

BETASHARES AUSTRALIA 200 ETF

ARSN: 623 014 326 | ASX CODE: A200

BETASHARES AUSTRALIAN EX-20 PORTFOLIO DIVERSIFIER ETF

ARSN: 613 691 688 | ASX CODE: EX20

BETASHARES FTSE RAFI AUSTRALIA 200 ETF

ARSN: 155 637 219 | ASX CODE: QOZ

SUPPLEMENTARY PRODUCT DISCLOSURE STATEMENT

DATED: 21 FEBRUARY 2023
ISSUER: BETASHARES CAPITAL LTD
ABN: 78 139 566 868
AFS LICENCE: 341181

This Supplementary Product Disclosure Statement (**SPDS**) is supplemental to the Product Disclosure Statement dated 19 March 2021 in respect of Betashares Australia 200 ETF, Betashares Australian Ex-20 Portfolio Diversifier ETF and Betashares FTSE RAFI Australia 200 ETF (**PDS**).

The PDS and this SPDS should be read together.

A copy of this SPDS has been lodged with the Australian Securities and Investments Commission (**ASIC**) on 21 February 2023. Neither ASIC nor ASX Limited takes any responsibility for the contents of this SPDS.

Terms defined in the PDS have the same meanings when used in this SPDS.

Reduction in management fee for Betashares Australia 200 ETF

The purpose of this SPDS is to reflect a reduction in the management fee for Betashares Australia 200 ETF from 0.07% per annum of the Fund's Net Asset Value to 0.04% per annum of the Fund's Net Asset Value. This change will take effect on and from 22 February 2023.

There is no change to the management fee for Betashares Australian Ex-20 Portfolio Diversifier ETF and Betashares FTSE RAFI Australia 200 ETF.

With effect on and from 22 February 2023 the PDS is amended as follows:

1. By deleting sections 3.1, 3.2 and 3.3 and replacing them with the following:

3.1 FEES AND OTHER COSTS

This section 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 assets of each managed investment scheme as a whole.

Taxes are set out in another part of this PDS.

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

TABLE 3.1: FEES AND COSTS SUMMARY

BETASHARES FTSE RAFI AUSTRALIA 200 ETF, BETASHARES AUSTRALIAN EX-20 PORTFOLIO DIVERSIFIER ETF AND BETASHARES AUSTRALIA 200 ETF

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
Ongoing annual fees and costs		
Management fees and costs:	Betashares FTSE RAFI Australia 200 ETF - 0.40% per annum of the Fund's Net Asset Value	
The fees and costs for managing your investment	Betashares Australian Ex-20 Portfolio Diversifier ETF - 0.25% per annum of the Fund's Net Asset Value	
	Betashares Australia 200 ETF - 0.04% per annum of the Fund's Net Asset Value	
	As at the date of this PDS, the management fees and costs of each Fund consist of the following components:	
	Management fee	
	Betashares FTSE RAFI Australia 200 ETF - 0.30% per annum of the Fund's Net Asset Value	The management fee is calculated and accrued daily as a percentage of each Fund's Net Asset Value and reflected in the daily Net Asset Value per Unit. The amount is deducted from each Fund's assets monthly on or after the first day of the following month.
	Betashares Australian Ex-20 Portfolio Diversifier ETF - 0.20% per annum of the Fund's Net Asset Value	
	Betashares Australia 200 ETF - 0.04% per annum of the Fund's Net Asset Value	
	Plus	
	Recoverable expenses	
	Betashares FTSE RAFI Australia 200 ETF – Estimated at 0.10% per annum of the Fund's Net Asset Value ¹	The recoverable expenses are calculated and accrued daily as a percentage of each Fund's Net Asset Value and reflected in the daily Net Asset Value per Unit. The amount is deducted from the Fund's assets monthly on or after the first day of the following month.
Betashares Australian Ex-20 Portfolio Diversifier ETF – Estimated at 0.05% per annum of the Fund's Net Asset Value ¹		
Betashares Australia 200 ETF – Estimated at 0.00% per annum of the Fund's Net Asset Value ¹	Any expenses normally incurred in operating the Betashares Australia 200 ETF are paid as and when incurred by the Responsible Entity out of the management fee it receives. Any extraordinary expenses are deducted from the Fund's assets as and when incurred.	
Plus		
Indirect costs		
Estimated at 0.00% per annum of each Fund's Net Asset Value ²	The indirect costs are calculated and accrued daily as a percentage of each Fund's Net Asset Value and reflected in the daily Net Asset Value per Unit. The amount is deducted from each Fund's assets as and when incurred.	
Performance fees:	Nil	Not applicable
Amounts deducted from your investment in relation to the performance of the product		

