

Excellence through specialisation



Mellon Global Equities Trust

Information memorandum
ARSN 106 779 382

Dated 16 December 2003
Mellon Global Investments Australia Limited
ABN: 56 102 482 815
AFS Licence No. 227865



Mellon

Mellon Global Investments

Important Notes

Mellon Global Investments Australia Limited ABN 56 102 482 815 (“MGI Australia” or the “Responsible Entity” or the “Manager”) has authorised and caused the issue of this Information Memorandum.

Neither the performance of the Mellon Global Equities Trust (the “Trust”) nor the payment of any income return or the return of any capital is guaranteed by the Manager, The Boston Company Asset Management, LLC Mellon Financial Corporation or any related body corporate. The holding of units in the Trust is subject to investment and other risks. As a result, unit prices may fluctuate markedly and losses as well as gains may occur.

This Information Memorandum is dated 16 December 2003.

The offer or invitation to which this Information Memorandum relates is only available to Australia-domiciled institutional investors.

This Information Memorandum has not been prepared to take into account the investment objectives, financial objectives or particular needs of any particular person. Before making an investment decision you should read this Information Memorandum carefully and you need to consider, with or without the assistance of a financial adviser, whether such an investment is appropriate in light of your particular investment needs, objectives and financial circumstances.

This Information Memorandum contains a summary of certain features of the Trust. The full rights and obligations of applicants for Units and Unitholders, and the duties and responsibilities of the Manager, are set out in the Constitution governing the Trust. This Information Memorandum is subject to the terms of the Constitution. Applicants should read the Constitution carefully in order to assess the Trust as an investment.

The Constitution for the Trust is subject to Chapter 5C of the Corporations Act 2001, which imposes a number of obligations on the Manager (whether or not they are included in the Constitution). The Constitution should therefore be read in conjunction with the Corporations Act 2001. A copy of the Constitution is available from the Manager.

No person is authorised to give any information or to make any representation relating to the Mellon Global Equities Trust that is not contained in this Information Memorandum. Therefore, any such information or representation must not be relied upon as having been authorised by or on behalf of the Manager unless authorised in writing by the Manager.

Unless otherwise stated, all amounts referred to in this Information Memorandum are in Australian dollars.

MGI Australia acts as the responsible entity and investment manager of the Fund. MGI Australia is responsible for the investment decisions in relation to the Trust as well as its management and promotion.

MGI Australia holds an Australian Financial Services Licence No. 227865, which authorises it to deal in Financial Products and to provide Financial Product advice.

The Custodian and Administrator of the Fund is JP Morgan Chase.



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MELLON GLOBAL INVESTMENTS AUSTRALIA LIMITED

Mellon Global Investment's Australian office was established in March 2003 to solely focus on business development and client service for Mellon Financial Corporation's ("Mellon") asset management subsidiaries.

Mellon is the ultimate holding company for MGI Australia. Mellon Australia Limited is the direct parent of MGI Australia.

Mellon is a global financial services company in its third century of business. Mellon has \$4.7 trillion in assets under management, administration or custody, including \$923 billion under management (as at 30 September 2003).

For superannuation funds, corporations, and institutions, Mellon provides asset management; asset servicing, including trust and custody, securities lending, foreign exchange, defined contribution and defined benefit services, fund administration; human resources consulting and outsourcing services; investor services; and treasury services. For relationship customers in certain domiciles, Mellon also provides credit and capital markets services.

As the umbrella organisation for all of Mellon's non-US asset management businesses, Mellon Global Investments Limited ("MGI") is the global distributor of the investment skills of Mellon's specialist boutique managers. The development of MGI Australia is an important step in building Mellon's business in Australia and will seek to leverage the business model and commitment to clients for which MGI is renown.

MGI Australia as "Manager" and "Distributor"

With respect to the Mellon Global Equities Trust, MGI Australia, located at Level 45, 2 Park Street, Sydney Australia, has been appointed as the Responsible Entity pursuant to an approved Constitution.

The Directors of the Manager are Jonathan Little, Malcolm Park, Stephen Ryan and James Gruver.

Sub-Investment Manager - The Boston Company Asset Management, LLC

MGI Australia has appointed The Boston Company Asset Management, LLC ("The Boston Company") to manage the assets of the Mellon Global Equities Trust.

The Boston Company has over \$30.0 billion in assets under management as at 30 September 2003, and is a wholly owned subsidiary of Mellon Financial Corporation. The Boston Company is a registered investment advisor founded in 1970, headquartered in Boston, Massachusetts. For over 30 years, it has been committed to providing the highest quality investment management services for public, corporate, Taft-Hartley and defined benefit plans, as well as endowment/foundation clients and sub-advised relationships.

Administration of the Trust

JP Morgan Chase has been appointed by the Manager to act as administrator, registrar and transfer agent of the MGI Australia unit trusts, pursuant to the Custodial Agreement. Under the terms of that agreement, and subject to the overall supervision of MGI Australia, the Administrator will administer, pursuant to the general or specific instructions of the MGI Australia, the unit trust affairs, maintain the unit trust accounting records, calculate the net asset value of each of the unit trusts and serve as registrar in respect of the registered units.

