



Wholesale Global Equity – Value Fund

Investment Manager: AllianceBernstein

Product Disclosure Statement

1 September 2008



Official Partner 2008 – 2012

Supplementary Product Disclosure Statement

Date of issue: 30 March 2011

This is a Supplementary Product Disclosure Statement (SPDS) for the following and should be read together with these documents:

Product Disclosure Statement and issue/effective date	Issuer
Emerging Markets Fund – 1 July 2010 and SPDS 13 December 2010	National Mutual Funds Management Limited ABN 32 006 787 720, AFS Licence No. 234652
Wholesale Australian Diversified Property Securities Fund – 18 August 2008 and SPDS dated 13 December 2010	
Wholesale Australian Equity – Growth Fund – 25 November 2009 and SPDS dated 13 December 2010	
Wholesale Australian Equity – Industrials Fund – 25 November 2009 and SPDS dated 13 December 2010	
Wholesale Australian Equity – Value Fund – 25 November 2009 and SPDS dated 13 December 2010	
Wholesale Australian Monthly Income Fund – 18 August 2008 and SPDSs dated 24 October 2008, 18 December 2008 and 13 December 2010	
Wholesale Cash Management Trust – 18 August 2008 and SPDS dated 13 December 2010	
Wholesale Global Diversified Yield Fund – 10 June 2010 and SPDS dated 13 December 2010	
Wholesale Global Equity – Growth Fund – 1 September 2008 and SPDS dated 13 December 2010	
Wholesale Global Equity – Value Fund – 1 September 2008 and SPDS dated 13 December 2010	
Wholesale Global Property Securities Fund (Hedged) – 14 April 2010 and SPDS dated 13 December 2010	
Wholesale Global Property Securities Fund (Unhedged) – 14 April 2010 and SPDS dated 13 December 2010	

AXA Australia is now part of the AMP Group. Please disregard all references to the Global AXA Group in the documents listed above. For more information please visit axa.com.au/aph.

Additionally, AllianceBernstein, the investment manager of the funds listed above, is now a wholly owned subsidiary of AllianceBernstein L.P.

Supplementary Product Disclosure Statement

Date of issue: 1 December 2010

Wholesale Global Equity – Value Fund

Investment Manager: AllianceBernstein

This Supplementary Product Disclosure Statement (SPDS) for the Wholesale Global Equity – Value Fund ARSN 098 445 464 (the Fund) supplements the Product Disclosure Statement (PDS) dated 1 September 2008 issued by National Mutual Funds Management Ltd (NMF) ABN 32 006 787 720, AFS Licence No. 234652. NMF, a member of the Global AXA Group, is the responsible entity of the Fund.

This SPDS is effective 13 December 2010. You should read this SPDS together with the PDS dated 1 September 2008.

4 What is paid to my financial adviser?

The following replaces section 4.1 Adviser review fee on page 10, terminates section 4.2 Commission and replaces section 4.3 Other benefits to financial advisers on page 11.

4.1 Client advice fees

Client advice fees are only available to direct investors. Indirect investors should contact their master trust or wrap account operator about the availability of this arrangement.

Your financial adviser is a valuable resource available to you as they can help you understand how investments work and how to get the most from your investment. Your adviser can also provide advice and guidance about other financial and insurance matters.

You may agree to pay your financial adviser client advice fees from your investment. This is remuneration they will receive for providing you with financial advice. You should discuss client advice fees with your adviser to ensure you understand them and how they are calculated.

Client advice fees may comprise of either one or both of the following:

Client advice fee types	Client advice fee option	How and when paid
Client advice fee – ongoing An ongoing fee you may agree to pay your financial adviser for ongoing financial advice.	A regular dollar (\$) or percentage (%) of your account balance fee.	A regular dollar (\$) or percentage (%) of your account balance fee deducted from your account balance monthly or quarterly as agreed with your financial adviser. The fee will be calculated based on your account balance as at the end of each month or quarter, as per your requested payment frequency. The fee will only be deducted up to the amount determined by your account balance ¹ at the end of that period. Where fees are calculated on a percentage basis, they will be applied across the entire balance you have in Investment Funds. ²
Client advice fee – additional A fee you may agree to pay your financial adviser for additional advice.	A one-off dollar (\$) or percentage (%) of your account balance fee.	A one-off dollar (\$) or percentage (%) of your account balance fee, as agreed with your financial adviser, that is deducted from your account. The fee will be deducted from your account at the time we receive your instructions, subject to your account balance.

¹ Deductions for client advice fees – ongoing are subject to limits. Refer to section 4.3 Client advice fee limits.

² Please refer to section 4.2 Client advice fee payment for the Investment Funds definition.



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In all circumstances you control client advice fee payments and can instruct us to make additional payments, change or cease payments. This instruction must be received by us in writing. Your instructions will generally be actioned within two business days; however, we may take up to five business days depending on processing requirements. We will also process instructions from your financial adviser to reduce client advice fee payments. In the event we receive inconsistent instructions from you and your financial adviser we will always act in accordance with your instructions.

You should refer to your statement of advice from your financial adviser for details of the client advice fee arrangements between you and your financial adviser.

4.2 Client advice fee payment

The client advice fee is paid by withdrawing units from your investment in this Fund, or another AXA Australia fund (Investment Fund) under the same investor number. If you do not nominate an Investment Fund, the client advice fee will be deducted from your Investment Fund with the highest account balance at the time the fee is deducted.

The payment of the client advice fee requires a withdrawal of units from the Investment Fund from which it is deducted. The relevant fees and tax implications for withdrawals will apply.

When filling in the application form you can nominate the start date for the client advice fee – ongoing to be deducted. If you do not nominate a start date, the client advice fee will be deducted on your monthly or quarterly anniversary date. If the date falls on a weekend or Melbourne public holiday, the fee will be deducted on the next Melbourne business day.

4.3 Client advice fee limits

The maximum client advice fees that you can agree to pay your financial adviser from your account (excluding any remuneration that your financial adviser charges you directly) are subject to your Investment Fund account balance and are outlined in the following table. Appropriate application of client advice fee limits will be monitored prior to each deduction to ensure such limits are not exceeded. We reserve the right not to deduct client advice fees that we believe are unreasonable.

