lower return</div> <div>Potentially higher return</div>	0.60%
SuperLife ⁸⁰	20%	80%	Invests mostly in growth assets. Designed for investors that want a 'growth' investment option. Negative annual returns may occur once in every 3–5 years on average.	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div>Potentially lower return</div> <div>Potentially higher return</div>	0.61%
SuperLife ¹⁰⁰	–	100%	Invests in growth assets. Designed for investors that want an 'aggressive' investment option that invests in shares and property. Negative annual returns may occur once in every 2–4 years on average.	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div>Potentially lower return</div> <div>Potentially higher return</div>	0.63%



SuperLife^{Age Steps}

SuperLife^{Age Steps} automatically sets the proportion of your investment in income and growth assets based on your age. As you get older, the proportion of your investment in more volatile growth assets will be reduced, lowering the expected size of the ups and downs in the value of your investment. This option may be suitable if you are saving for retirement (assumed to be age 65), and assumes you will continue to invest your savings and spend them over your retirement period.

The information set out below is a representative sample of the age steps. Information about all the age steps is available at www.superlife.co.nz/agesteps.

Investor's age	Target income assets	Target growth assets	Risk indicator	Estimated fund charges (% per annum of the fund's net asset value)
20 years	4%	96%	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div> <div>Potentially lower return</div> <div>Potentially higher return</div> </div>	0.63%
30 years	20%	80%	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div> <div>Potentially lower return</div> <div>Potentially higher return</div> </div>	0.62%
40 years	20%	80%	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div> <div>Potentially lower return</div> <div>Potentially higher return</div> </div>	0.62%
50 years	25%	75%	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div> <div>Potentially lower return</div> <div>Potentially higher return</div> </div>	0.61%
60 years	42.5%	57.5%	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div> <div>Potentially lower return</div> <div>Potentially higher return</div> </div>	0.60%
70 years	60%	40%	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div> <div>Potentially lower return</div> <div>Potentially higher return</div> </div>	0.58%
80 years	90%	10%	<div> <div>Lower risk</div> <div> <div>1</div> <div>2</div> <div>3</div> <div>4</div> <div>5</div> <div>6</div> <div>7</div> </div> <div>Higher risk</div> </div> <div> <div>Potentially lower return</div> <div>Potentially higher return</div> </div>	0.56%

* Market index returns (as well as actual returns) have been used to complete the risk indicators for SuperLife^{Income}, SuperLife⁸⁰ and SuperLife¹⁰⁰, as these funds have not been in existence for 5 years. Market index returns (as well as actual returns) have also been used to complete the risk indicators for SuperLife^{Age Steps}, as each step invests in SuperLife^{Income} and SuperLife¹⁰⁰ (together with the NZ Cash Fund). As a result, the risk indicators may provide a less reliable indicator of the potential future volatility of these investment options. The risk indicators for SuperLife^{Income}, SuperLife⁸⁰ and SuperLife¹⁰⁰ use 1 year of market index returns.

The Scheme has an administration fee. The cost to you is \$60 a year (regardless of the number of investment options you choose to invest in, or the number of times you change your investment options).

The Scheme has an entry fee. You will be charged this fee when you transfer money into the Scheme from a UK pension scheme or another ROPS. The fee is 1% of the amount transferred or \$500 (whichever is greater).

The Scheme has an exit fee. You will be charged this fee if you transfer your investment from the Scheme to a UK

pension scheme or another ROPS. The fee is 1% of the amount transferred or \$500 (whichever is greater).

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



Investment options summarised in fund updates

The following sector and ETF funds give you the flexibility to set your own investment strategy.

Sector funds

Each of the sector funds invests almost entirely in one asset class.

NZ Bonds Fund

Overseas Bonds Fund

Overseas Non-government Bonds Fund

Property Fund

NZ Shares Fund

Australian Shares Fund

Overseas Shares (Currency Hedged) Fund

Overseas Shares Fund

Emerging Markets Fund

ETF funds

Each of the ETF funds invests almost entirely in the equivalent Smartshares Exchange Traded Fund.

NZ Cash ETF Fund

NZ Bond ETF Fund

Global Bond ETF Fund

NZ Dividend ETF Fund

NZ Top 50 ETF Fund

NZ Top 10 ETF Fund

NZ Mid Cap ETF Fund

NZ Property ETF Fund

Australian Top 20 ETF Fund

Australian Dividend ETF Fund

Australian Financials ETF Fund

Australian Property ETF Fund

Australian Resources ETF Fund

Australian Mid Cap ETF Fund

Total World ETF Fund

US 500 ETF Fund

Europe ETF Fund

Asia Pacific ETF Fund

US Large Growth ETF Fund

US Large Value ETF Fund

US Mid Cap ETF Fund

US Small Cap ETF Fund

Emerging Markets ETF Fund



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2. How does this investment work?