Custodian

JP Morgan Chase has been appointed by MGI Australia to act as Custodian to all of the Wholesale Unit Trust investments of the Responsible Entity, pursuant to the Custodian Agreement.

The Custodian is incorporated as a company under the laws of Australia. Its main activity is to act as custodian and trustee of collective investment schemes. The Custodian provides safe custody for the Company's assets, which will be held under the control of the Custodian.

MELLON GLOBAL EQUITIES TRUST

Investment Objective

The Mellon Global Equities Trust actively invests in equity markets with the aim of constructing a diversified global equity core portfolio that outperforms the MSCI World Index ex-Australia by approximately 2.0% to 3.0% per annum over the medium to long term, with a tracking error of approximately 3.0% per annum.

Investment Strategy

The Boston Company's International Core Equity strategy is designed with institutional investors in mind.

The strategy invests in securities in all capitalisation ranges from 21 developed countries around the world. The Boston Company incorporates bottom-up fundamental research and quantitative analysis when determining potential securities for investment. They focus first on security selection while managing risk by adhering to portfolio risk controls and guidelines. This disciplined approach seeks to preserve capital in declining markets and to add value in rising markets. Security selection is the cornerstone of their investment philosophy.

Investment Guidelines

The Trust's Constitution authorises the Manager to invest in all types of investments. The Manager will normally invest directly in equity securities listed on the exchanges of developed international markets. However where appropriate, the Trust may be invested in other equity related securities including convertible notes, options, swaps, futures, derivatives and other financial instruments.

The Boston Company's Global Equity strategy is earnings focused, research driven and risk aware. Their investment philosophy is to add value exposure to companies with positive relative business momentum and reasonable valuation. Security selection is the cornerstone of their investment philosophy.

Earnings Focused: They believe that in the long run stock prices follow earnings growth. They invest in companies with accelerating business momentum and undervalued earnings strength.

Research Driven: They believe that the best way to add value is through their global research capabilities. They utilise a broad range of proprietary computer models, and capitalise on their analyst's industry expertise. They look to identify the surprises that move stocks.

Risk Aware: They attempt to provide superior risk adjusted returns by minimising the unintended risks they take. By taking informed risks, the strategy hopes to consistently outperform its benchmarks independent of the market environment.

The International Core Equity strategy holds approximately 250 securities, from an investment universe of around 2,500 stocks listed on developed market exchanges. The portfolio characteristics can be summarised as follows:

Style & Size Consistency:	Characteristics monitored to ensure core positioning
Position size:	Maximum position size is +/- 3% of the benchmark weight
Country Weights:	+/- 3% of the benchmark weight
Sector Weights:	+/- 3% of the benchmark weight
Industry Weights:	+/- 5% of the benchmark weight
Currency:	No hedging
Cash Levels:	Minimal – Aim to be fully invested at all times

The benchmark is the unhedged MSCI World Index ex-Australia in AUD, with net dividends reinvested.

To be considered for holding within portfolio, a security must meet the following criteria for inclusion in our investable universe: *Liquidity* (minimum \$500,000 U.S. in daily volume), *Analyst coverage* (must have at least 3 sell side analysts covering the stock), and *positive book value*.

Stock Selection is then further driven by the following factors:

Quantitative Investment Model (Attractiveness rankings)

The Boston Company ranks its global investable universe within economic sectors, within countries and within capitalisation ranges. The models combine relative value characteristics (PE, PB, EV/EBITDA) and relative business momentum statistics (estimate trends, revision ratios) to create a relative attractiveness score for each stock. Models are customised based on sector and region.

Fundamental Investment Decision (Analyst's judgments)

The Boston Company's industry experts review the more attractively ranked stocks to verify the accuracy of the ranking, and to make a judgment about the sustainability of the company's business momentum. Using traditional fundamental techniques (e.g. financial statement analysis and meetings with management, suppliers, customers and competitors), their analysts are responsible for making a buy, sell or hold recommendation.

The portfolio managers at The Boston Company responsible for the International Core Equity strategy also meet annually with companies abroad and in Boston. In addition, their managers and analysts gain valuable insight into the global markets by meeting with analysts in the local markets with proven research capabilities.

Volatility/Risk Profile

All forms of investment involve some level of risk which may arise out of domestic or international, economic or political factors. There is no guarantee that an investment in the Trust will increase in value over time or that any historical pattern of performance will be repeated in the future.

The following are some of the risk factors relevant to investment in the Trust.

- ◆ The inherent risk of adverse movements in markets (including asset prices, derivatives, volatility or other market variables);
- ◆ The specific risks of investing in equities (changing profitability of companies & sectors, prevailing economic climate, business sentiment, government and regulatory policies, shares issued and investor demand);
- ◆ The risk of investing in another country (potential adverse political economic and social conditions impacting on returns);
- ◆ The risk of inflation eroding the real value of the Trust's assets;
- ◆ The risk that a counterparty will not or cannot meet its obligations;
- ◆ Liquidity Risk;
- ◆ The risk of deficient, ineffective or inaccurate information systems or internal controls resulting in material loss;
- ◆ The risk that the value of the Australian dollar will change up or down, relative to the value of the currencies in which the Trust is invested;
- ◆ The risk that MGI Australia or the investment manager will not achieve the Trust's investment and performance against benchmark objectives.