Client advice fee type	Maximum client advice fees payable to your financial adviser (inclusive of GST)
Ongoing	3.0% pa of the total Investment Fund account balance as at the date the fee is deducted
Additional	No maximum applies

4.4 Other benefits to financial advisers

From time to time, we may decide to provide financial advisers with non-monetary benefits (such as training or entertainment). When we do this, it does not represent a charge or cost to you. We maintain a register of the non-monetary benefits that we provide to advisers from time to time. If you would like a copy of the register contact AXA Australia on 1800 780 085.

axa.com.au

National Mutual Funds Management Ltd
 ABN 32 006 787 720 AFS Licence No. 234652
 Member of the Global AXA Group
 Registered Office: 750 Collins Street Docklands Victoria 3008



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Five things you should know about this Fund

- 1** The Wholesale Global Equity – Value Fund (Fund) invests predominantly in international shares chosen for their potential to provide long-term capital growth.
- 2** The investment strategy for the Fund is to buy shares in companies whose share price appears undervalued relative to long-term earnings potential.
- 3** In line with the Fund's investment objective, we recommend investors remain in this Fund for at least five years.
- 4** The Fund suits investors prepared to accept a high level of volatility and risk as a trade-off for returns that might typically be expected to be above those returned by other asset classes over the longer term.
- 5** Neither your investment capital nor any income is guaranteed.

Wholesale Global Equity – Value Fund
ARSN 098 445 464
APIR Code: NML0348AU
Product Disclosure Statement (PDS)

Product issuer

National Mutual Funds Management Ltd
ABN 32 006 787 720, AFS Licence No. 234652
(referred to throughout this PDS as 'AXA Australia',
'we' or 'us'), a member of the Global AXA Group, is
the product issuer and responsible entity of the Fund.

The information in this PDS is current as at the date of this PDS, however it is subject to change. Any changes to the information in this PDS that are not materially adverse will be updated on www.axa.com.au and a paper copy of any updated information will be made available to you free of charge by contacting AXA Australia on 1800 780 085. If we increase fees, we will give you 30 days prior written notice. For any other material change we will inform you within three months of the change.

Statement of contact details

AXA Australia
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Melbourne VIC 3001
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Email: client.inquiry@axa.com.au
Website: www.axa.com.au

We may conduct business with related parties as permitted by the Corporations Act 2001 (Corporations Act). The Corporations Act requires that these transactions be conducted on arms length terms or with the approval of unit holders.

No company in the Global AXA Group supports or guarantees the obligations of AXA Australia and no other company in the Global AXA Group is responsible for any statements or information contained in this PDS. Neither the performance of the Fund, nor the repayment of any capital is guaranteed by any company in the Global AXA Group. If you have any questions about this Fund, you should either speak to your financial adviser or contact your master trust or wrap account operator. We recommend that you obtain professional advice from a financial and/or taxation adviser before investing in this Fund.

This PDS is dated 1 September 2008. If you have received this document electronically we will provide a paper copy free should you request this. No units will be issued on the basis of this document when it is no longer current. Investors who access or wish to access the Fund through a master trust or wrap account that has entered into an appropriate agreement with us are authorised to use this document.

Terminology used in this PDS, eg market value, net asset value, may not necessarily be consistent with terminology in the new Australian Equivalents to International Financial Reporting Standards (AEIFRS). The new accounting standards relate to financial statements. This PDS uses terminology commonly accepted in the financial services industry when referring to the calculation of fees and unit prices, which may differ to that used in the Fund's financial statements.

This document can only be used by investors receiving it (electronically or otherwise) in Australia.

Applications for investment in the Wholesale Global Equity – Value Fund made on the basis of this PDS cannot be accepted until 15 September 2008.

Wholesale Global Equity – Value Fund

Product Disclosure Statement

About AXA

AXA Australia is a member of the Global AXA Group, one of the largest financial services groups in the world. With more than A\$85 billion in funds under management, AXA Australia is a leading provider of investment solutions to more than 1 million Australians. Currently, the Global AXA Group operates in 50 countries and helps more than 65 million customers worldwide to plan and invest for their future. As at 31 December 2007, the Global AXA Group had in excess of A\$2.2 trillion in funds under management. To learn more about AXA Australia visit www.axa.com.au.

We have appointed AllianceBernstein Australia Limited ABN 53 095 022 718, AFSL 230698 (AllianceBernstein) as the investment manager of the Fund. Through this appointment, AXA Australia is able to deliver to Australian investors the proven expertise and experience of this recognised global investment manager.

Class A and class B units only

This PDS relates only to AXA Australia's offer of 'class A' and 'class B' units in the Fund. Information relating to 'class C' units is contained in a separate PDS (available from us free of charge).

For a brief description of the differences between the various classes of units in the Fund, please refer to the section in this PDS entitled 'Three classes of units' on page 4.

Investment structure

The investment structure of the Fund is a unit trust which pools the money of individual investors. When you invest, you are allocated a number of 'units' in the Fund based on the entry unit price at the time of your investment.

The unit trust entity is established by a trust deed, known as the Fund's constitution. The constitution details the operation of the trust. This PDS summarises the rights and obligations that we believe are important to potential investors.

You do not have any direct ownership of the underlying assets held in the Fund, and the value of your units changes over time as the market value of the assets in the Fund rises or falls.

The role of AllianceBernstein

AllianceBernstein delivers distinct investment services in key asset classes – Bernstein Value Equities, Alliance Growth Equities, AllianceBernstein Blend Strategies portfolios, AllianceBernstein Fixed Income and AllianceBernstein Alternative Investments.

AllianceBernstein is the investment manager for the Fund's exposure to global equities through the Bernstein Value Equities investment team, and cash/cash securities through the AllianceBernstein Fixed Income investment team. AllianceBernstein is responsible for market research, stock selection and the buying and selling in relation to those securities.

AllianceBernstein is a joint venture company formed between AXA Asia Pacific Holdings Limited and a wholly-owned subsidiary of AllianceBernstein L.P., a US-based organisation that is also a member of the Global AXA Group.

AllianceBernstein L.P. is a global asset manager offering a wide range of investment management services to clients worldwide. As at 31 March 2008, AllianceBernstein L.P. managed approximately US\$735 billion (approximately A\$805 billion) in assets under management and employed around 600 investment professionals.

Fund investment objectives

The objectives are to provide unit holders with long-term capital growth and to outperform the Morgan Stanley Capital International World ex Australia Index (Net Dividends Reinvested), in Australian dollar terms (MSCI World Index), after costs over rolling five-year periods.

Investment style

Bernstein Value Equities

Bernstein Value Equities is an active, value-oriented equities manager that seeks to identify companies whose long-term earnings power are not reflected in the current market price of their securities.

Bernstein Value Equities adopts a unique blend of fundamental and quantitative inputs in its research-driven, bottom-up approach to managing global equities. The Fund typically exhibits lower price-to-earnings and price-to-book-value ratios as well as above average dividend yields.