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
Transaction costs: The costs incurred by the scheme when buying or selling assets	Betashares FTSE RAFI Australia 200 ETF – Estimated at 0.01% per annum of the Fund's Net Asset Value ³ Betashares Australian Ex-20 Portfolio Diversifier ETF – Estimated at 0.01% per annum of the Fund's Net Asset Value ³ Betashares Australia 200 ETF – Estimated at 0.00% per annum of the Fund's Net Asset Value ³	Transaction costs reduce each Fund's Net Asset Value. How and when they are paid varies depending on the type of transaction cost. Certain costs, e.g. brokerage, are added to or deducted from the amounts payable from each Fund's assets or receivable by each Fund at the time of settlement in respect of investments purchased or sold for each Fund. Other costs, e.g. transactional custodian fees, are invoiced to each Fund and paid from each Fund's assets according to a regular monthly or quarterly cycle.
Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)		
Establishment fee: The fee to open your investment	Nil	Not applicable
Contribution fee: The fee on each amount contributed to your investment	If you are not an Authorised Participant - \$0 If you are an Authorised Participant – up to \$3,000 for in-kind applications ⁴	Payable only by Authorised Participants. ⁵ This fee will be payable by Authorised Participants together with the transfer of the application securities and balancing cash component (if positive) at the time of the application for in-kind applications.
Buy-sell spread: An amount deducted from your investment representing costs incurred in transactions by the scheme	Nil ⁶	Not applicable.
Withdrawal fee: The fee on each amount you take out of your investment	If you are not an Authorised Participant - \$0 If you are an Authorised Participant – up to \$3,000 for in-kind redemptions ⁴	Payable only by Authorised Participants. ⁵ This fee will be paid at the time of redemption for in-kind redemptions.
Exit fee: The fee to close your investment	Nil	Not applicable
Switching fee: The fee for changing investment options	Nil	Not applicable

¹ This figure reflects the recoverable expenses incurred by the Fund for the previous financial year ended 30 June 2022. For more information on recoverable expenses, see "Recoverable expenses" in the "Additional Explanation of Fees and Costs" section below.

² This figure reflects the indirect costs incurred by the Fund for the previous financial year ended 30 June 2022. For more information on the calculation of indirect costs, see "Indirect costs" in the "Additional Explanation of Fees and Costs" section below.

³ This figure reflects the estimated transaction costs incurred by the Fund for the previous financial year ended 30 June 2022 and may include the Responsible Entity's reasonable estimates where the Responsible Entity was unable to determine the exact amount or information was not available at the date of this PDS. This estimate is net of transaction costs for which the Responsible Entity reimburses the Fund out of the application and redemption fees it receives from Authorised Participants, as described in section 3.3.6. For more information on transaction costs and the application and redemption fees payable by Authorised Participants, see "Transaction costs" and "Application and redemption fees for Authorised Participants" in the "Additional Explanation of Fees and Costs" section below.

⁴ Cash applications and redemptions are only available if agreed by the Responsible Entity. Additional contribution and withdrawal fees may apply in the case of a cash application or redemption as agreed with the Responsible Entity from time to time.

⁵ An Authorised Participant is a trading participant under the ASX Operating Rules (or which has engaged a trading participant to act on its behalf) which has entered into an agreement with the Responsible Entity in relation to Unit applications and redemptions. For an explanation

of the contribution fees and withdrawal fees (also referred to in this PDS as application fees and redemption fees) please see section 3.3.6 "Application and Redemption Fees for Authorised Participants" in the "Additional Explanation of Fees and Costs" section below. Unitholders who are not Authorised Participants may be charged a redemption fee if they redeem Units pursuant to their right to redeem in the special circumstances described in section 5.6 - see "Additional Explanation of Fees and Costs" section below for more information.