Risk Management Techniques

Techniques used by MGI Australia and the investment manager to manage the risk associated with investment in the Trust include:

- ◆ ensuring a broad diversification across the asset class;
- ◆ active management of the assets of the Trust in response to changing valuation insights;
- ◆ an extensive network of in-house research analysts to assess the securities the Trust invests in;
- ◆ assessing counterparties as to their creditworthiness, financial strength, ownership, market share and management quality with credit limits being established and subject to ongoing review; and
- ◆ monitoring external factors in Australian and international economies which may impact on the performance of the Trust.

The Boston Company has an internal Risk Management and Compliance team, which consists of four professionals. The Compliance Department is responsible for maintaining knowledge of the laws, rules, and regulations governing the investment advisory business of The Boston Company and any change to such laws, rules, and regulations. The Department continually assesses the internal controls to ensure that they are adequate and makes any changes as appropriate.



Portfolio managers work in conjunction with the Risk Management & Compliance Department to ensure consistent monitoring and adherence to client investment guidelines, as well as internal portfolio guidelines and risk controls. Adherence to client guidelines and enforcement of compliance policies and procedures are the responsibilities of the Risk Management and Compliance Department and the portfolio managers. The Department relies upon both the firm's automated pre-trade compliance system and manual checks to ensure portfolios are managed within client guidelines. All portfolios are reviewed by the Department on an annual basis at a minimum.

Investment Process

In constructing portfolios, The Boston Company's portfolio managers adhere to the internal guidelines and risk controls, which are outlined below, as well as the client mandated guidelines, under which the account is established.

Working in a team environment, the International Core Equity Investment Team, under the leadership of Remi Browne, makes the final determination on the buy, sell or hold decision. Risk management is a key component of this process, as each security has to be attractive not only in isolation, but also in the context of the entire portfolio. Exposure to countries, sectors and capitalisation tiers is also tightly controlled. The goal is to minimise unintended risks in the portfolio, and to assume risks which will be rewarded in the market.

The Team meets weekly to review current holdings that are no longer attractively ranked. Analysts must defend holdings that are no longer well ranked by the quantitative models and convince the remaining Team members to continue to own the stock. New purchase candidates are recommended by the analysts at this weekly meeting, in line with our eligibility criteria, risk controls and investment process.

Investor profile

It is envisaged that the Mellon Global Equities Trust will appeal to Institutional investors with a medium to long-term horizon, and who understand the fluctuations of global markets.

Fund performance expectations

Past performance is not indicative of future performance. There is no guarantee that an investment in the Trust will increase in value over time or that any previous investment performance will be repeated.

Given that the Mellon Global Equities Trust commences operation with the approval of this Information Memorandum, the Trust itself has no historical performance value generally included in these documents.

However, by way of background information, investment performance of a similar portfolio of investments managed by The Boston Company, which best fit the investment strategy of the Mellon Global Equities Trust, can be provided on request.

Please be aware that past results are not indicative of future performance and are no guarantee that losses will not occur in the future.

HOW TO INVEST

To become an investor of the Trust you will need to complete the attached application form in accordance with the procedures set out in the attached application form.

Completed application forms should be forwarded to:
Mellon Global Investments Australia Limited
Level 45,
2 Park Street
SYDNEY NSW 2000

Fax: 02-9006-9594

If payment is made by Austraclear

Funds should be transferred to Austraclear code CMNL20. The Applicant must ensure that they quote their Austraclear number on the "Application for Units".

If payment is made by Electronic Funds Transfer (Real Time Gross Settlement)

To use this facility the transferring bank must use a Real Time Gross Settlement compliant system. Applications using this facility are subject to confirmation (to the custodian of MGI Australia) of receipt of funds, which is subject to a minimum 24-hour delay. Applications made using this facility typically receive the applicable application price on the next business day.

Electronic Funds Transfer details via Real Time Gross Settlement are:

Bank Name: J.P. Morgan Chase Bank Australia, Sydney
BIC No: CHASAU2X
BSB: 214-400
A/c 012-000-307

ELIGIBLE INVESTORS

Units in the Trust will only be issued pursuant to this Information Memorandum in circumstances where an offer of units in the Trust does not need disclosure to investors under Part 6D.2 of the Corporations Act 2001. As a consequence, units in the Trust will only be issued to certain eligible investors.