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Bernstein Value Equities selects stocks according to the Bernstein Value Equities investment philosophy. The process begins with a broad screen using a proprietary quantitative return model to identify those stocks with the most attractive valuations relative to their earnings power. Research is then conducted on those companies to determine those factors most likely to influence company earnings over the longer term and analysts produce five-year financial forecasts as well as identifying the risks to those forecasts. Bernstein Value Equities decides on the optimal weight of a stock based on the analysts' research, risk models and its own judgement. This results in a collective view of the most attractive companies to include in the Fund.

The Fund may also employ an active currency management strategy. This strategy involves investing in currencies taking into account the expected return and risk characteristics which Bernstein Value Equities' research indicates those currencies are likely to offer.

What does the Fund invest in?

The Fund holds a diversified portfolio of global stocks in companies that are considered to be undervalued because they are attractively priced relative to their future earnings power.

Country allocation is generally in proportion to stock market size, although the Fund may under or over weight a country depending on the relative attractiveness of the stocks in that country. The country weights are a direct by-product of stock selection. The majority of investments are in developed countries but the Fund may also invest in emerging market countries.

Companies included in the portfolio will have minimum market capitalisations at the time of purchase of US\$750 million for developed market countries, and US\$200 million for emerging market countries.

The Fund may also invest in derivative instruments (ie financial products that derive their value from other assets or indices), such as futures and options, to quickly and efficiently change exposure to particular assets. Derivatives will not be used to gear the Fund; that is, the Fund's effective market exposure will not exceed its market value.

The Fund may also invest in other managed investment schemes (including those for which we are the responsible entity) or investment companies.

The Fund's investments in foreign markets will generally be exposed to the relevant foreign currencies. In addition, effective 1 October 2008 the Fund will use active currency management with the objective to enhance return and potentially lower risk over the long term.

Active currency management includes cross currency trading, and may involve the Fund gaining foreign currency exposure where no underlying asset related currency exposure exists.

When the Fund is not fully invested in the investments outlined above it may hold cash.

Borrowing

The Fund's constitution places no formal restrictions on amounts that may be borrowed or liabilities that may be incurred.

If required, borrowings would be sought by us only on a short-term basis and only for the purposes of:

- funding withdrawals of units, and
- covering settlements.

The Fund may incur costs through interest expenses and the establishment and maintenance of a borrowing facility.

Labour standards and social, ethical and environmental considerations

AllianceBernstein uses an investment approach that considers each investment based on its economic merits. When making investment decisions, labour standards and social, ethical and environmental considerations are not explicitly taken into account. However, where such issues may have a material impact on the value or performance of an underlying investment they may be taken into account on a case-by-case basis. Neither AXA Australia nor AllianceBernstein hold a predetermined view of what constitutes a labour standard or social, ethical or environmental consideration.

Investment information

Set out below are the investment ranges for the Fund. Depending on liquidity requirements and prevailing market conditions, the actual investment exposure of the Fund may vary beyond these ranges.

Investment ranges		
	Minimum	Maximum
International shares	95%	100%
Cash	0%	5%

Fund performance and size

The following table illustrates actual performance of the Fund for various periods to 30 June 2008.

All information is based on data that is expressed in Australian dollar terms.

Performance information			
	1 year	3 years pa	5 years pa
Distribution return	1.6%	4.3%	3.3%
Growth return	-30.8%	-2.9%	2.8%
Total return	-29.2%	1.4%	6.1%

Fund performance figures:

- are calculated using exit (withdrawal) prices
- are net of all management, transactional and operational costs (but make no allowance for fees or rebates charged or credited directly to your account), and
- assume distributions are reinvested and tax is not deducted.

The Distribution return reflects total distributions paid from the Fund, while the Growth return reflects changes in the capital value of units.

The above figures represent past performance and investors should be aware that investment returns can be volatile and past performance is not necessarily indicative of future performance.

In addition, performance figures above show the Fund's performance under the investment management mandate that was in place prior to 1 October 2008. Under this previous mandate, active currency management, as outlined on page 2, was not undertaken by the Fund.

Financial position of the Fund as at 30 June 2008	
Gross assets	\$4,113.1m
Liabilities	\$21.2m

The annual report for the Fund is issued each year by 30 September. Copies can be downloaded online at www.axa.com.au. On request (and at no cost) we will provide you with copies of the latest annual reports for the Fund.

Up-to-date information on the investment information and Fund performance and size is available on our website www.axa.com.au or by calling AXA Australia on 1800 780 085 or your financial adviser. A paper copy of up-to-date information is available free of charge on request.

What are the risks?

What is risk?

Traditionally, risk in an investment context has referred to the variation of investment returns or incomes and the possibility of the loss of capital. However, risk can also refer to the uncertainty of whether your specific goals will be met.

What risks apply to the Fund?

Shares are subject to income and capital fluctuations and may be considered the most volatile of the major asset classes.

This volatility will be reflected in the value of your units in the Fund and therefore in your investment returns.

You should be aware that there are no guarantees that any historical pattern of performance will be repeated in the future, including income returns or capital growth. There are no guarantees protecting you against the loss or erosion in the value of your investment.

Among the principal risks of investing in the Fund is market risk, which may involve increases and decreases in market valuations. This includes factors beyond our control that affect investment performance including economic cycles, financial market conditions, government policy, interest rates, inflation and business confidence, in each of the countries where the Fund has an investment exposure.

Where the Fund invests in emerging market countries, market risk can be greater as these countries may have less stable governments and more volatile currencies. Emerging market countries also tend to have less established markets, characterised by low liquidity, high price volatility and offer less regulatory protection than developed market countries.

Given the focus of this portfolio, significant changes in the value of any one or more companies' shares in the portfolio may have a significant effect, either positive or negative, on the Fund's net asset value.

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The Fund may have currency risks due to changes in the exchange rates between the Australian dollar and the currencies in which the Fund's investments are denominated. In addition, active currency management can be used to modify the foreign currency exposure.

When the Fund includes derivatives there is a risk that the counterparty to the derivative transaction may not be able to meet its obligations. The Fund may then need to replace the transaction at market rates, which may not be as favourable as when the initial derivative transaction took place (in which case any costs will impact on performance).

The Fund is subject to risk associated with its unit trust structure. This includes termination of the Fund, changes to its rules and features (including fee increases), a change in investment manager and the performance of the investment manager.

How is risk managed?

All investment funds are subject to varying risks and we manage these risks by ensuring that this Fund is:

- diversified across a number of securities
- monitored regularly to ensure that the Fund operates within its specific investment parameters and constraints, and
- not geared.

In addition to other uses, we may also use derivatives for risk management purposes.

A licensed financial adviser can help you understand your tolerance for risk as well as your need to attain a particular return on your investment. We strongly encourage you to seek financial advice and to invest for the time frame recommended in that financial advice.

How do I invest?