The Scheme offers the following investment options:

- ▶ **SuperLife^{Age Steps}**: An investment option where the mix of income and growth assets is automatically set based on your age. As you get older, the proportion of your investment in growth assets will be reduced, lowering the expected size of the ups and downs in the value of your investment.
- ▶ **Ethica**: A socially responsible 'balanced' fund which excludes assets that do not meet the fund's defined ethical investment standards.
- ▶ **Managed funds**: Five funds that provide a range of risk-return profiles. The funds invest in a mix of the sector and ETF funds. If you invest in a managed fund, it's up to you to change funds if your risk-return profile changes.
- ▶ **Sector and ETF funds**: 34 funds invested in New Zealand and international markets that you can use to set your own investment strategy across the main investment asset classes of cash, fixed interest, shares and property. If you invest in the sector and ETF funds, it's up to you to change funds if your investment strategy changes.

You also have the flexibility to combine the investment options.

The principles that underlie the Scheme's broad investment philosophy are:

- ▶ **Passive**: We believe that a passive approach to investing will deliver better long-term results. Passive investing means we will either invest in a fund designed to track an index or in a number of assets for the long term. We do not think that constantly changing our investments (that is, trading regularly and seeking short-term gains), consistently adds value to investors.
- ▶ **Cost effective**: We make decisions based on what is practical, sensible and for the long term. All decisions must be cost effective – the return to you is improved by the careful management of costs.

- ▶ **Diversified**: We believe that better and more consistent outcomes result from diversification. Diversification is about investing in a number of investments and reducing your risk by doing so.

- ▶ **Simple**: We aim to keep things simple.

The Scheme is a superannuation scheme under the Financial Markets Conduct Act 2013. The Scheme is also a ROPS. A ROPS is an overseas pension scheme that meets certain requirements set by Her Majesty's Revenue and Customs (the department of the UK Government responsible for the collection of taxes). A ROPS can receive transfers of UK pension benefits, without incurring unauthorised payment charges (which are charged by Her Majesty's Revenue and Customs when payments from UK pension schemes are outside UK tax rules).

To protect the interests of investors, the Scheme's investments are held by an independent custodian, and our operations are supervised by an independent supervisor, Public Trust. The Scheme is established as a trust and is governed by a trust deed between the supervisor and us.

To minimise administration costs and keep fees low, the Scheme invests in assets by investing in SuperLife Invest, which is a managed investment scheme also managed by us. We do not charge you additional fees because the Scheme invests in this way.

Your money is pooled and invested with other investors' money.

Your money goes into an account in your name. This account is invested in one or more of the investment options chosen by you.

As an investor, you have an interest in the Scheme. However, your interest does not give you any right to any particular asset of a fund.

When you become eligible to withdraw your investment, you can do so by redeeming your interest in the Scheme for cash.



All funds have assets (the investments of the fund) and liabilities (the fees, taxes and other costs payable by the fund). All liabilities incurred in respect of a fund will be met in the first instance from the assets of that fund. If the investments in a fund are not sufficient to meet its liabilities, the investments in another fund may be used to meet those liabilities.

Joining the Scheme

To join the Scheme, you must be intending to transfer money into the Scheme from a UK pension scheme or another ROPS. You can apply by completing the application form attached to this product disclosure statement and sending it to us.

Making investments

You can invest by transferring money into the Scheme from UK pension schemes or other ROPSs. You cannot make further contributions to the Scheme.

UK overseas transfer charge

A UK overseas transfer charge of 25% of the transfer amount will apply if you are not a New Zealand tax resident when you transfer money to the Scheme from a UK pension scheme or (if the original transfer from a UK pension scheme occurred on or after 9 March 2017) from another ROPS

However, even if the transfer is not subject to a UK overseas transfer charge when first made, the charge may be triggered later if, within five UK tax years after the original transfer, you cease to be a New Zealand tax resident and you leave your money in the Scheme.

New Zealand foreign superannuation withdrawal tax

New Zealand foreign superannuation withdrawal tax may be payable if you transfer money into the Scheme from a UK pension scheme (or from any ROPS other than an Australian superannuation scheme). The amount of tax that you will pay will depend on how many years you have been a New Zealand tax resident (there is currently a four-year exemption period from when you first become tax resident in which you can transfer a foreign superannuation amount without incurring any New Zealand foreign superannuation withdrawal tax).