An applicant for Units in the Trust will not be issued Units unless the applicant:

- a) is a trustee of a regulated superannuation fund, approved deposit fund, pooled superannuation trust or public sector superannuation scheme that has net assets of at least \$10,000,000; or
- b) is applying for at least \$1,000,000 worth of units in the Trust; or
- c) is applying for units in the Trust where the aggregate value of the units the subject of the application and the applicant's current holding of units in the Trust is at least \$1,000,000; or
- d) has, according to a certificate given by a qualified accountant not more than 6 months before the date of the application (a copy of the certificate must accompany the application):
 - i) net assets of at least \$2.5 million; or
 - ii) a gross income for each of the last 2 financial years of at least \$250,000 a year; or
- e) controls for the purposes of investment in securities, an amount of not less than \$10,000,000, being an amount that includes any amount held by an associate of the applicant or under a trust that the applicant manages; or

- f) has a document* in writing signed by a financial services licensee stating that the licensee is satisfied on reasonable grounds that the applicant to whom units in the Trust are being offered has previous experience in investing in securities that allows the applicant to assess:
- i) the merits of the offer;
 - ii) the value of the units;
 - iii) the risks involved in accepting the offer;
 - iv) their own information needs; and
 - v) the adequacy of the information given by MGI Australia; and the financial service licensee gives the applicant before, or at the time when, the applicant receives this Information Memorandum, a written statement* of the licensee's reasons for being satisfied as to the above matters, and the applicant signs a written acknowledgment* before, or at the time when, the applicant receives this Information Memorandum that the financial services licensee has not given the applicant a disclosure document under Part 6D.2 of the Corporations Act 2001; or
(*copies of these documents would need to accompany the application)
- g) is a body registered under the Life Insurance Act 1995 or the Financial Corporations Act 1974.

Applicants who do not satisfy at least one of the eligibility criteria set out above will generally not be permitted to take up units in the Trust.

In addition to the above criteria, investment in the Trust is only open to Australian domiciled investors and has been created principally for wholesale investors who have at least \$10 million to invest and who have a medium to long term view.

DISCLAIMERS/DISCLOSURES

Whilst the fees set out below are the current fees payable by investors in the Mellon Global Equities Trust, the fees may be increased or varied on notice if there is any change to the taxation legislation or legislative requirements that would result in an expense to the Manager. In addition, the maximum fees outlined in the Constitution may be higher than the fees outlined below.

In the event that the Manager is not entitled to an input tax credit in respect of the amount of any GST charged or recovered, or payable by the Manager under or in connection with the Trust, the Manager is entitled to recover from the Trust an additional amount equivalent to the amount of such input tax.

Please note that the Manager has the power under the Constitution to redeem some or all of the Units held by a Member to satisfy any amount of money due to it by the Member.

The Manager and sub-manager may from time to time perform similar investment and management services for other persons to the services performed for this Trust. The Manager and sub-manager may give advice and take action in the performance of its duties for other clients which differ from advice given and action taken in relation to this Trust.

FEES AND EXPENSES

Under the Trust Constitution, the Manager is entitled to a range of fees, however the table below outlines the current fees payable by investors in the Mellon Global Equities Trust. The maximum fees outlined in the Constitution may be higher than those outlined below.

Management Fee:	0.70% Base Fee (GST Exclusive ¹) (The Constitution permits the Manager to charge a management fee of up to 2.0% per annum of the value of the Assets calculated daily and payable monthly)
Responsible Entity Fee:	0.04% (GST Exclusive)
Custodian & Administration Fee:	Capped at a maximum of 0.10% (GST Exclusive) plus transaction costs for the first 12 months of the Trust's operations.
Management Expense Ratio²:	Expected to be approximately 0.86% (GST Exclusive) for the life of this Information Memorandum
Buy/Sell Spread:	0.60% charged on transactions in and out of the Trust (which may change from time to time or become nil).

A Custodian fee is calculated based on the total of all domestic assets of the Trust where JP Morgan acts as custodian. It is accrued daily and reflected in the calculation of the unit prices of the Trust.

A responsible entity fee based on the NAV of the Trust is accrued daily and payable to the Manager monthly. (The Constitution permits the Manager to charge a responsible entity fee (GST inclusive) of 0.12% p.a. of the NAV of the Trust, however, we have chosen to limit this fee to that shown in the above table).

At its sole discretion, the Manager may negotiate with certain institutional investors an alternative fee arrangement that differs from the fee levels as set out in this Information Memorandum.

In addition to the fees referred to above, certain other charges are borne by the Trust, including (without limitation) taxes, (which may include any amount charged by a supplier of goods or services or both to the Manager by way of or as a reimbursement for GST), financial institution fees, costs of convening and holding unitholders' meetings, costs associated with amending the Constitution, costs of engaging auditors and other advisers, costs connected with promoting the Trust, costs connected with the compliance committee (including any fees paid to, insurance premiums in respect of or fees or expenses incurred at the request of compliance committee members), costs connected with the compliance plan including auditing the plan, and the Trust's administrative costs generally.

Differential Fees

From time to time we may negotiate management fees that may vary from those stated above, with what the Corporations Act calls "sophisticated", "professional" or "wholesale" investors. This is generally because they invest very large amounts of money in the Fund. The Australian Securities and Investments Commission (ASIC) has issued Class Order relief that enables us to individually negotiate fees with these investors.

Investment management services are provided to us by MGI's offices overseas, for which fees are charged. We pay these fees from our own resources, they are not charged to the Fund. Brokerage services may be provided by entities related to the Manager or the Administrator, for which fees are charged. Such brokerage services will only be used at arm's length where the fees are at, or more favourable than, the prevailing market pricing for such services.

