

Supplementary Product Disclosure Statement

30 September 2022

SPDR[®] S&P 500[®] ETF Trust (“Fund”) (ASX code: SPY)

This supplementary product disclosure statement (“**SPDS**”) updates the information in the Product Disclosure Statement (“**PDS**”) for the SPDR[®] S&P 500[®] ETF Trust dated 17 June 2017 as amended 30 June 2017, 29 September 2017, 21 January 2020 and 14 February 2022 (“**PDS**”), issued by State Street Global Advisors, Australia Services Limited (ABN 16 108 671 441) (AFSL 274900) (“**Responsible Entity**”).

The purpose of this SPDS is to update the presentation of fees and costs in respect of holding Interests in the Funds.

Accordingly, the following amendments are made to the PDS and relevant SPDS:

The fee and cost template and fee example in the Supplementary PDS dated 29 September 2017 is deleted and replaced with the following:

This section shows the fees and other costs 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 the managed investment scheme as a whole.

Taxes are set out in another part of this document.

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

Fees and costs summary

SPDR[®] S&P 500[®] ETF Trust

| Type of fee or cost | Amount | How and when paid |
|--|---------------------------------------|--|
| Ongoing annual fees and costs | | |
| Management fees and costs¹ | 0.0945% per annum of net asset value. | The Trustee fee is calculated daily and paid monthly out of the Fund in arrears. |
| The fees and costs for managing your investment | | Reimbursable expenses are paid out of the assets of the Fund as incurred. |
| Performance Fees | Not applicable | Not applicable |
| Amounts deducted from your investment in relation to the performance of the product | | |
| Transaction costs | Estimated to be ² 0.00% | These costs are paid out of the assets of the Fund and reflect the gross transaction costs before any transaction fees charged on applications and redemptions by Stockbrokers |
| The costs incurred by the scheme when buying or selling assets | | |
| Member activity related fees and costs (fees for services or when your money moves in or out of the scheme) | | |
| Establishment fee | Not applicable | Not applicable |
| The fee to open your investment | | |
| Contribution fee | Not applicable | Not applicable |
| The fee on each amount contributed to your investment | | See Additional explanation of fees and costs below for information about Transaction Fees. |

| | | |
|--|----------------|--|
| Buy-sell spread | Not applicable | Not applicable |
| An amount deducted from your investment representing costs incurred in transactions by the scheme | | See Additional explanation of fees and costs below for information about Transaction Fees. |
| Withdrawal fee | Not applicable | Not applicable |
| The fee on each amount you take out of your investment | | See Additional explanation of fees and costs below for information about Transaction Fees. |
| Exit fee | Not applicable | Not applicable |
| The fee to close your investment | | See Additional explanation of fees and costs below for information about Transaction Fees. |
| Switching fee | Not applicable | Not applicable |
| The fee for changing investment options | | |

¹The amount of this fee includes both the Investment Manager's and Responsible Entity's fees. Please note that past costs are not necessarily a reliable indicator of future costs. This amount can be negotiated if you are a wholesale client.

² Please note that past costs are not a reliable indicator of future costs.

A new "Alternative Forms of Remuneration" section is inserted after Brokerage and Adviser Fees on page 41 of the PDS dated 17 June 2017, as follows:

Alternative Forms of Remuneration

We may provide alternative forms of remuneration, which include professional development, sponsorship and entertainment to licensed financial advisers, dealer groups and master trust or IDPS operators. Where such benefits are provided, they are payable by the Investment Manager and are not an additional cost to you.

The Investment Manager will only make these payments to the extent that they are permitted by law.

The Transactional and Operational Costs section in the SPDS dated 29 September 2017 is deleted and replaced with the following:

Transactional and operational costs

Transactional and operational costs (as defined in the Corporations Regulations) are all costs of transacting investments for the Funds, such as brokerage, bid-offer spread, settlement costs including custody costs, clearing costs and stamp duty on investment transactions. Transactional and operational costs incurred in effecting applications into and redemptions from a Fund are recovered from the applying or redeeming Stockbroker (see above) however, other transactional and operational costs may be incurred at other times to adjust a Fund's portfolio and these costs will be deducted from the assets of the Fund and reflected in the Unit price. The amount of such costs will depend on the frequency and volume of day-to-day trading. For the year ended 30 September 2021, total costs of the Funds are shown in the table below. Updated details will be posted on our website annually. The estimated transactional and operational costs may differ over time depending on the conditions of financial markets and the circumstances of the relevant Fund and are updated annually on our website www.ssga.com/au

| Gross transactional and operational costs (% per annum of net asset value) | Net transactional and operational costs* (% p.a. of net asset value) | Transaction costs recovery** (% of application or redemption) for the year to 30 June 2022 |
|---|---|---|
|---|---|---|

| | | |
|------|------|------|
| 0.00 | 0.00 | 0.00 |
|------|------|------|

* The net transactional and operational costs and Transactional costs recovery figures are disclosed rounded to 2 decimal places and those shown as nil were less than 0.01%. These are estimated amounts for the year to 30 September 2021, and may differ going forward with conditions of financial markets and the circumstances of the Fund.

**The Transaction costs recovery represents an amount charged to applying and redeeming Stockbrokers, as a % of the value of the application or redemption, that is intended to compensate the Fund for the estimated transactional and operational costs incurred when assets are acquired and disposed of by the Fund to reflect the application or redemption.

The “Example of annual fees and costs” section on page 37 of the PDS dated 17 June 2017 is deleted and replaced with the following:

Example of annual fees and costs for a balanced investment option or other investment option

This table gives an example of how the 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 - SPDR® S&P 500® ETF Trust | | Balance of \$50,000 with a contribution of \$5,000 during year |
|--|------------|---|
| Contribution fees | Nil | For every additional \$5,000 you put in you will be charged \$0.00 |
| PLUS Management fees and costs | 0.0945% pa | And , for every \$50,000 you have in the SPDR® S&P 500® ETF Trust you will be charged or have deducted from your investment \$47.25 each year. |
| PLUS Performance Fees | Nil | And , you will be charged or have deducted from your investment \$0 in performance fees each year |
| PLUS Transaction costs | 0.00% pa | And , you will be charged or have deducted from your investment \$0.00 in transaction costs |
| EQUALS Cost of SPDR® S&P 500® ETF Trust | | <p>If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year you would be charged fees and costs in the range of</p> <p>\$47.25*</p> <p>What it costs you will depend on the investment option you choose and the fees you negotiate.</p> |

*Additional fees may apply. Please refer to the above explanation of “Transaction Fees” and “Brokerage and Adviser Fees”. The above example assumes that Management Costs were calculated on a balance of \$50,000. It does not take account of Management Costs that would be charged on the additional \$5,000 contributed during the year. The example is provided for illustrative purposes only.

Supplementary Product Disclosure Statement

14 February 2022

All Registry communications to

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Level 12, 680 George Street
Sydney, NSW, 2000
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Locked Bag A14
Sydney South NSW 1235

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ASX Code: SPY

SPDR[®] S&P 500[®] ETF Trust (“Fund”) (ASX code: SPY)

This supplementary product disclosure statement (“**SPDS**”) updates the information in the Product Disclosure Statement for the SPDR[®] S&P 500[®] ETF Trust dated 17 June 2017 as amended 30 June 2017, 29 September 2017 and 21 January 2020 (“**PDS**”), issued by State Street Global Advisors, Australia Services Limited (ABN 16 108 671 441) (AFSL 274900) (“**Responsible Entity**”).