⁶ While the Funds do not charge a buy-sell spread, as each Fund is traded on a securities exchange, investors may incur a bid-offer spread when trading on the exchange.

Certain additional costs may apply. See the "Additional Explanation of Fees and Costs" section below for more information.

Each fee set out in this table may in some cases be negotiated with wholesale clients. For more information, refer to the explanation of "Differential fees, rebates and related payments" in the "Additional Explanation of Fees and Costs" section below.

All fees and costs in the table above include Goods and Services Tax (GST) net of any reduced input tax credits and any applicable stamp duty and are shown without any other adjustment in relation to any tax deduction available to the Responsible Entity or the extent to which any tax deduction may be passed on to unitholders.

3.2 EXAMPLE OF ANNUAL FEES AND COSTS

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

TABLE 3.2: EXAMPLE OF ANNUAL FEES AND COSTS

EXAMPLE - APPLICABLE TO BETASHARES FTSE RAFI AUSTRALIA 200 ETF	AMOUNT	BALANCE OF \$50,000 WITH A CASH CONTRIBUTION OF \$5,000 ¹ DURING THE YEAR
CONTRIBUTION FEES²	\$0 if you are not an Authorised Participant; or \$3,000 for in-kind applications if you are an Authorised Participant	For every additional \$5,000 you put in, you will be charged: \$0 if you are not an Authorised Participant; or \$3,000 if you are an Authorised Participant.
PLUS MANAGEMENT FEES AND COSTS³	0.40% p.a. of the Fund's Net Asset Value	And , for every \$50,000 you have in the Fund you will be charged or have deducted from your investment \$200 each year
PLUS PERFORMANCE FEES	Nil	And , you will be charged or have deducted from your investment \$0 in performance fees each year. ⁴
PLUS TRANSACTION COSTS⁵	Estimated at 0.01% of the Fund's Net Asset Value	And , you will be charged or have deducted from your investment \$5 in transaction costs.
EQUALS COST OF FUND		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 ⁶ during that year, you would be charged fees and costs of \$205 (if you are not an Authorised Participant) or \$3,205 (if you are an Authorised Participant for the Fund). [*] What it costs you will depend on whether you are an Authorised Participant, the investment option you choose and the fees you negotiate.

EXAMPLE - APPLICABLE TO BETASHARES AUSTRALIAN EX-20 PORTFOLIO DIVERSIFIER ETF	AMOUNT	BALANCE OF \$50,000 WITH A CASH CONTRIBUTION OF \$5,000 ¹ DURING THE YEAR
CONTRIBUTION FEES²	\$0 if you are not an Authorised Participant; or \$3,000 for in-kind applications if you are an Authorised Participant	For every additional \$5,000 you put in, you will be charged: \$0 if you are not an Authorised Participant; or \$3,000 if you are an Authorised Participant.
PLUS MANAGEMENT FEES AND COSTS³	0.25% p.a. of the Fund's Net Asset Value	And , for every \$50,000 you have in the Fund you will be charged or have deducted from your investment \$125 each year
PLUS PERFORMANCE FEES	Nil	And , you will be charged or have deducted from your investment \$0 in performance fees each year. ⁴
PLUS TRANSACTION COSTS⁵	Estimated at 0.01% of the Fund's Net Asset Value	And , you will be charged or have deducted from your investment \$5 in transaction costs.
EQUALS COST OF FUND		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 ⁶ during that year, you would be charged fees and costs of \$130 (if you are not an Authorised Participant) or \$3,130 (if you are an Authorised Participant for the Fund).* What it costs you will depend on whether you are an Authorised Participant, the investment option you choose and the fees you negotiate.
EXAMPLE - APPLICABLE TO BETASHARES AUSTRALIA 200 ETF	AMOUNT	BALANCE OF \$50,000 WITH A CASH CONTRIBUTION OF \$5,000 ¹ DURING THE YEAR
CONTRIBUTION FEES²	\$0 if you are not an Authorised Participant; or \$3,000 for in-kind applications if you are an Authorised Participant	For every additional \$5,000 you put in, you will be charged: \$0 if you are not an Authorised Participant; or \$3,000 if you are an Authorised Participant.
PLUS MANAGEMENT FEES AND COSTS³	0.04% p.a. of the Fund's Net Asset Value	And , for every \$50,000 you have in the Fund you will be charged or have deducted from your investment \$20 each year
PLUS PERFORMANCE FEES	Nil	And , you will be charged or have deducted from your investment \$0 in performance fees each year. ⁴
PLUS TRANSACTION COSTS⁵	Estimated at 0.00% of the Fund's Net Asset Value	And , you will be charged or have deducted from your investment \$0 in transaction costs.
EQUALS COST OF FUND		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 ⁶ during that year, you would be charged fees and costs of \$20 (if you are not an Authorised Participant) or \$3,020 (if you are an Authorised Participant for the Fund).*