¹ "GST Exclusive" fees do not include the GST of 10%.

² The Management Expense Ratio ("MER") measures the total fees and expenses charged annually to the Trust excluding transaction costs. It is calculated as the total of the Management, Responsible Entity and Custody fees and other expenses divided by the average Trust size. The ratio is calculated in accordance with the Investment and Financial Services Association Limited (IFSA) Standard No. 4.00 (Management Expense Ratio)

GST

The management fees, responsible entity fees and custody fees specified in this Information Memorandum are generally disclosed on a GST exclusive basis. Where applicable we have also disclosed these fees on a GST inclusive basis net of the reduced input tax credit that the Trust is expected to receive in relation to these fees.

As a general matter, if the Manager becomes liable to pay GST in respect of any supply under the Constitution governing the Trust, this Information Memorandum or the Application for Units form (the “Agreement”), then in addition to any fees or other expenses payable under the Agreement, the Manager reserves the right to be paid an additional amount equal to the amount of the GST.

ADMINISTRATION

MGI Australia has appointed JP Morgan Chase as the administrator for the Trust. As Custodian of the Trust, JP Morgan Chase’s responsibilities include holding the assets of the Trust and settlement of transactions. All assets of the Trust will be held in the name of the Custodian (or a sub-custodian appointed by the Custodian). The role of the Custodian (subject to the additional responsibilities outlined below) is restricted to holding and dealing with the assets at our direction. The Custodian does not oversee the management of the Trust, and is not responsible for protecting the rights and interests of unitholders. MGI Australia can terminate the Custodian’s appointment in the circumstances specified under the custody and administration agreement with the Custodian.

In addition to its duties as Custodian, JP Morgan Chase has been appointed to undertake the following administrative functions on behalf of the Trust:

- ◆ Unit Pricing Calculations;
- ◆ Receipt of Application Monies, Payment of Redemptions and disbursement of fees of the Trust;
- ◆ Distribution Calculations and payment;
- ◆ Unit Registry;
- ◆ Income Tax Return of the Trust;
- ◆ Regulatory Reporting (including Income Tax, GST and AHIR Reporting);
- ◆ Other administrative and reporting functions as directed by the Manager.

Minimum Investment

MGI Australia has set a minimum initial application amount and minimum account balance of \$1.0 million. The minimum amount for subsequent transactions (applications or redemptions) is set at \$200,000. Under the Trust Constitution, the Manager has the discretion to waive these minimum amounts.

Unit Pricing

The Net Asset Price will be calculated based on the Net Asset Value of the Trust divided by the total Trust units on issue. A forward pricing approach to the valuation of the Trust will require that all Applications and Redemptions received by 11am EST on Trade Date (T), will be given the unit price effective valuation close of business on T, which is issued on the afternoon of T+1. All Applications and Redemptions received after 11:00am EST on T will be given a unit price effective valuation close of business on T+1.

The Manager may postpone calculating Entry and Exit Prices if it is desirable for the protection of the Trust or in the interests of unitholders to do so.

Entry and Exit prices are calculated by applying a spread to the Net Asset Value price. The spread covers notional costs, such as brokerage, in acquiring and disposing of assets of the Trust. As a result of the spread, the Entry Price is higher than the Net Asset Price, and the Exit Price is lower than the Net Asset Price.

While Entry and Exit Prices reflect the value of accrued income, Net Income is only distributed in respect of units held at the end of a distribution period. It is distributed in proportion to the number of units held at the end of the distribution period, irrespective of the period the units have been on issue. Unitholders who redeem units during a

distribution period will not receive a distribution of income in respect of those units for that distribution period, however they will receive a unit price reflecting the capital gain/loss of the value of the Trust at the time of exit.

Redemptions / Withdrawals

Proceeds from the redemption of units are normally payable within 10 business days. The Constitution allows the Manager up to 30 business days to pay the redemption proceeds in normal circumstances (which may be extended in unusual circumstances). Redemptions are met out of the assets of the Trust, and the Manager is not obliged to pay any part of the Exit Price out of its own funds. Where redemption requests are not for a specific number of units, whole units (and fractional units) will be redeemed rounded to three decimal places (or such other number of decimal places as the Manager determines). If a unitholder requests the redemption of more than 10% of the units in issue in the Trust on a business day, the Manager may treat the request as five separate requests, each for 1/5th of the original request, received on five successive business days commencing on the business day the original request was received. If unitholders request the repurchase of more than 20% of the number of units in issue in the Trust on five consecutive business days, the Manager may pay the redemption proceeds on the excess over the 20% within 45 days of the original requests.

Redemption proceeds may be paid to unitholders by cheque or Austraclear (subject to all relevant details being forwarded to the Trust's custodian with redemption request). In the absence of any payment instruction, the Custodian will forward a cheque to the unitholder for redemption proceeds.