The purpose of this SPDS is to provide important information recently included in the updated US Prospectus for the Fund.

The following is added to Equity Investing Risk on page 27 of the PDS:

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“An outbreak of infectious respiratory illness caused by a novel coronavirus known as COVID-19 was first detected in China in December 2019 and was declared a pandemic by the World Health Organization in March 2020. This coronavirus has resulted in travel restrictions, restrictions on gatherings of people (including closings of, or limitations on, dining and entertainment establishments, as well as schools and universities), closed businesses (or businesses that are restricted in their operations), closed international borders, enhanced health screenings at ports of entry and elsewhere, disruption of and delays in healthcare service preparation and delivery, prolonged quarantines, cancellations, supply chain disruptions, and lower consumer demand, as well as general concern and uncertainty. The impact of COVID-19, and other infectious disease outbreaks that may arise in the future, could adversely affect the economies of many nations or the entire global economy, individual issuers and capital markets in ways that cannot necessarily be foreseen. Public health crises caused by the COVID-19 outbreak may exacerbate other pre-existing political, social and economic risks in certain countries or globally. The duration of the COVID-19 outbreak cannot be determined with certainty. The risk of further spreading of COVID-19 has led to significant uncertainty and volatility in the financial markets, liquidity constraints and disruption to the global economy, the consequences of which are currently unpredictable. Certain of the Trust’s investments have exposure to businesses that, as a result of COVID-19, have experienced a slowdown or temporary suspension in business activities. Additionally, governments and central banks, including the Federal Reserve in the United States, have taken extraordinary and unprecedented actions to support local and global economies and the financial markets. The impact of these measures, and whether they will be effective to mitigate the economic and market disruption, will not be known for some time. These factors, as well as any restrictive measures instituted in order to prevent or control a pandemic or other public health crisis, such as the one posed by COVID-19, could have a material and adverse effect on the Trust’s investments.”

The following paragraph under the heading The US Investment Company Act on page 17 of the PDS is deleted in its entirety:

“Purchases of Interests by investment companies are subject to restrictions set forth in Section 12(d)(1) of the US Investment Company Act. The Fund has received an exemptive order from the SEC that permits registered investment companies to invest in Interests beyond these limits, subject to certain conditions and terms. One such condition is that registered investment companies relying on the order must enter into a written agreement with the Fund.”

A new paragraph is inserted in its place:

“Purchases of Units by investment companies and certain private funds are subject to restrictions pursuant to Section 12(d)(1) of the US Investment Company Act. However, SEC Rule 12d1-4 allows, subject to certain conditions (including the entry into an agreement with the Trust), registered investment companies to invest in Units beyond the limits contained in Section 12(d)(1) of the US Investment Company Act.”

The details of the largest industry groups represented in the Index under the heading The Index on page 9 of the PDS is updated as follows:

“As of December 31, 2021, the five largest industry groups represented in the Index were: Software 9.53%; Technology, Hardware, Storage & Peripherals 7.18%; Semiconductors & Semiconductor Equipment 6.37%; Interactive Media & Services 6.31%; and IT Services 4.48%.”

For further information contact:

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Supplementary Product Disclosure Statement

21 January 2020

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Sydney South NSW 1235

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ASX Code: SPY

SPDR[®] S&P 500[®] ETF Trust (“Fund”) (ASX code: SPY)

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The purpose of this SPDS is to provide additional information on tax consequences to non-US holders. The first paragraph of the Appendix – US Income Taxes – Tax consequences to Non-US Holders is deleted in its entirety and replaced with the following:

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www.linkmarketservices.com.au

”A “Non-U.S. Holder” is a person that, for U.S. federal income tax purposes, is a beneficial owner of Units and is a nonresident alien individual, a foreign corporation, a foreign trust or a foreign estate. The discussion below does not apply to a Non-U.S. Holder who is a nonresident alien individual and is present in the United States for 183 days or more during any taxable year; a nonresident alien individual who is a former citizen or resident of the United States; an expatriated entity; a controlled foreign corporation; a passive foreign investment company; a foreign government for purposes of Section 892 of the Code or a tax-exempt organization for U.S. federal income tax purposes. Such Non-U.S. Holders should consult their tax advisors with respect to the particular tax consequences to them of an investment in the Trust. The U.S. federal income taxation of a Non-U.S. Holder depends on whether the income that the Non-U.S. Holder derives from the Trust is “effectively connected” with a trade or business that the Non-U.S. Holder conducts in the United States (and, if required by an applicable tax treaty, is attributable to a U.S. permanent establishment maintained by the Non-U.S. Holder).”

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Supplementary Product Disclosure Statement

29 September 2017

SPDR® S&P 500® ETF Trust (“Fund”) (ASX code: SPY)

This supplementary product disclosure statement (“SPDS”) updates the information in the Product Disclosure Statement for the SPDR® S&P 500® ETF Trust dated 17 June 2017 as amended 30 June 2017 (“PDS”), issued by State Street Global Advisors, Australia Services Limited (ABN 16 108 671 441) (AFSL 274900) (“Responsible Entity”).

The purpose of this SPDS is to provide additional information on indirect costs (where applicable) and transactional and operational costs associated with the operation of the Funds.

The fee and cost template on page 16 of the PDS is deleted and replaced with the following:

Fees and costs

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 Fund Assets as a whole.

Information on tax appears in section 6 of this PDS.

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

| Type of fee or cost | Amount | How and when paid |
|--|---|--|
| Fees when money moves in or out of a Fund | | |
| Establishment fee The fee to open your investment | Not applicable | Not applicable |
| Contribution fee The fee on each amount contributed to your investment | Not applicable ¹ | Not applicable |
| Withdrawal fee The fee on each amount you take out of your investment | Not applicable ¹ | Not applicable |
| Termination fee The fee to close your investment | Not applicable | Not applicable |
| Management costs | | |
| The fees and costs for managing your investment ² . | 0.0945% per annum of the net asset value of Fund. | The Trustee fee is calculated daily and paid monthly. Reimbursable expenses are paid out of the assets of the Fund as incurred. |
| Indirect costs | There are no indirect costs | Not applicable |
| Services fee | | |
| Investment switching fee The fee for changing investment options | Not applicable | Not applicable |

Notes:

¹ While there are no contribution fees or withdrawal fees in connection with CDIs, there are certain fees and costs associated with applying for or redeeming Interests in the Fund as described in the US Prospectus.

² For more information, please refer to the explanation of "Management Costs" in the "Additional Explanation of Fees and Costs" section below.