Three classes of units

There are currently three classes of units available in the Fund. At our discretion we may from time to time introduce new classes of units.

The information in this PDS relates only to class A and class B units. Class B units are closed to new investors and are only available for additional contributions from existing class B unit holders. All new investors from New Zealand will invest through class A units.

Unless otherwise specified, a reference in this PDS to a 'unit' or 'units' is a reference to either class, or to both classes, of unit.

Information relating to class C units is contained in a separate PDS (available from us free of charge).

The rights, obligations and restrictions attached to each class of unit are the same, with the following exceptions:

- (a) holders of class B units have no discretion as to how distributions in relation to those units are paid, and
- (b) the cut-off times for applications and withdrawals for class A and class B units are different to those for class C units.

Direct investors

Please complete the current application form accompanying this PDS and send it to us with your cheque, made out to 'AXA Australia – Wholesale Global Equity – Value Fund' and crossed 'Not Negotiable'. A minimum initial investment of \$25,000 must be made.

Timing

If your application form and cheque reach us by 1.00 pm (Melbourne time) on a Melbourne business day, we generally process the application effective that day. Application forms and cheques received after 1.00 pm (Melbourne time) on a Melbourne business day, or on a weekend or Melbourne public holiday, are generally processed effective the next Melbourne business day. Any interest which accrues on application monies held by us prior to the issue of units will be retained by us.

We can only process your application when we receive a completed current application form and your initial investment amount.

Investing through a master trust or wrap account

It is possible to gain exposure to the Fund through an investment or reporting service such as a master trust, wrap account, investor directed portfolio service or nominee or custody service. In this document we refer to these services as master trusts or wrap accounts and to people who invest through them as indirect investors.

Indirect investors do not become unit holders in the Fund. Instead it is generally the operator of the master trust or wrap account that invests for you and so has the rights of a unit holder. They exercise these rights (or not) in accordance with their arrangements with you.

If you wish to invest through a master trust or wrap account, please refer to their terms and conditions.

Anti-Money Laundering and Counter-Terrorism Financing

AXA Australia is required to comply with the Anti-Money Laundering and Counter-Terrorism Financing (AML/CTF) Act. This means before AXA Australia can accept you as an investor you need to provide certain identification information and verification documentation. We may also need additional customer identification information and verification from you as you undertake further transactions in relation to your investment.

We will need to identify and verify:

- you as an investor prior to your purchasing units in the Fund. We cannot issue units in the Fund until all relevant information has been received and your identity has been satisfactorily verified.
- your estate. If you die while you hold units in the Fund, we will need to identify and verify your legal personal representative prior to transferring the ownership of your units.
- anyone acting on your behalf. If you nominate a representative to act on your behalf, we will need to identify and verify the nominated representative prior to authorising them as an added signatory to your account.

The customer identification requirements form part of your application for your investment. You will need to ensure you complete and attach any necessary supporting documentation to the application to ensure the successful and timely processing of your application.

In some circumstances, in accordance with the AML/CTF legislation, we may need to re-verify information or require additional information from you.

By applying to invest in the Fund, you acknowledge that we may decide to delay or refuse any request or transaction in our absolute discretion. This could include delaying the issue or sale of units if we deem that the request or transaction may breach our obligations, or cause us to commit or participate in an offence, under the AML/CTF Act, and we will incur no liability to you if we do so.

Cooling Off

Direct investors

If you are a retail investor (as defined in the Corporations Act), you have a period of 14 days (the 'Cooling Off' period) during which you can cancel your investment by notifying us in writing. The 14-day period starts from the date you receive

confirmation of your investment or five days after we process your application, whichever occurs first. If you cancel your investment during this period, the amount repaid to you is adjusted in accordance with the Corporations Act to reflect any increase or decrease in the value of your investment, any tax or duties payable by us, and administrative expenses and transaction costs associated with the acquisition and termination of your investment.

The right to Cooling Off terminates immediately if you exercise a right or power under the terms of the product, such as selling part of your investment or switching it to another product. For any subsequent contributions made under the terms of an existing agreement, or investments made under a switching facility or distribution reinvestment plan, the right to Cooling Off does not apply to these subsequent contributions.

Indirect investors

If you are an indirect investor, please contact your master trust or wrap account operator about any right to Cooling Off as you do not receive the right of Cooling Off from us.

Additional investments

Direct investors

To make additional investments simply send us an authorised fax or letter detailing your investor number, the additional amount you wish to invest, together with confirmation that the investment monies have been deposited into our account. Alternatively you may use an additional deposit form – please call AXA Australia on 1800 780 085 to obtain a copy.

Each additional investment must be at least \$1,000.

Additional units are issued on the terms and conditions set out in the PDS current at the time the application is processed.

We will provide a copy of the current PDS free on request.

As soon as is reasonably practicable after each investment we will send you a statement setting out details of your investment and your balance.

The relevant fees and expenses will apply to all additional investments. Refer to 'Additional explanation of fees and costs' on page 9.

Indirect investors

If you are an indirect investor and wish to make additional investments, please contact your master trust or wrap account operator.

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Making withdrawals and switches

Payment of the proceeds of a withdrawal request (including a switch) is subject to the time it takes for a sufficient amount of your investment to be cleared to cover the withdrawal. It may also be subject to the AML/CTF verification procedures outlined on page 5.

Direct investors

Simply send us an authorised fax or letter detailing your investor number, the amount you wish to withdraw and where you would like us to send the proceeds. If your investment is below our current minimum investment of \$25,000 and you wish to make a withdrawal, you may be asked to withdraw your entire investment.

When you make a withdrawal you dispose of units in the Fund which may have tax implications.

Timing

We generally take up to five Melbourne business days to process a withdrawal. However, we cannot give an absolute assurance that a longer withdrawal period will not apply in some cases.

If you are a direct investor, we will pay the amount withdrawn to your nominated Australian bank or financial institution account or by cheque made payable to you.

For withdrawal requests received before 12.00 pm (Melbourne time) on a Melbourne business day, the withdrawal will generally be effective that day. For withdrawal requests received after 12.00 pm (Melbourne time) on a Melbourne business day, or on a weekend or Melbourne public holiday, the withdrawal will generally be effective the next Melbourne business day.

The terms and conditions relating to the withdrawal of units described above assume that the Fund remains 'liquid' within the meaning of the Corporations Act. A fund is liquid when at least 80 per cent of assets can be sold at market value within a set period.

We are of the view that the Fund is currently 'liquid' for the purposes of the Corporations Act.

Where a fund becomes 'non-liquid' a unit holder has no right to withdraw from the fund, except in accordance with any withdrawal offer the responsible entity may elect to make. Refer to 'When we can delay access to your money' on page 14.