Under the Corporations Act, the Trust is only liquid if liquid assets account for at least 80% of the value of scheme property. If the Trust becomes illiquid, under the Corporations Act, investors do not have an automatic right to withdraw from the Trust but MGI Australia may make withdrawal offers to investors. Given the investment policy of the Trust, MGI Australia does not expect the Trust to become illiquid.

In the event of a significant redemption from the Trust, the Constitution allows the Manager certain discretionary powers to ensure equity among unitholders. Under normal circumstances, redemption proceeds paid to a unitholder consist of capital only. If a significant redemption causes realisation of large capital gains within the Trust, the Manager has discretion to declare a special distribution. In this instance, some or all of the redemption amount may include this distributable income (including net capital gains), rather than capital. In this instance, on-going unitholders are protected from the actions of a redeeming unitholder, while the redeeming investor may become responsible for the capital gains realised. The discretionary distribution of realised capital gains to a redeeming unit holder may have adverse taxation consequences, and all investors should seek independent, professional taxation advice before investing in, or redeeming from, this Trust.

Distributions

Net income will be distributed within 45 days after the Distribution Calculation Date (generally 31 December and 30 June) or if the audit for the financial period is not completed, as soon as possible after completion of the audit. The net income is determined by reference to the taxable income of the Trust. The distribution will be made to unitholders holding units at the end of each distribution period in proportion to the number of units held by them at that time. There is no guarantee that distributions will always be available.

Net Income distributed may include:

- ◆ Realised gains on disposal of investments;
- ◆ Dividends; and
- ◆ Interest.

Net Income available for distribution may be reduced by:

- ◆ Losses incurred on the disposal of investments; and
- ◆ Expenses charged to the Trust.

You can choose to re-invest your distributions instead of receiving them as cash by indicating this on the Application for Units. An election to re-invest must be made in writing to the Custodian or MGI Australia at least thirty (30) days before the end of the Distribution Period.

If reinvestment applies, the Manager is deemed to have received and accepted an application to reinvest on the first day after the end of the Distribution Period to which the distribution relates.

Valuation

The Net Asset Value (NAV) of the Trust will generally be determined as at the close of every business day, for the previous day's market close. The Manager may determine valuation methods and policies for each category of Asset and change them from time to time. Unless the Manager determines otherwise, the value of an Asset for the purpose of calculating Net Asset Value will be its market value.

TAXATION

Unitholders holding units at the end of each distribution period (generally the periods ending 30 June and 31 December each year) are entitled to the net income of the Trust for the distribution period in proportion to the number of units held at the end of the distribution period. Net income for the year ended 30 June is determined by reference to the taxable income of the Trust.

The Trust will issue a distribution statement following the Trust's year-end (30 June), detailing the distribution paid (and re-invested) and any relevant tax information to assist unitholders in preparing their income tax return.

Your share of the taxable income of the Trust should be included in your assessable income in the year in which the entitlement arises. Unitholders may be entitled to benefit from foreign tax credits or rebates arising from any dividends and interest received by the Trust.

A disposal of a unit may result in an amount being included in the assessable income of a unitholder. The tax consequences of investing in the Trust will vary between unitholders, in particular unitholders who are not residents of Australia.

Each investor should seek professional income tax advice, specific to their own circumstances, prior to making an investment in the Trust.

It is not compulsory for an investor to quote their TFN or ABN. However, failure by an investor to quote an ABN or TFN or claim an exemption may cause MGI Australia to withhold tax at the top marginal rate including Medicare Levy, on gross payments to the investor.

THE CONSTITUTION

The Trust operates under a Scheme Constitution dated 31 October 2003. This Information Memorandum summarises the major provisions of the Constitution but is qualified in its entirety by reference to the actual provisions of the Constitution.

A copy of the Scheme Constitution is available from MGI Australia Limited, Level 45, 2 Park Street, Sydney, during business hours at no cost. The Constitution is incorporated by reference into this Information Memorandum, and persons contemplating investing in the Trust will be taken to have read and understood the Constitution prior to completing their Application Form.

The Constitution provides the framework for the operation of the Trust. Together with the Corporations Act and other pieces of legislation, they also set out our relationship with you. In endeavouring to explain the operation of the Trust in general terms we have summarised and paraphrased some important provisions of the Constitution.

The Constitution may be varied or amended by the Responsible Entity without the prior approval of unitholders where we reasonably consider that the change will not adversely affect unitholders' rights.

The Constitution binds all investors in the Trust.

PRIVACY

As an investor in the Trust, MGI Australia and JP Morgan may collect and maintain personal information about you for the purposes of establishing and administering your investment in the Trust. There are also a number of other purposes for which your personal information will be collected and these are:

- ◆ to process your application,
- ◆ manage your investment,
- ◆ monitor the quality of services provided to you,
- ◆ offer you further services which may include using your information for marketing purposes and comply with the regulatory or legal requirements including Australian transaction laws, the FSRA, the Corporations Act and other laws and regulations.

If you do not provide MGI Australia and JP Morgan Chase with your contact details and other information they may not be able to process your application, establish and administer or manage your investment, or tell you about other investment opportunities in which you may be interested or comply with applicable laws and regulations.