In addition, a new section is included after the section headed (d) CDI Costs on page 41 of the PDS as set out below:

(e) Transactional and operational costs

Transactional and operational costs (as defined in the Corporations Regulations) are all costs of transacting investments for the Fund, such as brokerage, bid-offer spread, settlement costs including custody costs, clearing costs and stamp duty on investment transactions. Transactional and operational costs incurred in effecting applications into and redemptions from the Fund are recovered from the applying or redeeming Stockbroker (see above) however, other transactional and operational costs may be incurred at other times to adjust the Fund's portfolio and these costs will be deducted from the assets of the Fund and reflected in the Unit price. The amount of such costs will depend on the frequency and volume of day-to-day trading. For the year ended 30 June 2017, total costs of the Fund are shown in the table below. The estimated transactional and operational costs may differ over time depending on the conditions of financial markets and circumstances of the Fund.

| Management Costs (% per annum of net asset value) | Net transactional and operational costs* (% p.a. of net asset value) | Transaction costs recovery** (% of application or redemption) for the year to 30 June 2017 |
|--|---|---|
| 0.0945 | 0.00 | 0.00 |

* The net transactional and operational costs and Transactional costs recovery figures are disclosed rounded to 2 decimal places and those shown as nil were less than 0.01%. These are estimated amounts for the year to 30 June 2017, and may differ going forward with conditions of financial markets and the circumstances of the Fund.

**The Transaction costs recovery represents an amount charged to applying and redeeming Stockbrokers, as a % of the value of the application or redemption, that is intended to compensate the Fund for the estimated transactional and operational costs incurred when assets are acquired and disposed of by the Fund to reflect the application or redemption.

For further information contact:

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Supplementary Product Disclosure Statement

30 June 2017

SPDR® S&P 500® ETF Trust (“Fund”) (ASX code: SPY)

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The purpose of this SPDS is to advise Product Ruling PR 2014/17 referred to in the PDS expires on 30 June 2017 and that Product Ruling PR 2017/7, similar to the PR 2014/17 in all material aspects, has been issued. The Product Ruling is only a ruling of the application of taxation law and is only binding on the Australian Taxation Office (“**ATO**”) if the Fund is operated in the specific manner as set out in the Product Ruling.

The Commissioner of Taxation (Commissioner) does not sanction, endorse or guarantee this product. Further, the Commissioner gives no assurance that the product is commercially viable, that charges are reasonable, appropriate or represent industry norms, or that projected returns will be achieved or are reasonably based. Potential participants must form their own view about the commercial and financial viability of the product. The Commissioner recommends you consult an independent financial (or other) adviser for such information.

A copy of Product Ruling PR 2017/17 is available at www.spdrs.com

For further information contact:

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Product Disclosure Statement

Dated 17 June 2017

SPDR® S&P 500® ETF Trust (“Fund”)

Offer of interests in the Fund (“CDIs”)

(ASX code: **SPY**)

This product disclosure statement is issued by:

- **State Street Global Advisors Trust Company ARBN 619 273 817 in its capacity as the trustee of SPDR® S&P 500® ETF Trust; and**
- **State Street Global Advisors, Australia Services Limited ABN 16 108 671 441, in its capacity as arranger for the Offer and AQUA Product Issuer.**

Important Information

About this PDS

This product disclosure statement (“PDS”) relates to the quotation on the ASX of interests in the SPDR® S&P 500® ETF Trust (“Fund”) and is dated 17 June 2017. Neither the Australian Securities & Investments Commission (“ASIC”) nor ASX take any responsibility for the contents of this PDS.

State Street Global Advisors Trust Company (ARBN 619 273 817) (referred to in this PDS as “SSGATC” or the “Trustee”) is the trustee of the Fund.

State Street Global Advisors, Australia Services Limited (ABN 16 108 671 441) (AFSL number 274900) (referred to in this PDS as “SSGA,ASL” or the “AQUA Product Issuer” “we”, “our” or “us”) is the AQUA product issuer for the admission to trading status of interests in the Fund on the AQUA market of the ASX and has been appointed to provide various services to the Trustee including arranging the issue of the CDIs.

Trading status

SSGATC and SSGA,ASL have in place arrangements for the creation of CHESS Depository Interests (“CDIs”) over units in the Fund (“Interests”) and their quotation on the AQUA market of the ASX (refer to sections 2.4 and 2.5 for further details on CDIs). Each CDI represents a beneficial ownership interest in a corresponding Interest in the Fund. The CDIs trade like any other securities quoted on the ASX.

The CDIs allow you to buy and sell exposure to a diversified portfolio of US equities in one simple transaction.

The Offer in this PDS is made only to Brokers acting as principal that have signed a CDI creation form and have been approved by SSGA,ASL to create and redeem CDIs (“**Authorised Participants**”). For that reason, certain sections of this PDS (particularly those relating to creations and redemptions of CDIs) are of direct relevance only to Authorised Participants.

Other investors can use this PDS for information purposes, in particular, in relation to a decision to invest in CDIs on the ASX, as they cannot apply to

have CDIs created for them under this PDS. All investors can buy and sell CDIs on ASX through a Broker or financial adviser.

The following information can be obtained by visiting our website at www.spdrs.com.au or contacting us on (02) 9240 7600:

- Details of the net asset value (“NAV”) per Interest in the Fund, updated each US trading day and converted to Australian dollars
- Index characteristics, regularly updated
- A copy of this PDS and any amendments to it
- Annual and semi-annual reports of the Fund
- Distribution information.

This PDS does not constitute an offer or invitation in any jurisdiction other than Australia.

A copy of the US Prospectus for the Fund (and any documents which may amend or update the US Prospectus) is available at <https://www.spdrs.com/product/fund.seam?ticker=SPY>. A copy of the Trust Agreement for the Fund (and any documents which may amend or update the Trust Agreement) is available at www.spdrs.com.au. The US Prospectus and the Trust Agreement are not incorporated into this PDS.

Disclaimer

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An investment in a CDI does not represent a deposit with or a liability of any company in the State Street Group including State Street Global Advisors Trust Company (ARBN 619 273 817) and is subject to investment risk including possible delays in repayment and loss of income and principal invested.

No company in the State Street Group, including the Trustee, SSGA,ASL, State Street Global Advisors, Australia, Limited (“SSGA,AL”) and State Street Global Advisors Funds Distributors, LLC (“SSGAFD”) guarantees the performance of the CDIs or the repayment of capital or any particular rate of return, or makes any representation with respect to income or other taxation consequences of any investment in a CDI.

PDS updates

This PDS may be updated or replaced from time to time. A copy of the current PDS is available from us on request at any time, free of charge. You can either call us on (02) 9240 7600 or access www.spdrs.com.au for a copy.

Information that is not materially adverse information is subject to change from time to time and the PDS may not always be updated to reflect the changed information. To find out about any updated information not contained in this PDS, please access www.spdrs.com.au. A paper copy of any updated information will be provided on request free of charge.

Capitalised terms used in this PDS are defined in the Glossary in section 12.