Indirect investors

If you are an indirect investor and wish to withdraw your investment please contact your master trust or wrap account operator.

Switching

Direct investors

A request for a switch is a withdrawal of units from the Fund, and an application for units in another AXA Australia fund. The relevant procedures, processing times and conditions relating to withdrawals and applications will apply. If you are a direct investor and want to switch all or part of your investment into another AXA Australia fund, please send us an authorised fax or letter and a completed application form with your request.

Indirect investors

If you are an indirect investor and wish to switch your investment please contact your master trust or wrap account operator.

Reporting

Direct investors

If investing directly, we currently send you:

- as soon as is reasonably practicable after every transaction you make, a confirmation statement for the transaction
- an annual tax statement to help you with your tax return
- where the Fund makes a distribution, information about that distribution
- investment statements detailing all transactions and the current balance (generally sent at least quarterly).

Indirect investors

If you are an indirect investor, please ask your master trust or wrap account operator about their reporting policy.

Unit pricing

Unit prices fluctuate with changes in the value of the investments of the Fund.

Provisions in the Fund's constitution give AXA Australia the ability to exercise discretion in relation to the calculation of application and withdrawal unit prices. The application and withdrawal prices are based on the net asset value of the Fund at the next valuation of its investments adjusted by transaction costs (the buy/sell margin). AXA Australia has a policy that details how and when we exercise this discretion. We will provide you with a copy of the policy free of charge at your request by contacting AXA Australia on 1800 780 085.

The Fund's investments are valued in accordance with its constitution, generally on the basis of market value but other valuation policies and methods may be adopted by us if appropriate. In the case of a listed security this will generally be the last price at which the security was traded on the relevant stock exchange.

In some circumstances a market value may not be available. This may be because of a temporary closure of the market (for example, due to a public holiday), which we do not expect will have a significant impact on the market value of the relevant assets. In this situation we will generally continue to use the most recently available market value for those assets. Alternatively, a market value may not be available because of unforeseen events that result in a market being closed. In this situation we will generally suspend the ability to invest in or withdraw from the Fund if we think that the market closure might have a significant impact on market values (unless we are satisfied that independently verifiable application and withdrawal prices can be obtained).

We generally calculate the market value of the Fund each Melbourne business day. When you apply for units in the Fund or make a withdrawal from the Fund, your transaction will usually be processed at the unit price derived from asset values at the close of business on the effective date of your transaction.

Income received by the Fund during a distribution period is reflected in the unit price. At the end of the distribution period, unit prices will generally fall by the amount distributed per unit.

Distributions

The distribution period is yearly ending 30 June. Distributions will normally be made within one month after the end of a distribution period and must be made within 60 days, or as soon as possible after the Fund's audit (if any). The amount distributed to each unit holder will be based on the number of units held by the unit holder at the end of the distribution period.

Direct investors

Direct investors who hold class A units can elect to have distributions in relation to those units paid directly into an Australian bank or financial institution account, or reinvested in the Fund in the form of additional class A units. Unless you advise us otherwise when completing your application form, distributions will be automatically reinvested in the Fund. Should you wish to change your distribution choice at sometime in the future please advise us in writing.

Direct investors who hold class B units have no discretion as to how distributions in relation to those units are paid. Distributions in relation to those units may be reinvested in the Fund in the form of additional class B units; or paid directly into a nominated Australian bank or financial institution account; or a combination of these, at our discretion.

Indirect investors

For indirect investors, distributions will be paid or reinvested in accordance with the instructions received from your master trust or wrap account operator.

Year-end processing

We are required to perform a substantial amount of processing and calculations for our investment funds at the end of each financial year (30 June). This invariably causes delays in the determination of unit prices, the processing of application details (such as sending out confirmation statements, but not the investment of application monies) and in withdrawal processing and payments (including switches between funds). Normal processing times may therefore be extended during the end of financial year period.

Wholesale Global Equity – Value Fund

Product Disclosure Statement

Fees and other costs

Consumer advisory warning

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 fund 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 contribution fees and management costs where applicable. 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)** website (www.fido.asic.gov.au) has a managed investment fee calculator to help you check out different fee options.

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

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

All fees are inclusive of GST less any reduced input tax credits.

Taxes are set out in another part of this document.

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the fund		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment	Nil	Not applicable
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable
Termination fee The fee to close your investment	Nil	Not applicable
Management costs¹ The fees and costs for managing your investment		
Management fee (excluding transactions costs ²)	0.95% pa	Calculated on the gross asset value of the Fund daily and payable monthly. The management fee is reflected in the unit price.
Expenses	0.03% pa	This is an estimate based on historical data and covers expenses incurred in the management of the Fund. Included in unit prices as the expenses are incurred.
Service fees³		
Investment switching fee The fee for changing investment options	Nil	Not applicable

Notes:

- 1 See 'Management costs' under the heading 'Additional explanation of fees and costs' below.
- 2 See 'Transaction costs' under the heading 'Additional explanation of fees and costs' on page 10.
- 3 An Adviser Review Fee may be payable if you choose this feature – see 'Adviser Review Fee' under the heading 'Additional explanation of fees and costs' on page 10.

Additional explanation of fees and costs

1 Management costs

1.1 Management fee

We currently charge an ongoing management fee of 0.95 per cent per annum of the gross asset value of the Fund, calculated daily and payable monthly. The management fee is reflected in the unit price.

The Fund may obtain reduced input tax credits in respect of the GST on the fees.

1.2 Expenses

All expenses relating to the proper performance of our duties are recoverable from the Fund. These include (but are not limited to) expenses in relation to: audits, postage, printing, legal advice,

the compliance committee, disclosure document costs, amendments to the constitution, audit of the compliance plan and costs associated with acquiring, holding and selling investments of the Fund. We estimate these expenses to be 0.03 per cent per annum based on historical costs and expenses. The actual costs and expenses are deducted from the Fund at the times they are incurred, and are reflected in the unit price.

1.3 Fee rebates

From time to time we may rebate some of our fees (or issue additional units in the Fund) to 'sophisticated' or 'professional' investors or 'wholesale clients' (as defined under the Corporations Act) so that they pay reduced fees. We cannot enter into individual fee arrangements with other investors.

Wholesale Global Equity – Value Fund

Product Disclosure Statement

1.4 Where the Fund invests in other funds managed by us

The Fund may invest in other funds or investment companies including those managed by us or our associates.

Where we are the responsible entity of that other fund, full management fees will not be received by us from both funds. Instead, adjustments will be made so that our management fee will be no greater than the fee we have elected to take under the Fund's constitution at the relevant time.