This information may also be disclosed to certain organisations. The types of organisations or persons to whom the information provided by investors is usually disclosed include:

- ◆ the Australian Taxation Office and other government regulatory bodies;
- ◆ your adviser or adviser dealer group and their service providers;
- ◆ organisations involved in providing, administering or managing the Trust such as any third party engaged by MGI Australia to provide custodial services.

If you have any questions about the personal information collected you should contact the Client Services Manager, Mellon Global Investments Australia Limited, Ph 02-9006-9536 or e-mail mgi@mellon.com.au.

By contacting the Client Services Manager, you can request access to your personal information which is held by Mellon or JPMorgan Chase. They are required to assess your request in accordance with the National Privacy Principles.

COMPLAINTS

The Constitution provides that if the Manager receives a written complaint from a unitholder it must acknowledge it in writing, ensure it receives proper consideration and communicate our decision to the unitholder within 45 days of receiving the complaint.

The Constitution also requires the Manager to provide the complainant with information regarding any further avenue for complaint.

The Manager has joined the Financial Industry Complaints Service (“FICS”), which is an independent body set up specifically to resolve complaints from investors. If you are not satisfied with our response to your complaint you may contact the Financial Industry Complaints Service on 1800 335 405.

COMPLIANCE COMMITTEE

The Manager has established a compliance committee, as required by the Corporations Act. The function of the committee is to monitor the extent to which we comply with the Trust’s Compliance Plan. The committee must

report breaches of the Corporations Act and certain breaches of the Constitution to the Manager, and in some circumstances to ASIC. The committee must meet at least half yearly, and usually meets at least quarterly. At the date of issue of this document, the Compliance Committee had a majority of independent, external members.

APPLICATION INSTRUCTIONS

MGI Australia may, at its discretion, accept applications for units if the applicant has:

- ◆ correctly lodged a completed Application for Units form (attached); and
- ◆ paid to the Custodian the application monies in cleared funds.

Applications need not be for a specific number of units. Where applications are not for a specific number of units, application monies are used to buy whole units (and fractional units) rounded to three decimal places (or such other number of decimal places as the Manager determines).

Payment

See “How to Invest” for full details of payment instructions.

Signing of Application for Units

Applicants need to sign the Application for Units form attached. The application must be signed personally or by the applicant’s authorised attorney. If made under power of attorney the donee certifies that the donee has received no notice of revocation of the power of attorney.

In the case of joint applications all parties must sign and full names must be shown in the places provided. Applications lodged by companies must be signed in accordance with their constitution. Applications by trustees must be made in the name of, and signed by, the trustees. The Manager will not recognise any interest in units other than that of the trustees whose names will be entered in the register of unitholders and who will be treated as the absolute owners of the units. If the signatory to the application is not the applicant, sufficient documentary proof of the signatory’s right to sign on behalf of the applicant should accompany the application.

Future Dealings in Relation to Unitholding

If an Applicant wishes to specify individuals who have authority to act on their behalf in relation to their investment in the Trust, they may do so by completion of the Authorised Signatories form (attached). This form should be signed by the same person or persons who sign the Application for Units form.



APPLICATION FORM

To:
Mellon Global Investments Australia Limited (A.B.N. 56 102 482 815)
(the "Responsible Entity")

Investor: _____
(the "Applicant")

Investor Number: _____
(unless initial application, please ensure this section is complete)

Mailing Address: _____
(for confirmation)

Contact Person: _____ E-mail: _____

Telephone: () _____ Facsimile: () _____

Amount Invested (\$A): \$ _____

The Applicant hereby applies for units in the Mellon Global Equities Trust ("the Trust") and:

I/We have read the Information Memorandum dated 16 December 2003 of the Trust and I/we agree to be bound by the provisions of the constitution dated 31 October 2003 as may be amended from time to time. I/We confirm that the Applicant qualifies for admission to the Fund as described in this Information Memorandum. I/We agree that MGI Australia will be entitled to deduct from the money payable to me/us on redemption of any or all of my/our units all taxes or duties paid or payable by MGI Australia in respect of the application money attached or in consequence of such cancellation; and

acknowledges that it is eligible to hold units in the Trust on the ground that the Applicant (please circle an applicable letter or letters and attach any supporting information you are able to provide):

- (a) is a trustee of a regulated superannuation fund, approved deposit fund, pooled superannuation trust or public sector superannuation scheme that has net assets of at least \$10,000,000; or
- (b) is applying for at least \$1,000,000 worth of units in the Trust; or
- (c) is applying for units in the Trust where the aggregate value of the units the subject of the Application and the Applicant's current holding of units in the Trust is at least \$1,000,000; or
- (d) has, according to a certificate given by a qualified accountant not more than 6 months before the date of the Application (a copy of the certificate must accompany this Application):
 - ◆ net assets of at least \$2.5 million; or
 - ◆ a gross income for each of the last 2 financial years of at least \$250,000 a year; or
- (e) controls, for the purposes of investment in securities, an amount of not less than \$10,000,000, being an amount that includes any amount held by an associate of the Applicant or under a trust that the Applicant manages; or
- (f) has a document (*copies of these documents must accompany this Application if this ground is applicable*) in writing signed by a financial services licensee stating that the licensee is satisfied on reasonable grounds that the Applicant to whom units in the Trust are being offered has previous experience in investing in securities that allows the Applicant to assess:
 - ◆ the merits of the offer;
 - ◆ the value of the units;
 - ◆ the risks involved in accepting the offer;
 - ◆ their own information needs; and
 - ◆ the adequacy of the information given by the Manager; and
 - ◆ the financial services licensee gives the Applicant before, or at the time when, the Applicant receives this Information Memorandum, a written statement (*copies of these documents must accompany this Application if this ground is applicable*) of the financial services licensee's reasons for being satisfied as to the above matters, and the Applicant signs a written acknowledgment (*copies of these documents*