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1 Overview of the Fund

| | | For more information, go to: |
|--|---|------------------------------|
| Fund Name and ASX code | SPDR® S&P 500® ETF Trust (“ Fund ”) ASX code for CDI offering: (SPY) | |
| What is the Fund? | <p>The Fund is an exchange traded fund (“ETF”) that is organised under New York law and principally listed and trades on NYSE Arca, Inc. (the “US Exchange”) under the symbol “SPY”. Interests in the Fund also trade on stock exchanges in Japan and Singapore.</p> <p>The Fund seeks to provide investment results that, before expenses, correspond generally to the price and yield performance of the S&P 500® Index (the “Index”).</p> | Section 2.1 |
| What is the Index? | <p>The Index measures the performance of the large capitalisation sector of the US equity market.</p> <p>The Index includes five hundred (500) selected companies, all of which are listed on US national stock exchanges, and spans over 25 separate industry groups. The component stocks are weighted according to the float adjusted market value of their outstanding shares. The components of the Index and the degree to which these components represent certain industries, may change over time.</p> | Section 2.2 |
| What are the CDIs? | <p>CHESS Depository Interests, or CDIs, facilitate trading in Fund Interests on the ASX. A CDI gives an investor a beneficial ownership interest in a corresponding Interest in the Fund (on a one-for-one basis). The Fund Interest that corresponds to each CDI is held on trust for the CDI holder by CHESS Depository Nominees Pty Ltd (the “Depository Nominee”), a subsidiary of ASX Limited (through custodians).</p> | Section 2.4 |
| How do I trade in CDIs on the ASX? | <p>ASX has approved CDIs for admission to trading status on the AQUA market of the ASX; ASX code: SPY. No representation is made concerning the continued admission to trading status on the ASX of CDIs.</p> <p>Investors are able to trade CDIs through a Broker on ASX like any other quoted security (subject to market conditions).</p> | Section 2.4 |
| What is the Offer, and what is the purpose of this PDS? | <p>This PDS relates to the offer of CDIs over Interests in the Fund. Only Brokers acting as principal that have signed a CDI creation form and have been approved by SSGA,ASL (“Authorised Participants”) can apply for the issue or</p> | Section 2.5 |

State Street: General

| | | |
|---|---|--------------------------|
| | <p>redemption of CDIs.</p> <p>The main purpose of this PDS is to meet Australian disclosure requirements so that secondary trading may occur on the ASX of CDIs created by Authorised Participants.</p> | |
| Who operates the Fund? | <p>State Street Global Advisors Trust Company is the Trustee of the Fund and the issuer of Interests in the Fund. Prior to the date of this PDS, SSBT was the trustee of the Fund.</p> <p>SSGA,ASL is the arranger for the Offer of CDIs and the CDI AQUA product issuer. In this role, SSGA,ASL:</p> <ul style="list-style-type: none"> • is responsible for compliance with the ASX Operating Rules and ASX Settlement Operating Rules; and • engages the Australian depository nominee, the registrar and the market maker(s) and approves the Authorised Participants in respect of the CDIs. <p>Because of this role, SSGA,ASL is also an issuer of this PDS. The summary of the material contracts in section 10 describes the key appointments facilitating the Offer.</p> | Sections 4 and 10 |
| Who can create and redeem CDIs? | <p>Only Brokers acting as principal that have signed a CDI creation form and have been approved by SSGA,ASL can be Authorised Participants who may create or redeem CDIs.</p> <p>This eligibility requirement does not apply to purchasing or selling CDIs on the ASX.</p> | Section 2.5 |
| How are CDIs created and redeemed? | <p>CDIs are issued in exchange for delivery to the Depository Nominee (through its sub-custodian) of the corresponding number of Interests in the Fund (one CDI corresponds to one Interest in the Fund). Similarly, on redemption of CDIs, the Depository Nominee arranges for the transfer of the relevant number of Interests to the redeeming Authorised Participant (or its nominee). Authorised Participants can contact SSGA,ASL for a copy of the procedures for creation and redemption of CDIs.</p> <p>Applications for and redemptions of CDIs must be for a minimum amount of 20,000 CDIs.</p> | Section 2.5 |

| | | |
|--|--|----------------------------------|
| <p>What are the key risks of the Fund?</p> | <p>Some of the key risk factors in respect of an investment in the Fund include:</p> <ul style="list-style-type: none"> ▪ Passive strategy/index risk: the Fund is not actively managed and so does not actively manage risk ▪ Index tracking risk: the Fund’s return may not match or achieve a high degree of correlation with the return of the Index (including due to expenses and transaction costs) ▪ Equity investing risk: an investment in the Fund involves risks that the value of the Fund will fluctuate as a result of changes in market prices. <p>In addition, the risks in respect of investments in the Fund through CDIs include:</p> <ul style="list-style-type: none"> ▪ ASX trading and liquidity risks: there might not be a liquid trading market for the CDIs ▪ Foreign exchange risks: an appreciation in the Australian dollar against the US dollar could reduce the Australian dollar value of your investment ▪ Regulatory and tax risks: your investment could be adversely affected by regulatory or tax changes. <p>For further details on these risks and other risks associated with an investment in the Fund see section 5 of this PDS – “Risks”.</p> | <p>Section 5</p> |
| <p>How is the Fund regulated?</p> | <p>The Fund is registered in the US as an investment company and is regulated under US state and federal securities and taxation laws. See section 2.8 for more information concerning the US regulation of the Fund.</p> <p>The Fund is a managed investment scheme as defined under the Corporations Act of Australia. However, under ASIC instrument 14-0954 (as amended by ASIC instrument 17-0489), which is described in more detail in section 9:</p> <ul style="list-style-type: none"> • the Fund is not required to register with ASIC as a managed investment scheme; and • the Trustee is not required to hold an Australian financial services licence covering the Offer and certain aspects of the operation of the Fund. | <p>Sections 2.8 and 9</p> |
| <p>What distributions will be paid on CDIs?</p> | <p>The Fund will normally make distributions quarterly, on the last US Business Day of April, July, October and January.</p> <p>Distributions paid on Interests that correspond to CDIs will be converted from US dollars to Australian dollars and paid to CDI holders generally within 15 Business Days of the relevant US Dividend Payment Date.</p> | <p>Section 8</p> |

| | | |
|--|--|---------------------------|
| <p>What are the taxation implications of investing in Interests through CDIs?</p> | <p>An investment in the Fund will have tax consequences for investors. The Australian Taxation Office has issued Product Ruling PR 2014/17 in relation to the tax treatment of certain aspects of investing in Fund Interests through CDIs, and an Addendum dated 14 June 2017 to update the Product Ruling to reflect the appointment of the new Trustee of the Fund from 16 June 2017.</p> <p>Investors in the Fund should consider the Australian tax consequences together with the US federal, state, local and other tax consequences of the ownership and disposition of CDIs. A discussion of the Australian and US tax consequences appears in section 6 of this PDS.</p> | <p>Section 6</p> |
| <p>What fees and costs are charged to the Fund?</p> | <p>The Fund's management costs are expected to be 0.0945% p.a. of the Fund's average net assets. Neither SSGATC nor SSGA,ASL will charge any other fees or costs in respect of CDIs. However, investors will incur customary brokerage charges when buying and selling CDIs on ASX.</p> | <p>Section 7</p> |
| <p>Information and Reporting</p> | <p>The following information can be obtained by visiting our website at www.spdrs.com.au:</p> <ul style="list-style-type: none"> • the NAV per Interest in the Fund, updated each US trading day and converted to Australian dollars • Index characteristics • annual and semi-annual reports of the Fund • distribution information | <p>Section 3.5</p> |

2 The Fund and the Offer

2.1 About the Fund

The Fund is an exchange traded fund that is organised under New York law and principally listed and traded on NYSE Arca, Inc. under the symbol “SPY”. Interests in the Fund are also traded on exchanges in Japan and Singapore. The Fund seeks to provide investment results that, before expenses, correspond generally to the price and yield performance of the S&P 500® Index.