You should seek UK and New Zealand tax advice before transferring UK pension scheme money to the Scheme.

Your money will be invested in the investment options you have chosen.



Withdrawing your investments

You can make a withdrawal from your investment only in accordance with the UK's rules for ROPS. Currently, these rules allow you to withdraw the full amount of your investment (including any growth in value) by making regular or lump sum withdrawals, or by withdrawing the full amount, only in the following circumstances:

- ▶ at any time after reaching the minimum pension age in the UK (currently age 55); or
- ▶ if you suffer physical or mental ill-health and we are provided with satisfactory medical evidence that you are unable to carry on your job because of that ill-health; or
- ▶ if you suffer serious ill-health and we are provided with satisfactory medical evidence that your life expectancy is less than a year.

UK tax charges

Up to 25% of the original transfer amount (and any growth in value) can be paid tax free when you withdraw your investment at or after age 55 or due to ill-health as described above. However, depending on your tax residency, UK tax may be payable when you withdraw any of the remaining balance. New Zealand's double tax agreement with the United Kingdom means that if you are a New Zealand tax resident at the time you make the withdrawal, it is unlikely you will be liable to pay any UK tax. Nevertheless, we recommend that you seek UK and New Zealand tax advice before making any withdrawal.

If you die, we will pay your investment to your personal representatives (the executors or administrators of your estate) or otherwise in accordance with law. Withdrawals may also be required by law (for example, if a court orders the release of money from your account).

We may, in limited circumstances, suspend processing withdrawal requests (including where we cannot sell enough assets of a fund to satisfy a withdrawal request, or if we consider a withdrawal could be detrimental to other investors in a fund).

How to switch between investment options

You can switch your investment from one investment option to another investment option at any time free of charge.

You can do this at www.superlife.co.nz or by completing a change investment strategy form (which is available online) and providing it to us.

We may, in limited circumstances, suspend processing requests to switch between investment options.



3. Description of your investment options

The funds invest in income and growth assets. No one knows for certain how these types of assets are going to perform, but based on our experience we would expect the following characteristics:

► **Income assets:** Income assets include cash and fixed interest. With cash, we would expect positive returns, but lower than the returns for other assets over the long term. Investing in cash is suitable when money may be required in the short term (0–3 years). With fixed interest, we would expect positive returns that are higher than the returns for cash over 3–5 years, but at times returns can be negative over the shorter term. Investing in fixed interest is suitable when money may be required in the medium term (3–10 years).

► **Growth assets:** Growth assets include shares and property. With shares and property, we would expect positive returns that are higher than the returns for cash and fixed interest over the long term, but at times returns can be negative over the short to medium term. These negative returns can be quite large. Investing in shares and property is suitable when money can be invested for the long term (7 years plus).

To help you understand what type of investor you are, you can seek financial advice or work it out at www.sorted.org.nz/tools/investor-kickstarter.

Funds		
Description, investment objective and target investment mix	Risk indicator	Minimum suggested investor timeframe
UK Cash Fund Designed to reflect the return on the UK cash market, including the impact of foreign currency movements. Invests almost entirely in UK cash. ► 100% Cash and cash equivalents ► 100% Income assets	Lower risk 1 2 3 4 5 6 7 Potentially lower return Potentially higher return	5 years
NZ Cash Fund Designed to provide a return (after tax, fees and other expenses) that reflects the after-tax return on the New Zealand cash market. ► 100% Cash and cash equivalents ► 100% Income assets	www.sorted.org.nz fund type: DEFENSIVE Lower risk 1 2 3 4 5 6 7 Potentially lower return Potentially higher return	None
SuperLife^{Income} Invests in income assets. Designed for investors that want an investment in New Zealand and international fixed interest. Negative annual returns may occur once in every 7–10 years on average. ► 50% NZ fixed interest ► 50% International fixed interest ► 100% Income assets	Lower risk 1 2 3 4 5 6 7 Potentially lower return Potentially higher return	5 years