What it costs you will depend on whether you are an Authorised Participant, the investment option you choose and the fees you negotiate.

*Additional fees may apply. An Authorised Participant who redeems Units directly will also be charged a withdrawal fee of up to \$3,000 for an in-kind redemption. Unitholders who are not Authorised Participants may be charged a redemption fee if they redeem Units pursuant to their right to redeem in the special circumstances described in section 5.6 - see "Additional Explanation of Fees and Costs" section below for more information.

Each fee in this table may in some cases be negotiated with wholesale clients. For more information, refer to the explanation of "Differential fees, rebates and related payments" in the "Additional Explanation of Fees and Costs" section below.

¹ Please note the minimum investment in each Fund by an Authorised Participant is for the number of Units that make up a Creation Unit, unless the Responsible Entity agrees otherwise.

² Assumes the maximum contribution fee set out in table 3.1 applies for in-kind applications. Application fees payable by Authorised Participants for cash applications (if agreed by the Responsible Entity) may be higher than for in-kind applications.

³ Management fees and costs are made up of the management fee, recoverable expenses and indirect costs. This figure reflects the management fees and costs incurred by the Fund for the previous financial year ended 30 June 2022. For more information, refer to the "Additional Explanation of Fees and Costs" section below.

⁴ The Fund does not charge, and there is no right for the Responsible Entity to charge, a performance fee.

⁵ This figure reflects the estimated transaction costs incurred by the Fund for the previous financial year ended 30 June 2022 and may include the Responsible Entity's reasonable estimates where the Responsible Entity was unable to determine the exact amount or information was not available at the date of this PDS. For more information, refer to "Transaction costs" in the "Additional Explanation of Fees and Costs" section below.

⁶ Assumes the \$50,000 is invested for the entire year and the \$5,000 investment occurs on the last day of the year, and therefore the fees and costs in this example are calculated using the \$50,000 balance only.

3.3 ADDITIONAL EXPLANATION OF FEES AND COSTS

3.3.1 Management fees and costs

The management fees and costs for a Fund incorporate all relevant ongoing fees and other costs involved in managing the Fund and deriving investment returns. The management fees and costs comprise:

- Responsible Entity's management fee;
- recoverable expenses; and
- indirect costs.

Management fees and costs do not include:

- transaction costs, such as brokerage, transactional custodian fees, and other transaction fees associated with buying and selling the Fund's assets; and
- other costs that an investor would ordinarily incur when investing directly in the Fund's underlying assets.

(These costs are therefore not included in the management fees and costs set out in Table 3.1 and Table 3.2 above, but they are paid out of the Fund's assets).

3.3.2 Management fee

The management fee is charged by the Responsible Entity for managing the relevant Fund and making it available to investors. It is calculated and accrued daily as a percentage of the relevant Fund's Net Asset Value, and reflected in the daily Net Asset Value per Unit. The amount is deducted from the relevant Fund's assets monthly on or after the first day of the following month.

3.3.3 Recoverable expenses

The recoverable expenses represent the operating expenses incurred in the operation of a Fund. Each Fund's Constitution allows all properly incurred expenses to be recovered from the Fund and does not place any limit on the amount or types of expenses that can be recovered.

The expenses normally incurred in the day to day operation of a Fund include custodian, fund administration, unit registry, ASX and audit costs (other than transaction costs described above).