The Fund seeks to achieve its investment objective by holding a portfolio of the common stocks that are included in the Index (the “**Portfolio**”), with the weight of each stock in the Portfolio substantially corresponding to the weight of such stock in the Index. The Trustee directly or through DTC has possession of all of the common stocks and other property and funds of the Trust.

The Fund was the first US listed exchange traded fund ever established. As at the date of this PDS, the Fund is one of the largest ETFs in the world (by net asset value), and Interests in the Fund are one of the most liquid traded ETFs in the world.

2.2 The Index

The Index includes five hundred (500) selected companies, all of which are listed on US stock exchanges and spans over 25 separate industry groups. It is a float-adjusted capitalisation weighted index of 500 securities calculated under the auspices of the S&P Index Committee of S&P. At any moment in time, the value of the Index equals the aggregate market value of the available float shares outstanding in each of the component 500 Index Securities, evaluated at their respective last sale prices on their respective listing exchange, divided by a scaling factor (“divisor”) which yields a resulting index value in the reported magnitude.

As of December 31, 2016, the five largest industry groups represented in the Index were: Software & Services 12.26%, Pharmaceuticals, Biotechnology & Life Sciences 8.47%, Energy 7.56%, Capital Goods 7.40% and Banks 6.73%. Since 1968, the Index has been a component of the US Commerce Department’s list of Leading Indicators that track key sectors of the US economy. Current information regarding the market value of the Index is available from market information services. The Index is determined, comprised and calculated without regard to the Fund.

S&P is not responsible for and does not participate in the creation or sale of Interests or in the determination of the timing, pricing, or quantities and proportions of purchases or sales of Index Securities or Portfolio Securities by the Fund.

The section headed “The S&P 500 Index” in the US Prospectus (available at <https://www.spdrs.com/product/fund.seam?ticker=SPY>) includes information about the performance of the Index since 1960. The performance results of the Index are not representative of the performance results of the Fund. The US Prospectus also includes information on the performance of the Fund since inception and periodic returns for investments in the Fund over the past decade (see the Summary section of the US Prospectus).

2.3 Interests in the Fund

The Depository Trust Company (“**DTC**”) acts as securities depository for the Interests in the Fund. Beneficial ownership of Interests is shown on the records of DTC or the participants in DTC (“**DTC Participants**”). A reference in this PDS to an “**Interest**” includes a beneficial interest in a unit in the Fund held by or through a DTC Participant.

The Fund continuously issues and redeems “in-kind” its Interests only in specified large lots of 50,000 Interests or multiples thereof, which are referred to as “Creation Units,” at their once-daily calculated NAV per Interest. Interests are listed individually for trading on the US Exchange at prices established throughout the US trading day, like any other listed equity security trading on the US Exchange in the secondary market.

Only certain institutional investors (typically market makers or other broker-dealers) that are authorised participants in the US (“**US Authorised Participants**”) and have executed an agreement with the Trustee and ALPS Distributors, Inc. (“**ALPS**”), the distributor of the Fund, are permitted to purchase or redeem Interests directly with the Fund, and they may do so only in Creation Unit blocks. The section titled “Purchases and Redemptions of Creation Units” in the US Prospectus contains more information on creations and redemptions of Interests.

2.4 Chess Depository Interests (CDIs) over Fund Interests

Australians can invest in Interests in the Fund through CDIs which are quoted for trading on the AQUA market of the ASX. A CDI confers a beneficial interest in a Fund Interest, however a CDI holder is not the registered holder of the corresponding Interest in the Fund. This means that a CDI holder does not hold Interests in the Fund directly. CDIs are Australian financial instruments designed to give their holders rights and entitlements in relation to the underlying Interests. Each CDI corresponds to a single Interest on a one-for-one basis.

CHESS Depository Nominees Pty Ltd, a subsidiary of ASX Limited (the “**Depository Nominee**”) has been appointed to hold title to the relevant Interests in the Fund on behalf of CDI holders. The Depository Nominee holds the Interest that corresponds to each CDI on behalf of the relevant CDI holder. The Depository Nominee has appointed Pacific Custodians as its custodian to hold title to the Interests. Pacific Custodians has delegated certain of its functions to American Stock Transfer & Trust Company, LLC (“**AST**”).

Rights of CDI holders

With the exception of voting arrangements, some corporate actions and the currency in which distributions are received, a CDI holder has the same rights as Interest holders. In relation to voting rights attaching to Interests, if a meeting of holders of Interests is convened, each holder of CDIs will be given notice of the meeting. The notice will include a form permitting the CDI holder to direct the Depository Nominee to cast, or authorise or arrange the casting of, proxy votes in accordance with the CDI holder’s written directions.

The voting rights of holders of Interests in the Fund are limited to termination and approvals for certain amendments to the Trust Agreement (see section 10.2 below).

Under the ASX Settlement Operating Rules, to the extent permitted by the relevant laws, the benefit of all corporate actions, such as the distribution of dividends, bonus issues, rights issues and capital reconstructions, must flow through to CDI holders. However, there may be differences to the entitlements you would receive if you held the Interests directly, for example, there may be rounding of entitlements where the Depository Nominee's holding is treated as a single holding rather than holdings corresponding to the interests of the CDI holders.