2 Transaction costs

Transaction costs are costs incurred by the Fund when assets owned by the Fund are bought or sold. Examples of transaction costs include brokerage costs, government taxes and charges, and buy or sell margins of other trust units held by the Fund. These costs will differ according to the type of asset traded, and whether it is traded in Australia or overseas.

2.1 Buy and sell margins

Buy and sell margins (sometimes referred to as 'transaction cost factors') are included in the Fund's unit prices as a means by which the Fund recoups from transacting investors monies sufficient to cover the transaction costs these investors cause the Fund to incur. This practice aims to protect investors who transact infrequently from the costs generated by investors who transact more frequently.

Buy and sell margins are not paid to us but are retained by the Fund.

The Fund's buy margin reflects the transaction costs of buying assets incurred by the Fund as a result of investors applying for Fund units, and is factored into the calculation of the application price. The Fund's sell margin reflects the transaction costs of selling assets incurred by the Fund as a result of investors withdrawing Fund units, and is factored into the calculation of the withdrawal price.

The buy and sell margins are set so as to reflect average estimated future transaction costs that the Fund will incur when assets are bought or sold, and are subject to periodic review.

In some circumstances, at the discretion of management, the buy and/or sell margins may be reduced to reflect actual transaction costs associated with specific applications/withdrawals.

The margins are estimates based on Fund transaction costs, and thus may change when transaction costs change (eg brokerage rates increase). The Fund's margins are subject to change at any time without notice.

As at the date of this PDS the buy margin was 0.2 per cent above the net asset value per unit for the application price, and the sell margin was 0.2 per cent below the net asset value per unit for the withdrawal price.

If considered in isolation, the effect of the combined buy and sell margins of 0.4 per cent on a \$1,000 investment would result in the reduction of the investment to approximately \$996 upon its withdrawal. That is, \$1,000 less the combined buy and sell margins of \$4 (0.4 per cent) = \$996.

This amount is an additional cost to the investor that is reflected in the unit price and is not charged separately.

To obtain up-to-date information on the Fund's buy and sell margins please call us on 1800 780 085 or visit www.axa.com.au.

3 When can we change fees?

The Fund's constitution allows us to charge certain fees up to the limits specified below. Should we raise a fee within the limits permitted by the constitution, we will notify you in writing 30 days before raising the fee.

Under the constitution, we are entitled to a contribution fee of up to 8 per cent of each application amount invested in the Fund, a withdrawal fee of up to 8 per cent for each amount withdrawn by investors from the Fund, and a management fee of up to 5 per cent per annum of the gross asset value of the Fund, calculated daily and payable monthly.

We are also entitled to a custody and compliance fee of 0.06 per cent per annum of the gross asset value of the Fund, calculated daily and payable monthly.

4 What is paid to my financial adviser?

4.1 Adviser Review Fee

This option is only available to direct investors. Indirect investors should contact their master trust or wrap account operator about the availability of such an arrangement.

The Adviser Review Fee is a negotiable fee agreed between you and your adviser and a convenient way to pay your financial adviser for the professional services he or she may provide.

The Adviser Review Fee is paid by withdrawing units from your investment in this Fund, or another AXA Australia fund (Investment Fund) under the same investor number. If you do not nominate a fund, the Adviser Review Fee will be deducted from your Investment Fund with the highest account balance at the time the fee is deducted.

The Adviser Review Fee is payable quarterly. You can nominate either a fixed annual dollar amount or an equivalent percentage per annum of your entire balance in Investment Funds under your investor number (referred to as your Investor Account Balance). Your nominated option will apply to all investments you have under your investor number.

We limit the amount withdrawn to a maximum of 1 per cent per annum of your quarterly Investor Account Balance. If the dollar amount that you have agreed with your adviser exceeds this 1 per cent per annum (a quarter of 1 per cent per quarter) maximum, the fee will not be deducted for the quarter and we will inform your financial adviser.

When filling in the application form you can nominate the start date for the Adviser Review Fee to be deducted. If you do not nominate a start date, the Adviser Review Fee will be deducted on your quarterly anniversary date. If the date falls on a weekend or Melbourne public holiday, the fee will be deducted the next Melbourne business day.

Please write to us to change or stop your Adviser Review Fee deductions. We will inform your financial adviser of any requests to alter or cease Adviser Review Fee deductions.

The payment of the Adviser Review Fee requires a withdrawal of units in the fund from which it is deducted. The relevant fees and tax implications will apply.

Adviser Review Fee example

When considered in isolation, with an Investor Account Balance of \$25,000 and a maximum Adviser Review Fee of 1 per cent per annum, an investor's total return would be reduced by a maximum of \$250 each year.

4.2 Commission

Commission may be payable to your financial adviser for selling units in the Fund. We pay all commissions from our own money and therefore there is no financial impact on your investment.

4.3 Other benefits to financial advisers

From time to time, we may decide to provide financial advisers with non-monetary benefits (such as training or entertainment). This is in addition to the commission that we may pay to financial advisers detailed earlier in this document. When we do this, it does not represent a charge or cost to you. We maintain a register of the non-monetary benefits that we provide to advisers from time to time. If you would like a copy of the register contact AXA Australia on 1800 780 085.

Investment costs

Historical Management Expense Ratios (MERs) provide an indication of the indirect fees and costs incurred by investors of the Fund to date. Expressed as a percentage of the net asset value of the Fund, the MER includes all management fees deducted from the Fund, and all other relevant Fund fees and expenses but not transaction costs such as brokerage.

Due to a change in the law, from 1 July 2006 management or investment costs are measured by the Indirect Cost Ratio (ICR). Expressed as a percentage of the net asset value of the Fund, the ICR is calculated to include the total indirect fees and costs incurred by investors and includes all management fees deducted from the Fund, and all other relevant Fund fees and expenses. The ICR is deducted from the Fund prior to the unit price being calculated. More information regarding the ICR figure can be obtained online at www.axa.com.au/statements.

Listed below is the ICR for the Fund for year ended 30 June 2008. The historical MERs for the Fund for years ended 30 June 2007 and 2006 are also listed.

ICR/MERs		
2008	2007	2006
0.98%	1.00%	1.00%

Wholesale Global Equity – Value Fund

Product Disclosure Statement

Example of annual fees and costs

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

Example		Balance of \$50,000 with an annual contribution of \$5,000
Contribution Fees	Nil	For every \$5,000 you put in, you will be charged \$0.
Plus Management Costs	0.98%*	And, for every \$50,000 you have in the fund you will be charged \$490 each year.
Equals Cost of fund		If you had an investment of \$50,000 at the beginning of the year (1 January) and 6 months later (1 July) you put in an additional \$5,000, you would be charged fees of \$514.50**. What it costs you will depend on your investment account balance.