Funds		
Description, investment objective and target investment mix	Risk indicator	Minimum suggested investor timeframe
SuperLife³⁰ www.sorted.org.nz fund type: CONSERVATIVE Invests mostly in income assets. Negative annual returns may occur once in every 7 – 10 years on average. <ul style="list-style-type: none"> ▶ 5% Cash and cash equivalents ▶ 32.5% NZ fixed interest ▶ 32.5% International fixed interest ▶ 70% Income assets ▶ 11% Australasian equities ▶ 14% International equities ▶ 5% Listed property ▶ 30% Growth assets 	Lower risk 1 2 3 4 5 6 7 Potentially lower return Potentially higher return	6 years
Ethica www.sorted.org.nz fund type: BALANCED Invests in a mix of income and growth assets. A socially responsible fund which excludes assets that do not meet the fund's defined ethical investment standards. Negative annual returns may occur once in every 5 – 7 years on average. <ul style="list-style-type: none"> ▶ 5% Cash and cash equivalents ▶ 35% NZ fixed interest ▶ 40% Income assets ▶ 25% Australasian equities ▶ 25% International equities ▶ 10% Listed property ▶ 60% Growth assets 	Lower risk 1 2 3 4 5 6 7 Potentially lower return Potentially higher return	8 years
SuperLife⁶⁰ www.sorted.org.nz fund type: BALANCED Invests in a mix of income and growth assets. Negative annual returns may occur once in every 5 – 7 years on average. <ul style="list-style-type: none"> ▶ 5% Cash and cash equivalents ▶ 15% NZ fixed interest ▶ 20% International fixed interest ▶ 40% Income assets ▶ 20% Australasian equities ▶ 32.5% International equities ▶ 7.5% Listed property ▶ 60% Growth assets 	Lower risk 1 2 3 4 5 6 7 Potentially lower return Potentially higher return	8 years
SuperLife⁸⁰ www.sorted.org.nz fund type: GROWTH Invests mostly in growth assets. Negative annual returns may occur once in every 3 – 5 years on average. <ul style="list-style-type: none"> ▶ 5% Cash and cash equivalents ▶ 5% NZ fixed interest ▶ 10% International fixed interest ▶ 20% Income assets ▶ 24% Australasian equities ▶ 46% International equities ▶ 10% Listed property ▶ 80% Growth assets 	Lower risk 1 2 3 4 5 6 7 Potentially lower return Potentially higher return	9 years
SuperLife¹⁰⁰ www.sorted.org.nz fund type: AGGRESSIVE Invests in growth assets. Designed for investors that want an investment that invests in shares and property. Negative annual returns may occur once in every 2 – 4 years on average. <ul style="list-style-type: none"> ▶ 33% Australasian equities ▶ 55% International equities ▶ 12% Listed property ▶ 100% Growth assets 	Lower risk 1 2 3 4 5 6 7 Potentially lower return Potentially higher return	10 years



SuperLife^{Age Steps}

SuperLife^{Age Steps} automatically sets the proportion of your investment in income and growth assets based on your age. As you get older, the proportion of your investment in more volatile growth assets will be reduced, lowering the expected size of the ups and downs in the value of your investment. This option may be suitable if you are saving for retirement (assumed to be age 65), and assumes you will continue to invest your savings and spend them over your retirement period.

The information set out below is a representative sample of the age steps. Information about all the age steps is available at www.superlife.co.nz/agesteps.

Investor's age	Target investment mix	Risk indicator
20 years	<ul style="list-style-type: none"> ▶ 2% NZ fixed interest ▶ 2% International fixed interest ▶ 4% Income assets ▶ 32% Australasian equities ▶ 53% International equities ▶ 11% Listed property ▶ 96% Growth assets 	<p>Lower risk Higher risk *</p> <p>Potentially lower return Potentially higher return</p> <p>1 2 3 4 5 6 7</p>
30 years	<ul style="list-style-type: none"> ▶ 10% NZ fixed interest ▶ 10% International fixed interest ▶ 20% Income assets ▶ 26% Australasian equities ▶ 44% International equities ▶ 10% Listed property ▶ 80% Growth assets 	<p>Lower risk Higher risk *</p> <p>Potentially lower return Potentially higher return</p> <p>1 2 3 4 5 6 7</p>
40 years	<ul style="list-style-type: none"> ▶ 10% NZ fixed interest ▶ 10% International fixed interest ▶ 20% Income assets ▶ 26% Australasian equities ▶ 44% International equities ▶ 10% Listed property ▶ 80% Growth assets 	<p>Lower risk Higher risk *</p> <p>Potentially lower return Potentially higher return</p> <p>1 2 3 4 5 6 7</p>
50 years	<ul style="list-style-type: none"> ▶ 12.5% NZ fixed interest ▶ 12.5% International fixed interest ▶ 25% Income assets ▶ 25% Australasian equities ▶ 41% International equities ▶ 9% Listed property ▶ 75% Growth assets 	<p>Lower risk Higher risk *</p> <p>Potentially lower return Potentially higher return</p> <p>1 2 3 4 5 6 7</p>
60 years	<ul style="list-style-type: none"> ▶ 12.5% Cash and cash equivalents ▶ 15% NZ fixed interest ▶ 15% International fixed interest ▶ 19% Australasian equities ▶ 31.5% International equities ▶ 7% Listed property ▶ 42.5% Income assets ▶ 57.5% Growth assets 	<p>Lower risk Higher risk *</p> <p>Potentially lower return Potentially higher return</p> <p>1 2 3 4 5 6 7</p>
70 years	<ul style="list-style-type: none"> ▶ 20% Cash and cash equivalents ▶ 20% NZ fixed interest ▶ 20% International fixed interest ▶ 13% Australasian equities ▶ 22% International equities ▶ 5% Listed property ▶ 60% Income assets ▶ 40% Growth assets 	<p>Lower risk Higher risk *</p> <p>Potentially lower return Potentially higher return</p> <p>1 2 3 4 5 6 7</p>
80 years	<ul style="list-style-type: none"> ▶ 30% Cash and cash equivalents ▶ 30% NZ fixed interest ▶ 30% International fixed interest ▶ 3% Australasian equities ▶ 6% International equities ▶ 1% Listed property ▶ 90% Income assets ▶ 10% Growth assets 	<p>Lower risk Higher risk *</p> <p>Potentially lower return Potentially higher return</p> <p>1 2 3 4 5 6 7</p>