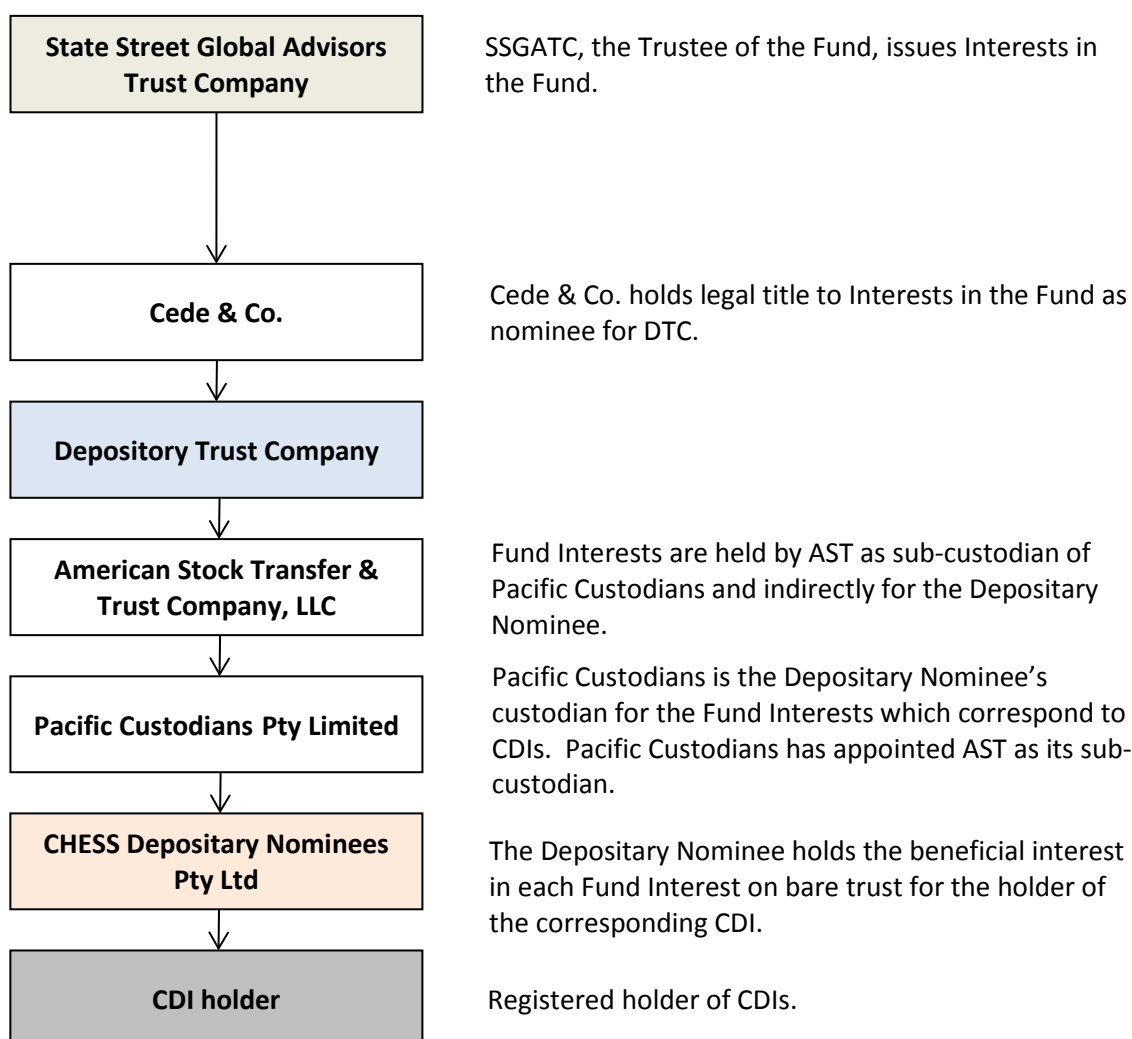
Beneficial Owners of Interests in the Fund are not entitled to have units in the Fund registered in their names and will not be considered the registered holders of Fund units under the Trust Agreement. Accordingly, each Beneficial Owner of Interests must rely on the procedures of DTC, the DTC Participant and any indirect participant (including, in the case of CDI holders, the Depository Nominee) through which they hold their Interests, to exercise any rights under the Trust Agreement. The Trustee recognises DTC or its nominee as the owner of all units in the Fund for all purposes except as expressly set forth in the Trust Agreement. DTC is required to make available to the Trustee upon request and for a fee to be charged to the Fund a listing of the unit holdings of each DTC Participant. The Trustee inquires of each such DTC Participant as to the number of Beneficial Owners holding Interests in the Fund, directly or indirectly, through the DTC Participant. The Trustee provides each such DTC Participant with copies of any notice, statement or other communication, in the form, number and at the place as the DTC Participant may reasonably request, in order that the notice, statement or communication may be transmitted by the DTC Participant, directly or indirectly, to the Beneficial Owners and any indirect participant (including, in the case of CDI holders, the Depository Nominee).

While distributions on Interests will be paid in US dollars, distribution amounts will be converted from US dollars to Australian dollars before being paid to CDI holders.

CDIs may be held in uncertificated form on either the Issuer Sponsored Subregister or the CHES Subregister, which together make up the Australian CDI register (maintained by Link).

The diagram below shows the custodial layers through which Interests in the Fund are ultimately held for CDI holders.

Custodial structure for Fund Interests and CDIs



2.5 Creations and redemptions of CDIs

Only Brokers acting as principal that have signed a CDI creation form and have been approved by SSGA,ASL (“**Authorised Participants**”) may create or redeem CDIs. The initial creation of CDIs to Authorised Participants occurred on or about 9 October 2014, and those CDIs commenced trading on ASX on or about 13 October 2014.

All other investors may purchase or sell CDIs over Interests in the Fund on the ASX. Transactions on exchanges occur at market prices which may differ from the Fund's NAV per Interest. When you buy or sell CDIs on the ASX, brokers will charge a brokerage fee. You may also incur the cost of the “bid-offer spread” (ie the difference between the price at which sellers are willing to sell CDIs and the price at which buyers are willing to buy CDIs).

The main purpose of this PDS is to enable secondary trading on ASX of CDIs issued after the date of this PDS.

Creating CDIs

CDIs are able to be created by an Authorised Participant arranging for the corresponding Interests to be issued or transferred to the Depositary Nominee (through its sub-custodian). On receipt of the Interests, the Depositary Nominee will issue corresponding CDIs to the relevant Authorised Participant. The following process will apply:

| | Step | Description |
|---|--|---|
| 1 | Authorised Participant applicant makes a CDI application | <p>The Authorised Participant notifies Link of a request to create CDIs.</p> <p>To complete the creation, the Authorised Participant will be required to transfer to the Depositary Nominee (through its sub-custodian) a corresponding number of Interests.</p> |
| 2 | Authorised Participant acquires Interests | <p>The Authorised Participant must acquire Interests (unless it already holds them) either:</p> <ul style="list-style-type: none">• by applying directly to the Fund in the US or via a US Authorised Participant, for the issue of Interests under the US Prospectus; or• on the US secondary market. |
| 3 | Authorised Participant transfers Interests | <p>The Authorised Participant transfers Interests to AST (being the sub-custodian of Pacific Custodians, which holds the Interests indirectly for the Depositary Nominee).</p> |
| 4 | CDIs issued | <p>AST receives title to the Interests. Upon notification from AST that it is holding Interests, Link records the creation of the relevant CDIs and registers them to the Authorised Participant's holder identification number (HIN) before 10.00am Sydney time on the next ASX Business Day.</p> |

CDIs are available to be created once each ASX Business Day, except as noted below. Creation requests must be received by Link no later than 4:00pm Sydney time, otherwise they may be held over to the next ASX Business Day.

Redeeming CDIs

CDIs can be redeemed by the Depositary Nominee cancelling CDIs and transferring the corresponding Interests to the relevant Authorised Participant (or their nominated DTC Participant). The following process will apply:

| | Step | Description |
|---|---|---|
| 1 | Authorised Participant makes a redemption request | An Authorised Participant who holds CDIs may apply to Link to redeem CDIs. |
| 2 | CDI redemption messages | Link terminates the relevant CDIs and reduces the number of CDIs registered to the redeeming Authorised Participant's HIN by a corresponding number. |
| 3 | Interest transfer | Simultaneously, the Depositary Nominee's sub-custodian ceases to hold the Interests corresponding to the redeemed CDIs for the Depositary Nominee on the CDI terms, and transfers title to the relevant Interests to the redeeming Authorised Participant (or its nominee). |
| 4 | Disposal | The Authorised Participant may then hold or dispose of the Interests, for example by selling them on the secondary market in the US, or redeeming the Interests in accordance with the terms of the US Prospectus. |

CDIs are available to be redeemed once each ASX Business Day, except as noted below. Redemption requests must be received by Link no later than 3:00pm Sydney time, otherwise they may be held over to the next ASX Business Day.

For each Fund dividend, creations and redemptions of CDIs will not be permitted during the period beginning on the Ex-Dividend Date in the US, and ending on the corresponding CDI record date.

Authorised Participants can access additional information about the policies and procedures for creations and redemptions of CDIs at www.spdrs.com.au.

2.6 The AQUA market

The AQUA market was established by ASX as a more suitable platform for ETFs, structured products and managed funds than listing on ASX's main board, because features of these types of products such as the redemption facility do not fit well with the normal Listing Rules, and significant modifications to the normal Listing Rules are required.