For each Fund, the expenses normally incurred and charged to the Fund will be capped at the amounts set out in Table 3.1 above while this PDS is current. Any such expenses in excess of the cap will be paid by the Responsible Entity out of its own resources. The Responsible Entity has the right to be reimbursed for them at a later time, provided that the cap will not be exceeded at the time of reimbursement. For Betashares Australia 200 ETF, the expenses normally incurred will be paid by the Responsible Entity out of its own resources. The Responsible Entity may withdraw or replace this PDS at any time.

The normally incurred recoverable expenses of each Fund for the previous financial year ended 30 June 2022 were as set out in Table 3.1 above.

Extraordinary expenses are expenses that are not normally incurred in the day to day operation of a Fund and are not necessarily incurred in any given year. They may include costs associated with holding unitholder meetings, changing a Fund's constitution, or defending or pursuing legal proceedings.

Extraordinary recoverable expenses are not included in the cap on expenses described in this section applicable to Betashares FTSE RAFI Australia 200 ETF and Betashares Australian Ex-20 Portfolio Diversifier ETF, and will not be paid by the Responsible Entity out of

its own resources in the case of Betashares Australia 200 ETF. Any such expenses will be recovered from the relevant Fund and reflected in the Fund's Net Asset Value per Unit. The management fees and costs figure disclosed in Table 3.1 includes extraordinary expenses of nil, which is the amount incurred by each Fund for the previous financial year ended 30 June 2022.

3.3.4 Indirect costs

Indirect costs are any amounts that we know or where required, reasonably estimate, will reduce a Fund's returns that are paid from the Fund's assets (other than the management fee, recoverable expenses, and transaction costs described elsewhere in this section) or that are paid from the assets of any interposed vehicle (such as an underlying fund) in which the Fund may invest.

The management fees and costs figure disclosed in Table 3.1 includes indirect costs of nil, which is the Responsible Entity's estimate of the amount incurred by each Fund for the previous financial year ended 30 June 2022.

3.3.5 Transaction costs

Each Fund incurs transaction costs, such as brokerage, clearing costs, transactional custodian fees, and other transaction fees associated with buying and selling a Fund's assets.

Transaction costs also include costs incurred by an interposed vehicle that would be transaction costs if they had been incurred by each Fund. Transaction costs are an additional cost to investors (to the extent they are not offset by the application and redemption fees charged by the Responsible Entity to Authorised Participants) and are not included in the management fees and costs shown in Table 3.1.

As transaction costs reduce each Fund's Net Asset Value and are reflected in the daily Net Asset Value per unit, they are an additional cost to you and are not a fee paid to the Responsible Entity. The impact of transaction costs can be offset in part by the application and redemption fees the Responsible Entity receives as described in section 3.3.6.

How and when they are paid varies depending on the type of transaction cost. Certain costs, e.g. brokerage, are added to or deducted from the amounts payable from each Fund's assets or receivable by each Fund at the time of settlement in respect of investments purchased or sold for each Fund. Other costs, e.g. transactional custodian fees, are invoiced and paid from each Fund's assets according to a regular monthly or quarterly cycle.

The table below sets out the estimated total and net transaction costs borne by each Fund for the previous financial year ended 30 June 2022. Our estimate of the net transaction costs represents the total transaction costs minus the transaction costs reimbursed to the relevant Fund by the Responsible Entity for certain transaction costs out of the application and redemption fees it receives from Authorised Participants, as described in section 3.3.6. The net transaction costs are borne by each Fund.

	Estimated total transaction costs per annum as a percentage of the Fund's Net Asset Value	Estimated net transaction costs per annum as a percentage of the Fund's Net Asset Value
Betashares FTSE RAFI Australia 200 ETF	0.01%	0.01% (or \$5 for every \$50,000 you have in the Fund)
Betashares Australian Ex-20 Portfolio Diversifier ETF	0.01%	0.01% (or \$5 for every \$50,000 you have in the Fund)

Betashares Australia 200 ETF	0.00%	0.00% (or \$0 for every \$50,000 you have in the Fund)
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The estimated transaction costs shown above are rounded to two decimal places.