The above example assumes a balance of \$50,000 at the beginning of the year and the additional contribution of \$5,000 is made after 6 months. The \$514.50 is therefore comprised of \$490 (\$50,000 x 0.98%) plus \$24.50 (\$5,000 x 0.98% x 6/12).

Any contribution made or unit price gain will increase your account balance on which the management costs are calculated.

* Management costs of 0.98% are made up of the management fee (0.95%) and expenses (0.03%).

** Additional fees may apply: If you agree to the Adviser Review Fee it will apply as outlined on page 10.

Tax

The following information is a brief outline of the tax consequences of investing in the Fund. The tax laws are subject to frequent change and the tax consequences of investing in the Fund may differ between unit holders, particularly unit holders who are not Australian residents. We recommend you seek tax advice specific to your situation.

Income tax

The Fund fully distributes all net income to unit holders. All taxable income you become entitled to during a financial year should be included as part of your assessable income, irrespective of whether the income was reinvested.

Imputation credits

Your income distribution may include an entitlement to franked dividends. Your particular circumstances (and that of the Fund) will be relevant to determine whether you are entitled to any franking credits in respect of your share of the franked dividends.

Foreign tax credits

If the Fund pays taxes in foreign countries or receives foreign tax credits from distributions received by it, you may receive a foreign tax credit. If it does, your annual tax statement will include the details.

Foreign Investment Fund (FIF) liability

The Fund may hold investments which are subject to the FIF regime. Under the FIF rules, the net income distributed to you may include unrealised income or gains from these investments. Whilst the Fund will be managed to minimise the impact of FIF, it is not possible to guarantee that FIF income will not arise.

If the Fund incurs any FIF liability it will be included in the Fund's assessable income. If it does, your annual tax statement will include the details.

Capital gains

The net income of the Fund for tax purposes may include net capital gains, some of which may be discount capital gains (arising from the discount concession).

When you invest in the Fund you receive an interest in the Fund. The Fund may have unrealised capital gains and losses at the time you invest in it.

Disposal of units

If you withdraw, switch or transfer ownership of any part of your investment, it is treated as a disposal, for tax purposes.

Some investors may be eligible for the discount capital gain concession upon disposal of their units if the units are held for 12 months or longer. You should obtain professional advice about the availability of the concession.

Non-resident investors

If you are not an Australian resident, tax will normally be deducted from distributions before they are paid to you. The tax rate will depend on the nature of the distribution and the country in which you reside.

Privacy – use and disclosure of personal information

Direct investors

The privacy of your personal information is important to you and also to AXA Australia. The purpose of collecting your information on the application form is to process your application, and manage your investment in the Fund. If the information you give us is not complete or accurate, we may not be able to provide you with the products and services you have applied for.

In processing your application, and managing your investment in the Fund, we may need to disclose your personal information to other parties such as your financial adviser.

In the future, we may contact you about new products or special offers provided by us or by other Global AXA Group companies. If, at any time, you do not want to receive this information, you can opt out by telephoning AXA Australia on 1800 780 085 and quoting your investor number.

You are also entitled to request reasonable access to information we have about you. We reserve the right to charge an administration fee for collating the information you request.

For our policy on privacy refer to our website www.axa.com.au or contact AXA Australia on 1800 780 085.

Indirect investors

If you are an indirect investor, it is the master trust or wrap account operator that holds the relationship with us. We therefore do not receive any of your personal details. Please contact your master trust or wrap account operator for details of their privacy policy in relation to the use and disclosure of your personal information.

Our legal relationship with you

Direct investors

The constitution under which the Fund was established provides the framework for the operation of the Fund and, with the Corporations Act, this PDS and other laws, sets out our relationship with you. The following information will help you decide whether to request a copy of the constitution. To obtain a copy of the constitution free of charge while this PDS is current, contact AXA Australia on 1800 780 085.

Indirect investors

If you are an indirect investor it is the master trust or wrap account operator that has the relationship with us. Your rights are governed by your agreement with the master trust or wrap account operator.

Amending the Fund's constitution

The Fund is a registered managed investment scheme under the Corporations Act and is governed by a constitution. Unit holders' rights and entitlements are largely governed by the Fund's constitution, the terms and conditions of which are binding on us and on unit holders. We may amend the constitution at any time, however, the Corporations Act requires that unit holders approve an amendment of a constitution if the proposed amendment will adversely affect their rights.

Our role

We are responsible for the Fund's management including the determination of the investment objectives and policy and the day-to-day administration. Our role also includes holding the investments of the Fund securely and protecting the rights and interests of unit holders. This includes the duties to act honestly, exercise due care and diligence and treat investors equally. Subject to the Corporations Act and the Fund's constitution we may at any time voluntarily retire or be removed by unit holders at a unit holder meeting as responsible entity of the Fund.

The nature of units

Each unit gives a unit holder an equal and undivided interest in the Fund. However, a unit does not confer any interest in any particular asset of the Fund and does not entitle the unit holder to have any of the assets of the Fund transferred to the unit holder or to interfere with any of our rights or powers.

Unit holder meetings

We may at any time convene a meeting of unit holders of the Fund. Subject to the requirements of the Corporations Act, we will also convene a meeting if requested in writing to do so by members with at least five per cent of the votes that may be cast on the resolution, or at least 100 members who are entitled to vote on resolutions. If a meeting is to be held, a notice setting out relevant information about the meeting will be sent to unit holders. Unit holders may vote at the meeting unless prohibited under the Fund's constitution or under the Corporations Act.

Wholesale Global Equity – Value Fund

Product Disclosure Statement

Indemnities

We are not liable for any loss unless we fail to comply with our duties as specified in the constitution or under any prevailing law. Your liability is limited by certain provisions in the constitution to the amount, if any, which remains unpaid in relation to your application for units but the courts are yet to determine the effectiveness of provisions like this.

Termination

The Fund may be terminated in a number of circumstances under its constitution and the Corporations Act.

The Fund terminates at the earliest of:

- the 80th anniversary of the day before the Fund commenced
- the date specified by the responsible entity as the date of termination of the Fund in a notice given to members, or
- the date on which the Fund terminates in accordance with another provision of the constitution or by law.

When we can delay access to your money

The Corporations Act provides that a fund's withdrawal arrangements must be closely tied to the liquidity of the fund's underlying investments. The Corporations Act distinguishes between 'liquid' and 'non-liquid' funds and has separate withdrawal rules for each type. While a fund is a 'liquid' scheme investors can make a request to withdraw from the fund at any time and the request must be satisfied out of the fund's assets within the withdrawal period provided for in the fund's constitution. For this Fund that withdrawal period is up to 30 days. We generally take up to five business days to process a withdrawal. There is no obligation for the responsible entity to satisfy a withdrawal request out of its own money.