CDIs which are quoted on the AQUA market can be traded like other securities listed on ASX, but the Fund is not a "listed entity" and so is regulated differently. For the CDIs to be quoted, both the product and the AQUA Product Issuer must be approved by ASX, and the AQUA Product Issuer must comply with requirements including certain market making requirements (see section 2.7 below).

Transfers of AQUA products are carried out in accordance with ASX Clear Operating Rules and ASX Settlement Operating Rules, and holding statements and registers must be administered as if the Fund was a listed entity.

The AQUA Rules are accessible at www.asx.com.au under "ASX Rules, guidance notes and waivers". Section 11.2 summarises some of the differences between the ASX Listing Rules and the AQUA Rules.

CDIs are uncertificated and may be held on either the Issuer Sponsored Subregister or the CHES Subregister, which together make up the Australian CDI register. The register is maintained by Link.

2.7 Market maker

Until a suitable spread of holders is achieved, the AQUA Product Issuer must appoint a market maker to make reasonable bids for trading in the CDIs. A market maker's role is to provide liquidity in the market for CDIs and to satisfy supply and demand for CDIs. They do this by:

- providing liquidity to the market through acting as the buyer and seller of CDIs on the ASX throughout the day; and
- creating and redeeming CDIs off-market, which helps to ensure that the number of CDIs on issue matches demand.

SSGA,ASL has appointed Deutsche Securities Australia Limited to act as market maker for the CDIs. This market maker has been selected based on its experience in making markets in both Australia and globally. SSGA,ASL is satisfied that the market maker has the financial capacity and competency to ensure that SSGA,ASL (as AQUA Product Issuer) meets its market making obligations under the AQUA Rules. Subject to the AQUA Rules and the agreements with market makers, SSGA,ASL may appoint additional or replacement market makers in relation to the CDIs from time to time. SSGA,ASL may determine to no longer appoint a market maker in circumstances where SSGA,ASL is no longer required to do so under the AQUA Rules. SSGA,ASL cannot guarantee that the market maker will fulfil its obligations or that a market maker will continue to be appointed.

The market making arrangements SSGA,ASL agreed with the market maker specify certain permitted circumstances where the market making obligations may be suspended (such as operational disruptions, market disruptions, trading suspensions or other events set out in the ASX Operating Rules, or the suspension or rejection of applications for CDIs or redemption requests). If the market maker defaults on its obligations, SSGA,ASL may seek to replace the market maker, although the arrangements with the market maker may limit or exclude any liability on the part of the market maker.

2.8 US regulation of the Fund

The main rights and remedies available to Australian investors (CDI holders) under US regulatory requirements and how those rights and remedies can be accessed are set out below.

Organisation of the Fund under United States Law and New York State Law

The Fund is structured as a unit investment trust and is an investment company registered with the United States Securities and Exchange Commission (“SEC”) under the US Investment Company Act of 1940 (“US Investment Company Act”). The Fund issues securities called units (referred to in this PDS as “Interests”) which represent an undivided ownership interest in its securities and other assets, all income, proceeds and other funds and all other property (collectively, “Fund Assets”). Beneficial ownership of Interests is shown on the records of DTC or the DTC Participants (owners of such beneficial interests are referred to as “Beneficial Owners”).

The Fund is organised as a common law trust under the laws of the State of New York and is governed by the Trust Agreement. The Trust Agreement is governed by and construed in

State Street: General

accordance with the laws of the State of New York, without regard to the conflicts of laws thereof, and all laws or rules of construction of the State of New York govern the rights of the parties to the Trust Agreement and the Beneficial Owners and the interpretation of the provisions of the Trust Agreement. Information regarding the Trust Agreement is provided in section 10.2.

A material provision in the Trust Agreement relates to the rights of beneficiaries under the Trust Agreement.

Beneficial Owners may sell Interests in the secondary market, but generally may not redeem directly to the Fund. In order to transact directly with the Fund, a Beneficial Owner must be a US Authorised Participant.

The death or incapacity of any Beneficial Owner does not operate to terminate the Fund nor entitle such Beneficial Owner's legal representatives or heirs to claim an accounting or to take any action or proceeding in any court for a partition or winding up of the Fund.

Beneficial Owners do not (a) have the right to vote concerning the Fund, except with respect to termination and as otherwise expressly set forth in the Trust Agreement, (b) in any manner control the operation and management of the Fund, or (c) have liability to any other person by reason of any action taken by the Sponsor or the Trustee. The Trustee has the right to vote all of the voting stocks held by the Fund. The Trustee has the exclusive right to vote such voting stocks of each issuer in the same proportionate relationship as all other shares of each such issuer are voted (known as "mirror voting") to the extent permissible and, if not permitted, shall abstain from voting. Historically, the Trustee has determined that it is not feasible to accurately or timely mirror vote. Accordingly, the Trustee has not performed mirror voting. The Trustee is exploring the use of third party services or technology to assist with mirror voting and, if feasible, may determine to mirror vote in the future. The Trustee shall not be liable to any person for any action or failure to take any action with respect to such voting matters.

Other material provisions in the Trust Agreement include provisions regulating:

- the lifetime of the Fund and termination events (see section 4.4 and the paragraph entitled "Termination" in section 10.2);
- amendments to the Trust Agreement with and without the consent of Beneficial Owners and the related notice requirements (see paragraph entitled "Amendments to the Trust Agreement" in section 10.2); and
- the limitation of liability of the Trustee, Sponsor and S&P as index provider (see section 10.2 for information regarding the limitations of liability of the Trustee and Sponsor and section 11.8 for information regarding the limitation of liability of S&P).

Laws Applicable to the Fund

New York Law

The administration of the Fund as a New York common law trust is governed by the Trust Agreement, the New York Estates, Powers and Trusts Law ("**EPTL**"), and the New York common law of trusts. The EPTL and the New York common law of trusts (collectively, "**New York Law**"), together with the Trust Agreement, govern the rights, powers and obligations of the Trustee and the Beneficial Owners.

The Trust Agreement sets forth the terms, provisions and conditions of the Fund. Among these is the requirement that the Trustee furnish to the DTC Participants for distribution to each Beneficial Owner at the end of each fiscal year an annual report of the Fund containing financial statements

audited by the Fund's independent accountants. There is no requirement that the Fund file either a copy of the Trust Agreement or an annual report with the Office of the Secretary of State of the State of New York.

United States Securities Laws

- *The US Investment Company Act*

The US Investment Company Act generally requires investment companies - including unit investment trusts - to register as such with the SEC and to comply with a number of substantive regulations governing their operations. Among other things, the US Investment Company Act requires that a unit investment trust file an annual report with the SEC and limits a unit investment trust's ability to enter into transactions with affiliates. Section 26 of the US Investment Company Act substantively regulates certain key aspects of a unit investment trust, including who may serve as trustee or custodian and how a trustee or custodian must custody such trust's assets. The Trustee, as the trustee of a unit investment trust, is required to have possession of all of the Fund Assets and to hold all such property in trust for the sole benefit of the Beneficial Owners until distributions are made pursuant to the terms of the Trust Agreement. As the trustee of a unit investment trust, the Trustee is entitled under the US Investment Company Act, and under the Trust Agreement, to receive fees for its services actually performed and reimbursement for expenses actually incurred. These fees and reimbursements may be paid directly from the Fund Assets if no other source for payment is provided.