The transaction costs estimate shown in the fees and costs summary in Table 3.1 is shown net of any amount for which the Responsible Entity reimburses the Fund out of the application and redemption fees it receives from Authorised Participants.

The amount of these costs can be expected to vary from year to year depending on the volume and value of transactions undertaken.

3.3.6 Application and redemption fees for Authorised Participants

No application fees or redemption fees are payable by investors who buy and sell Units on the ASX. However, brokerage charges may apply.

Subject to section 3.3.7 below, application fees and redemption fees will only be payable by Authorised Participants on an application for or redemption of Units directly with each Fund.

The applicable application and redemption fees are set out in Table 3.1 above and are paid by Authorised Participants to the Responsible Entity. Out of these fees, the Responsible Entity pays directly, or reimburses each Fund for, the estimated transaction costs associated with the cash application or redemption.

The application and redemption fees payable by Authorised Participants seek to ensure that the transaction costs associated with applications and redemptions are borne by the transacting Authorised Participants and not by other investors.

3.3.7 Redemption fees for other Unitholders

Unitholders who are not Authorised Participants may be charged a redemption fee if they redeem Units pursuant to their right to redeem in the special circumstances described in section 5.6. The redemption fee per Unit will not be greater than the redemption fee per Unit that would be payable by an Authorised Participant for a cash redemption when withdrawing the minimum parcel of Units.

3.3.8 Stockbroker fees

Investors may incur customary brokerage fees and commissions when buying and selling Units on the ASX, as for any listed or quoted security. Please consult a stockbroker for more information in relation to their fees and charges.

3.3.9 Can fees and costs change and what are the maximums?

Yes, fees and costs can change subject to maximums in each Fund's Constitution.

The Constitution limits the amount of the Responsible Entity's fee to a maximum of 3% p.a. of the Fund's Net Asset Value (plus GST).

The Constitution of each Fund provides for the following maximum application and redemption fees:

- a maximum contribution fee of 5% of the aggregate Issue Price of the Units applied for (plus GST);
- a maximum withdrawal fee of 5% of the aggregate Withdrawal Amount of the relevant Units (plus GST).

The Responsible Entity also has the right under the Constitution to recover from a Fund all expenses properly incurred in the performance of its duties.

As at the date of this PDS, the Responsible Entity does not have any intention to change the fees and costs described in this PDS, although it has the right to do so at any time without investor consent. Any increase in the fees for a Fund will be announced to the ASX via the Market Announcements Platform at least 30 days before it occurs.

Any estimates of fees and costs in this PDS are based on information available as at the date of this PDS. As such, the actual fees and costs may differ and are subject to change from time to time. Information in this PDS that is not materially adverse to investors is subject to change from time to time and may be updated by the Responsible Entity by publishing such information on the Betashares website at www.betashares.com.au. A paper copy of any updated information will be provided free of charge on request.

3.3.10 Differential fees, rebates and related payments

The Responsible Entity may, from time to time, agree with wholesale clients to rebate or reduce some of the management or other fees on a case by case basis. The amount of fee reduction is at the Responsible Entity's discretion. The Responsible Entity will achieve these reductions and meet any rebates in relation to management fees by payments from its own resources. For more information, please contact the Responsible Entity at the address specified in the "Directory" section of the PDS.

Any reduction in management fees offered by the Responsible Entity to a wrap platform or master trust operator may be passed on to the clients of the operator or retained by the operator.

Subject to applicable law, the Responsible Entity may also pay one-off or annual product access payments to wrap platform or master trust operators for including the Funds in their offering. As of the date of this PDS, no product access payments have been made. The Responsible Entity would make any such payment from its own resources.

3.3.11 Indirect investors

Indirect investors investing through a wrap platform or master trust should note that the fees outlined in this section **Error! Reference source not found.** are in addition to any other fees and costs imposed by the wrap platform or master trust operator.

3.3.12 Financial advisers

Additional fees may be paid to a financial adviser if you have consulted a financial adviser. You should refer to the Statement of Advice provided by your financial adviser in which details of the fees are set out.

3.3.13 Taxation

Information in relation to taxation is set out in section 7 of this PDS.