* Market index returns (as well as actual returns) have been used to complete the risk indicators for SuperLife^{Income}, SuperLife⁸⁰ and SuperLife¹⁰⁰, as these funds have not been in existence for 5 years. Market index returns (as well as actual returns) have also been used to complete the risk indicators for SuperLife^{Age Steps}, as each step invests in SuperLife^{Income} and SuperLife¹⁰⁰ (together with the NZ Cash Fund). As a result, the risk indicators may provide a less reliable indicator of the potential future volatility of these investment options. The risk indicators for SuperLife^{Income}, SuperLife⁸⁰ and SuperLife¹⁰⁰ use 1 year of market index returns.



The Statement of Investment Policy and Objectives (**SIPO**) for the Scheme sets out the investment policies and objectives for the Scheme. The SIPO also sets out the target investment mix and investment mix ranges (minimum and maximum limits) for each fund. We may change the SIPO at any time, but will give you at least 30 days' notice of any change that is expected to have a material effect on you.

The SIPO is available at www.superlife.co.nz. Material changes to the SIPO will be described in the Scheme's annual report.

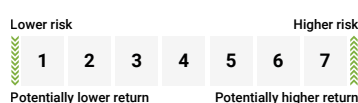
Further information about the assets in each investment option can be found in the fund updates at www.superlife.co.nz.



4. What are the risks of investing?

Understanding the risk indicator

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



See section 3 for the risk indicators which have been calculated for each of the investment options described in this product disclosure statement.

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

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

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

This risk indicator is not a guarantee of an investment option's future performance. The risk indicator is based on the returns data for 5 years to 30 September 2017. While risk indicators are usually relatively stable, they do shift from time to time. You can see the most recent risk indicator in the latest fund update for each of the investment options.

General investment risks

When you invest, there is always a risk that the outcome is not what you expected or hoped for. This could be because: (a) the return on your investment was negative or low; or (b) your chosen investment strategy was not always suited to your goals.

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

- ▶ **Market risk:** The risk that a market or a sector of a market that a fund invests in declines.
- ▶ **Individual financial product risk:** The risk that changes in the financial condition or credit rating of an issuer of a financial product causes the value of a financial product held by a fund to decline.
- ▶ **Liquidity risk:** The risk that an investment is difficult to buy or sell and a fund suffers a loss as a result.
- ▶ **Currency risk:** The risk that changes in exchange rates cause the value of an international investment to reduce.
- ▶ **Credit risk:** The risk that issuers of fixed interest or cash investments do not pay interest and/or capital repayments when these are due.
- ▶ **Interest rate risk:** The risk that interest rates rise and the value of investments (in particular, fixed interest and cash investments) reduce.



Other specific risks

There are other risks that may affect returns for investors, which are not reflected in the risk indicator. These risks include:

- ▶ **ROPS risk:** There is a risk that changes to the UK's rules for ROPS limit your ability to withdraw your investments or affect the UK tax you pay on your investment. We will not be liable for any loss you may suffer if this happens.
- ▶ **Investment management risk:** While the Scheme's investment philosophy is that a passive approach to investing will deliver better long-term results, we make some active management decisions (largely around the proportions of the asset classes that make up each fund's investment mix). There is a risk that this may result in a fund achieving a return that is lower than the investment objective for the fund.

See the 'Other Information' document on the offer register at www.business.govt.nz/disclose for further information about the risks of investing in the Scheme.