- must accompany this Application if this ground is applicable*) before, or at the time when, the Applicant receives this Information Memorandum that the dealer has not given the Applicant a disclosure document under Part 6D.2 of the Corporations Act 2001; or
- (g) is a body corporate registered under the Life Insurance Act 1995 or the Financial Corporations Act 1974.

How will your funds be transferred to JP Morgan for Investment?

- Funds deposited in JP Morgan Chase Bank's Austraclear Code: CMNL20

The Applicant must ensure that they quote their Austraclear number on this "Application for Units".

Client Austraclear Number: _____

- Electronic Funds Transfer (Real Time Gross Settlement)

Bank Name: J.P. Morgan Chase Bank Australia, Sydney
BIC No: CHASAU2X
BSB: 214-400
A/c No: 012-000-307 (CHAD)

The Applicant requests the Manager to (please tick an applicable box):

- Reinvest all Income Entitlements to which the Applicant may become entitled in respect of the current and future Distribution Periods of the Trust, in additional units of the Trust in accordance with the Constitution governing the Trust (this request may be revoked by the Applicant by notice in writing submitted to the Manager not less than 30 days prior to the expiration of the relevant Distribution Period);
- Pay all such Income Entitlements by Cheque made payable to the Applicant.
- Pay all such Income Entitlements by Bank Transfer

Receiving Bank _____

Address _____

B.S.B. _____ Account Number _____

Account Name _____

Privacy

At MGI Australia Limited, we are committed to providing you with exclusive offers and innovative products and services. If you do not consent to the Manager using or disclosing your personal information to provide you with information about various products offered by MGI Australia, please tick the appropriate box below.

- I/we do not consent to the Manager using, or disclosing to other Mellon entities and their service provider, my/our personal information for the purposes of providing information on investments or providing information on investments or products offered by MGI Australia or other Mellon entities.

Collection of Tax File Numbers

Collection of tax file numbers is authorised and its use and disclosure are strictly regulated by the tax laws and the Privacy Act. Quotation is not compulsory but tax (at the highest marginal rate plus the Medicare levy) may be taken out of your distribution if you do not quote your tax file number or Australian Business Number or claim an exemption. For more information about the use of tax file numbers and Australian Business Numbers, please contact your nearest Tax Office.

I agree to provide my tax file number or Australian Business Number: Yes No

The Applicant's Tax File Number is: _____

Or Exemption Category is: _____

The Applicant's Australian Business Number (ABN) is: _____

Dated _____

the _____ day of _____ in the year _____

Signature(s): _____

Company Seal
(If Applicable)

Authorised Signatories

- ◆ The Applicant hereby authorises any _____ (insert number of persons to act e.g. insert two if the persons are to act jointly) of the following persons ("Authorised Officer/s") to make any written communication or take any action on the Applicant's behalf in relation to the Applicant's investment in the Mellon Global Equities Trust; and
- ◆ agrees that the Manager may act upon an instruction where it is reasonable for the Manager to assume that the instruction was from an Authorised Officer/s; and
- ◆ certifies that the true signature of each Authorised Officer is shown below opposite his or her name, and that this certificate may be relied upon until such time as it is replaced by another certificate bearing a later date or cancelled.

Name

Specimen signature



Declaration

Signed for and on behalf of the Applicant Signature(s)

Company Seal
(If Applicable)

Dated

the _____ day of _____ in the year _____



FUND DIRECTORY

Responsible Entity and Investment Manager

Mellon Global Investments Australia Limited
ABN: 56 102 482 815
AFS Licence No. 227865
Level 45,
2 Park Street
SYDNEY NSW 2000

Phone: 02-9006-9536
Fax 02-9006-9594

Sub-Investment Manager

The Boston Company Asset Management, LLC
One Boston Place, Suite 024-0141
Boston, MA 02108

Phone: 0011-1-617-722-6903
Fax: 0011-1-617-722-7516

Custodian & Administrator

JPMorgan Chase Bank
ABN 43 074 112 011
Level 35, AAP Centre,
259 George Street,
SYDNEY NSW 2000

Phone 02-9250-4111
Fax 02-9251-7009

Auditor

PricewaterhouseCoopers
ABN 52 780 433 757
333 Collins Street
MELBOURNE VIC 3000

Phone: 03-8603-1000
Fax 03-8603-1999