Where a fund is a 'non-liquid' scheme, the responsible entity can offer investors the opportunity to withdraw from the fund on a periodic basis, but is not obligated to do so. Where there is no such offer currently open to unit holders, a unit holder has no right to withdraw from the fund. The offer period must be at least 21 days long. Before making a withdrawal offer, the responsible entity must identify the liquid investments of the fund which are available to meet withdrawal requests which result from the offer. When a withdrawal offer closes, the responsible entity must satisfy withdrawal requests

made in response to the offer within 21 days. If the value of withdrawal requests exceeds the amount identified as being available for withdrawal, the requests must be met on a pro rata basis. As at the date of this PDS we are of the view that the Fund is a 'liquid' scheme and hence withdrawals will be processed at the request of investors.

Our powers

Under the constitution we, as responsible entity, have very broad powers to enable the efficient and prudent management of the Fund including practically unrestricted powers in relation to the types of assets in which the Fund can invest. These powers are limited by the Fund's stated objectives, which are referred to on page 1.

Additional disclosure information

The Fund is subject to regular reporting and disclosure obligations under the Corporations Act. Copies of documents lodged with the Australian Securities and Investments Commission (ASIC) may be obtained from or inspected at an ASIC office.

You may also request a copy of the following documents from us when they are available:

- the Fund's annual financial report most recently lodged with ASIC
- any half-year financial report lodged with ASIC, and
- any continuous disclosure notices given for the Fund after lodgement of the Fund's annual financial report and before the date of this PDS.

Compliance plan

We have a compliance plan for the Fund. The compliance plan sets out the measures we will apply in operating the Fund to ensure compliance with the Corporations Act and the Fund's constitution. The compliance plan is lodged with ASIC and is audited by our independent auditors annually to determine our compliance with it.

We have a compliance committee to monitor the operation of the Fund and overall compliance with the compliance plan. The majority of the members of the compliance committee must be, and are, independent of AXA Australia. The compliance committee has the obligation to monitor our compliance with the compliance plan and to report certain breaches of the Corporations Act and the compliance plan to ASIC.

Complaints

Direct investors

Please contact AXA Australia first if you have a complaint. We will acknowledge your complaint within 14 days (if it was not resolved during an initial telephone discussion). We will then give proper consideration to the complaint and advise you of the outcome within 45 days after receipt of the complaint.

If your issues remain unresolved, you may be able to obtain assistance from the Financial Ombudsman Service. This service has been set up as an objective party to hear unresolved complaints. There is no cost for using this service. They can be contacted on 1300 780 808.

Indirect investors

If you are an indirect investor, any queries or complaints should be directed to your master trust or wrap account operator.

Contacting us

If you are an indirect investor, all correspondence should be directed to your master trust or wrap account operator. All other investors should contact AXA Australia:

Phone: 1800 780 085

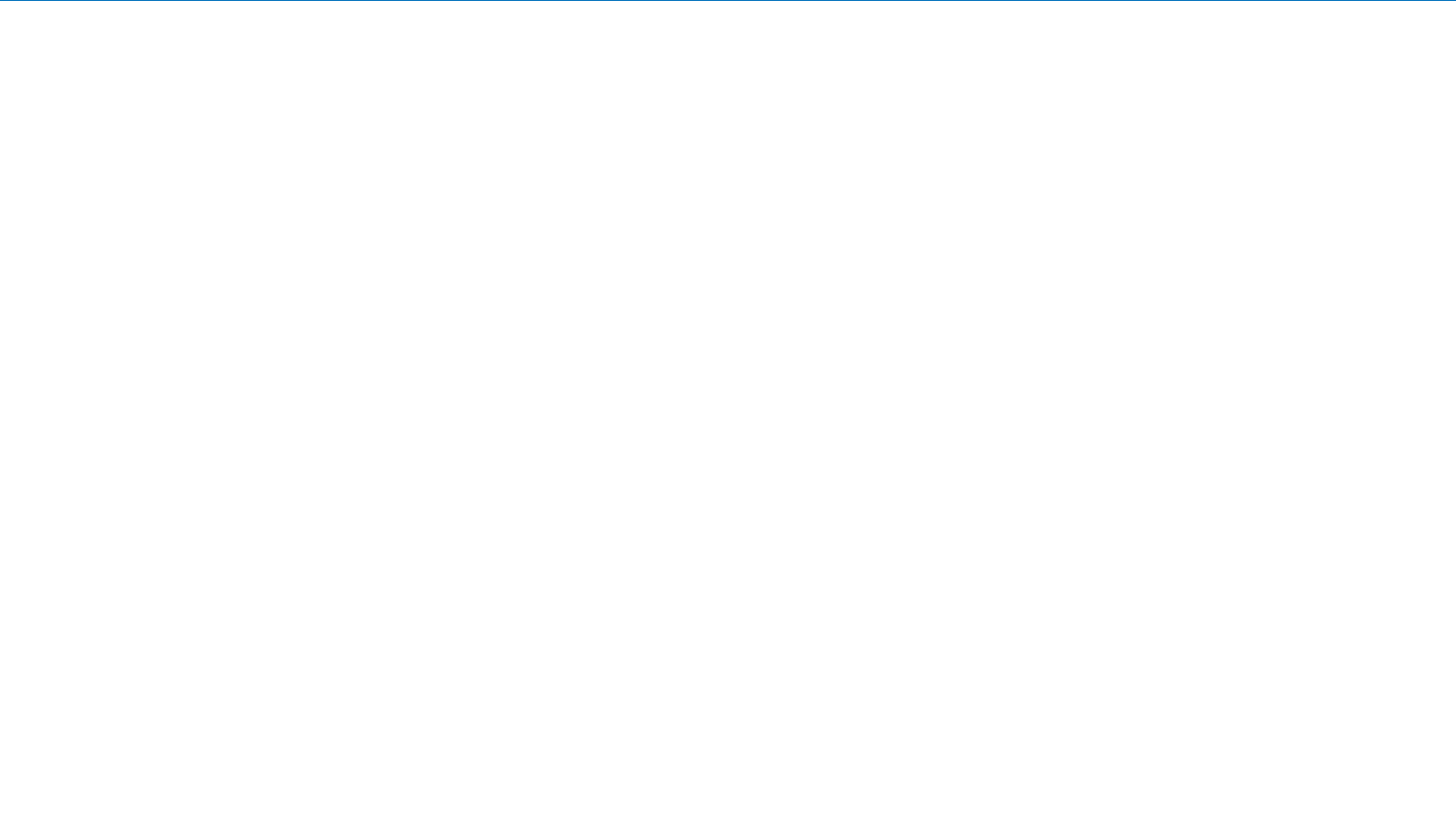
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