5. What are the fees?

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

- ▶ regular charges (for example, fund charges). Small differences in these fees can have a big impact on your investment over the long term; and
- ▶ one-off fees (for example, entry and exit fees).

These are as follows:

Funds		
Fund	Estimated fund charges (% per annum of the fund's net asset value)	Other charges and individual action fees
UK Cash Fund	0.50%	Administration fee - \$60 a year (regardless of the number of investment options you invest in, or the number of times you change investment options). Entry fee - 1% of the amount transferred or \$500 (whichever is greater). You will be charged this fee when you transfer money into the Scheme from a UK pension scheme or another ROPS. Exit fee - 1% of the amount transferred or \$500 (whichever is greater). You will be charged this fee if you transfer your investment from the Scheme to a UK pension scheme or another ROPS.
NZ Cash Fund	0.53%	
SuperLife ^{Income}	0.56%	
SuperLife ³⁰	0.57%	
Ethica	0.70%	
SuperLife ⁶⁰	0.60%	
SuperLife ⁸⁰	0.61%	
SuperLife ¹⁰⁰	0.63%	
SuperLife ^{Age Steps}		
Investor's age	Estimated fund charges (% per annum of the fund's net asset value)	
20 years	0.63%	
30 years	0.62%	
40 years	0.62%	
50 years	0.61%	
60 years	0.60%	
70 years	0.58%	
80 years	0.56%	



The fund charges set out on page 16 are deducted from, and reflected in the value of, the fund. The fund charges include the fees and costs charged by the supervisor and custodian (together with the fees and costs charged by any other funds we invest in). They also include our regulatory and compliance costs. Some of these costs are not fixed, so the fund charges set out on page 16 include an estimate of these costs.

The administration fee is deducted from your account balance at \$5 each month.

The entry fee is deducted from the amount transferred into the Scheme from a UK pension scheme or ROPS. The exit fee is deducted from the amount transferred from the Scheme to a UK pension scheme or ROPS. We do not charge any other fees on an individual basis for investor-specific decisions or actions.

We may deduct costs that relate to the Scheme that arise outside the ordinary course of business from a fund (although such occasions are likely to be rare).

Example of how fees apply to an investor

Brett invests \$10,000 in SuperLife⁸⁰. He is charged an entry fee of \$500.

This brings the starting value of his investment to \$9,500.

He is charged fund charges, which work out to about \$57.95 (0.61% of \$9,500). These fees might be more or less if his account balance has increased or decreased over the year.

Over the next year, Brett pays other charges of \$60.

Estimated total fees for the first year

Fund charges: \$57.95

Other charges: \$60

Individual action fees: \$500

See the latest fund update for SuperLife⁸⁰ for an example of the actual returns and fees investors were charged over the past year.

This example applies only to SuperLife⁸⁰. If you are considering investing in other investment options in the Scheme, this example may not be representative of the actual fees you may be charged.

The fees can be changed

We may change the fees and charges payable by an investor at any time. Where we increase a fee or charge, we will give you notice of the change.

We must publish a fund update for each investment option showing the fees and charges actually charged during the most recent year. Fund updates, including past updates, are available at www.superlife.co.nz.



6. What taxes will you pay?

The Scheme is not a portfolio investment entity (PIE).

The amount of tax that the Scheme pays on the taxable income attributed to your account is calculated at the rate of 28%. As a result, even if the rate of tax payable by the Scheme is higher than your marginal rate, you will not get a refund of any of the tax paid by the Scheme.

Tax can have significant consequences for investments. If you have any queries relating to the tax consequences of investing in the Scheme, you should obtain professional advice on those consequences.

See section 2 for information about: (a) the UK overseas transfer charge that will apply if you are not a New Zealand tax resident when you transfer money to the Scheme from a UK pension scheme; (b) the New Zealand foreign superannuation withdrawal tax that may be payable if you transfer money into the Scheme from a UK pension scheme; and (c) the UK tax charges that may apply if you withdraw your investment.



7. Who is involved?

About the manager

Smartshares Limited is a fund manager. It offers New Zealand's broadest range of passive funds and is a wholly-owned subsidiary of NZX Limited.

Our contact details are:

Smartshares Limited
PO Box 105262
Auckland 1143

Telephone: 0800 27 87 37

Email: ukpensions@superlife.co.nz

Who else is involved?

	Name	Role
Supervisor	Public Trust	Supervises our operations to protect the interests of investors.
Custodian	Public Trust (acting through its nominee company, SuperLife Nominees Limited)	Holds the Scheme's assets on behalf of investors.



8. How to complain

Manager

Complaints about your investment or the Scheme can be made to us at:

Complaints – SuperLife
Smartshares Limited
PO Box 105262
Auckland 1143

Telephone: 0800 27 87 37
Email: ukpensions@superlife.co.nz

Supervisor

If you make a complaint to us, and the complaint cannot be resolved, you may refer it to the supervisor at:

Complaints
Public Trust
PO Box 1598
Shortland Street
Auckland 1140

Telephone: 0800 371 471
Email: cts.enquiry@trustee.co.nz

Independent dispute resolution scheme

We are a member of the Financial Services Complaints Limited Scheme (the supervisor is also a member), which is an independent dispute resolution scheme. If you make a complaint to us (or the supervisor), and the complaint cannot be resolved, you may refer it to Financial Services Complaints Limited at:

Financial Services Complaints Limited
PO Box 5967
Wellington 6140

Telephone: 0800 347 257
Email: complaints@fscl.org.nz

The Financial Services Complaints Limited Scheme will not charge you a fee to investigate or resolve a complaint.



9. Where you can find more information

Further information relating to the Scheme and investment options, including financial statements, annual reports, fund updates and the SIPO, is available on the offer register and the scheme register at www.business.govt.nz/disclose. A copy of the information on the offer register or scheme register is available on request to the Registrar of Financial Service Providers.

The information set out above is available at www.superlife.co.nz or by contacting us. You can obtain an estimate of the value of your investment online or via a phone app or by contacting us. This information is available free of charge. See section 7 for our contact details.

You can obtain general information about the Scheme and investment options at www.superlife.co.nz.



10. How to apply

To invest in the Scheme, you can complete the application form attached to this product disclosure statement and send it to us.



Application Form SuperLife UK pension transfer scheme

To apply to join the SuperLife UK pension transfer scheme (**Scheme**) complete and email the form to us at ukpensions@superlife.co.nz or post to us at PO Box 105262, Auckland 1143.

Your details

First names:	
Surname:	
Preferred name:	
Title (Mr, Mrs, Ms, Miss, Dr):	
Date of birth (dd/mm/yyyy):	
Phone:	
Mobile:	
Email:	
Home address:	
Town/city:	Post code:
Postal address (if different):	
	Post code:

In which country(ies) are you tax resident and what is your tax ID number? For New Zealand, this is your IRD number.

Country	IRD Number / Tax ID number
_____	_____
_____	_____

Are you are a U.S. Resident or a U.S. citizen for tax purposes?

☐ NO

☐ YES – Please provide your Taxpayer Identification Number (**TIN**):

In the last 12 months, have you, any member of your immediate family, or any close business associate, been engaged in a role overseas that was, or is, related to political office or foreign public service?

☐ NO

☐ YES – Country _____

Savings and investment strategy

Savings will comprise the lump sum transfer of your UK pension balance(s) from your UK or QROPS provider(s). Your savings will be invested in the Default strategy (UK Cash Fund), unless you choose differently from the range of investment options below. If you choose the "My Mix" option, you must then create your own investment strategy of the different funds on page 2.

Tick one investment strategy to make your investment choice.

SuperLife Agesteps

1. SuperLife Age Steps

☐

SuperLife Age Steps automatically adjusts the proportion of your investment in income and growth assets depending on your age. As you get older, the proportion of your investment in growth assets will be reduced, lowering the expected size of the ups and downs in the value of your investment.

Funds

2. UK Cash Fund

☐

Designed to reflect the return on the UK cash market, including the impact of foreign currency movements. Invests almost entirely in UK cash.

3. NZ Cash Fund

☐

Designed for the investor wanting their account invested in cash investments.

4. SuperLife Income

☐

Designed for the investor wanting their account invested in NZ and global bonds.

5. SuperLife ³⁰

☐

6. SuperLife ⁶⁰

☐

7. SuperLife ⁸⁰

☐

8. SuperLife ¹⁰⁰

☐

Designed for the investor wanting "conservative", "balanced" or "growth" style options. The number e.g. ⁶⁰ represents the percentage in shares and property, SuperLife ³⁰ is the most conservative. See section 3 of the PDS for a full description.

Socially Responsible Investment option

9. Ethica

☐

A "balanced" investment option that does not invest assets that do not meet its ethical investment standards.

Create your own strategy/portfolio

10. My Mix

☐

If you tick "My Mix", you must also enter the percentage you want to put in each of the individual Funds in "My Mix strategy" over the page.



My Mix strategy – use this page if you wish to create your own strategy

If you ticked investment option 9 under the investment strategy section, i.e. "My Mix", you must complete this section, otherwise leave it blank. Investors choosing sector fund and ETF fund options should read the latest fund update available at www.superlife.co.nz, for details of the fund's strategy, composition and performance.

		% of transferred balance	Auto rebalancing of My Mix
Managed funds	SuperLife ^{Income}		<p>The standard practice is that your account balance will, from time to time, be rebalanced to maintain the overall strategy in line with your chosen investment strategy.</p> <p>If you do not want to have the standard automatic rebalancing, tick the box below. Otherwise, leave it blank. If you have chosen an investment strategy other than "My Mix", automatic rebalancing always applies.</p>
	SuperLife ³⁰		
	Ethica		
	SuperLife ⁶⁰		
	SuperLife ⁸⁰		
	SuperLife ¹⁰⁰		
Sector funds	NZ Cash Fund		<input type="checkbox"/> I do not want auto rebalancing to apply to my chosen "My Mix" strategy.
	NZ Bonds Fund		
	Overseas Bonds Fund		
	Overseas Non-govt Bonds Fund		
	Property Fund		
	NZ Shares Fund		
	Australian Shares Fund		
	Overseas Shares (Currency Hedged) Fund		
	Overseas Shares Fund		
	Emerging Markets Fund		
	UK Cash Fund		
ETF funds	NZ Cash ETF Fund		
	NZ Bond ETF Fund		
	Global Bond ETF Fund		
	NZ Dividend ETF Fund		
	NZ Top 50 ETF Fund		
	NZ Top 10 ETF Fund		
	NZ Mid Cap ETF Fund		
	NZ Property ETF Fund		
	Australian Top 20 ETF Fund		
	Australian Dividend ETF Fund		
	Australian Financials ETF Fund		
	Australian Property ETF Fund		
	Australian Resources ETF Fund		
	Australian Mid Cap ETF Fund		
	Total World ETF Fund		
	US S&P 500 ETF Fund		
	Europe ETF Fund		
	Asia Pacific ETF Fund		
	US Large Growth ETF Fund		
	US Large Value ETF Fund		
	US MidCap ETF Fund		
	US Small ETF Fund		
	Emerging Markets ETF Fund		
Total (must equal 100%)			



Identity and address verification

To meet the requirements under the Anti-Money Laundering and Countering Financing of Terrorism Act 2009, we must verify your identity and residential address. We can try to do this electronically, but not everyone can be verified electronically. By completing the information below, you consent to us trying to verify your identity electronically.

Country of citizenship

Vehicle Registration number
(if applicable)

Number plate. Only include the plate number if the vehicle is registered in your name.

Complete details for at least one of the following:

NZ Drivers licence

NZ Drivers Licence number – The number is printed on your licence under the note '5a'

Card version – The version is printed on your licence under the note '5b'

NZ Passport

NZ Passport number – Make sure your name entered on page 1 exactly matches the name shown on your passport, including middle name(s)

Passport expiry date.

Communications

Statement frequency:

☐

Monthly

☐

Quarterly (default)

☐

Annually (31 March)

☐

Weekly

Privacy Act

This form collects personal information that is needed from you in connection with applying to join the Scheme. All information is being received, collected and held by the Scheme's licensed manager, Smartshares Limited, (Manager) PO Box 105262, Auckland City 1143. The Manager may pass this information to the supervisor, administrators, HM Revenue and Customs (UK) and other third parties as required, to the extent necessary for the purposes of providing and managing your account. If you have provided your email address, or if you provide it at any later date, you consent to receiving electronic marketing communications from Smartshares Limited about the Scheme and additional services that may be of interest to you. You may elect to not receive electronic marketing communications at any time. You can see and correct this information, subject to the provisions of the Privacy Act 1993.

Your agreement

I confirm that I have received the SuperLife UK pension transfer scheme Product Disclosure Statement and apply to join the Scheme. I agree to be bound by the Scheme's Trust Deed and rules made by the Supervisor from time to time. I understand that any tax liability in New Zealand or elsewhere that arises as a result of my membership and/or the payment of a benefit shall be at my expense and my liability. I acknowledge that neither the Manager nor Supervisor are tax advisors. I understand that the benefits under the Scheme are subject to the Scheme's obligations as a Recognised Overseas Pension Scheme (ROPS). I understand that if I die while this membership is active, my investment in the Scheme will be paid to my personal representative, or if I die intestate, to a person permitted by the Administration Act 1969.

I understand the Scheme will send me statements and other communication materials by email unless I provide no valid email address or request otherwise, in which case by post. I consent to my identity and address being verified electronically and I authorise you to undertake this.

Your signature:

Date:

(dd/mm/yyyy)