Although the US Investment Company Act requires a unit investment trust to redeem its individual Interests at net asset value, the Fund operates under an SEC exemptive order that permits it to sell (and redeem) its Interests solely in "Creation Unit"-size aggregations to Authorised Participants.

Purchases of Interests by investment companies are subject to restrictions set forth in Section 12(d)(1) of the US Investment Company Act. The Fund has received an exemptive order from the SEC that permits registered investment companies to invest in Interests beyond these limits, subject to certain conditions and terms. One such condition is that registered investment companies relying on the order must enter into a written agreement with the Fund.

- *The Securities Act of 1933*

The Securities Act of 1933 ("**1933 Act**") regulates the offer and sale of securities, including the Interests. The 1933 Act, among other things, imposes various registration requirements upon issuers of securities and provides for various liabilities for failures to comply with its provisions or in respect of other specified matters.

- *The Securities Exchange Act of 1934*

The Securities Exchange Act of 1934 ("**1934 Act**"), regulates a variety of matters involving, among other things, the secondary trading of securities, periodic reporting by the issuers and certain owners of securities, and certain of the activities of transfer agents, brokers, dealers, and the exchanges and over-the-counter markets. Interests are traded on the US Exchange. The Fund is required under the 1934 Act to file annual reports with the SEC.

The US Internal Revenue Code

State Street: General

The Fund intends to continue to qualify as a “regulated investment company” for U.S. federal income tax purposes, which among other things, subjects the Fund to restrictions applicable to the sources from which it derives its gross income, the diversification of its assets and the distribution of its investment company taxable income and tax exempt interest, and sets forth other requirements necessary for the Fund to be relieved of U.S. federal taxes on income and gains it distributes to Beneficial Owners. Beneficial Owners that are not exempt from taxation must pay tax on their distributions even if they reinvest their dividends in the Fund.

Other United States Laws

The Fund is subject to the provisions of other laws, rules, and regulations applicable to the Fund or its operations, such as, for example, various state laws in the US regarding the registration for sale of the Interests by the Fund and registration of the brokers that sell those Interests.

Principal United States Supervisory Authority

The principal regulatory authority overseeing the operations of the Fund is the SEC. The Fund is required to file its registration statement with the SEC and to update it annually, and the SEC is authorised to bring enforcement actions against the Fund and/or its service providers for violations of the US Investment Company Act or other applicable US securities laws.

Remedies

Claims under New York Law

Under New York Law, a Beneficial Owner could bring an action against the Trustee to have the Trust Agreement enforced.

Under New York Law, a Beneficial Owner could bring an action against the Trustee for failure to perform its duties within the standard of care set forth in the Trust Agreement (that is, performing such duties with gross negligence, in bad faith, pursuant to wilful misconduct or wilful malfeasance or in reckless disregard of its duties and obligations).

Under certain circumstances, a Beneficial Owner could bring an action under New York Law to replace the Trustee or terminate and liquidate the Fund.

Claims under United States Securities Laws for Material Deficiencies in the Fund's Offering Documents

- *Actions by Investors*

Several provisions in the United States securities laws prohibit fraud or material misstatements or omissions in the Fund's offering documents which, if violated, can give rise to variety of civil claims. Depending upon the particular facts, the Sponsor and/or the Fund may be sued for one or more statutory violations and monetary damages can be awarded which, in some circumstances will include a return of the purchase price paid by the investors. However, recent federal case law has narrowed the applicability of certain United States securities laws to domestic transactions only, and it is not clear whether, or how, this would affect an Australian investor's ability to bring suit successfully in the US.

- *Actions by the SEC*

In addition, certain provisions in the United States securities laws prohibiting fraud or material misstatements or omissions in the Fund’s offering documents can give rise to various actions undertaken by the SEC. In civil suits, the SEC can seek, among other things, monetary penalties and/or the disgorgement of illegal profits. The SEC can also bring a variety of administrative proceedings and order the payment of civil penalties as well as disgorgement. Although the SEC cannot bring criminal charges, it can refer cases for criminal prosecution to the United States Department of Justice, and the SEC works with other federal criminal law enforcement agencies to enforce federal securities laws.

Nature and consequences of differences between US and Australian regulatory requirements

The nature and consequences of some of the significant differences between US regulatory requirements and the Australian regulatory requirements are set out in the following table.

| | US regulatory requirements | Australian regulatory requirements | Consequences of difference for CDI investors |
|---|--|---|--|
| Voting/ Meetings | Beneficial Owners ¹ of Interests in the Fund have only limited voting rights under the Trust Agreement with respect to termination of the Fund and amendments to the Trust Agreement. Beneficial Owners do not have statutory voting rights. | Members of an Australian registered managed investment scheme (“MIS”) have statutory rights in relation to requisitioning meetings of members (or calling meetings directly), and voting at meetings, including to remove or replace the responsible entity, amend the constitution or wind up the MIS. | CDI investors will have a narrower range of voting rights than members of an Australian registered MIS. |
| Dispute resolution | There is no statutory requirement for an independent dispute resolution ombudsman. | The responsible entity must have in place a complaints handling procedure which complies with Australian standards, including membership of an independent dispute resolution scheme. | Nil. SSGA,ASL has a dispute resolution system that complies with the Australian requirements. SSGA,ASL has undertaken to make available its dispute resolution system to CDI investors (see section 11.4). |
| Legal proceedings if Trustee breaches relevant law | If the Trustee breaches US law, a Beneficial Owner could (to the extent they have standing) bring an action against the Trustee in US courts. | If the responsible entity of an Australian registered MIS breaches certain provisions of the Corporations Act or the scheme constitution, a member that suffers loss as a result could bring an action against the responsible entity in Australian courts. | A CDI holder would likely have to bring any action against the Trustee for breach of US laws in a US court. This could increase the cost and complexity of any action against the Trustee. However, as noted above, SSGA,ASL’s Australian dispute resolution system will be available to CDI investors. |

¹ A reference in the table to “Beneficial Owners” should be read as including a reference to any indirect participant (including, in the case of CDI holders, the Depository Nominee).

| | US regulatory requirements | Australian regulatory requirements | Consequences of difference for CDI investors |
|---|---|---|--|
| Compliance | There is no statutorily prescribed compliance framework binding the Trustee in respect of the Fund. | The responsible entity of an Australian registered MIS must comply with a statutory compliance regime that requires (in some circumstances) an independent compliance committee as well as an annual audit of the compliance plan. | The Fund's compliance program might differ from the compliance program for an Australian registered MIS, which may result in increased risk of non-compliance. |
| Duties | Trustees of unit investment trusts and the directors of such trustees do not have statutorily codified duties or performance standards. | The responsible entity of an Australian registered MIS, its directors, officers and employees and members of the compliance committee (if applicable) are required to observe statutory duties imposed by the Corporations Act. | The absence of statutorily codified duties in the US might result in an Australian investor having less scope to bring an action against the Trustee and its directors, officers and employees, than they would have against a responsible entity of an Australian registered MIS. |
| Right to charge fees | As the trustee of a unit investment trust, a trustee is entitled under the US Investment Company Act, and under the trust agreement, to receive fees for its services and reimbursement for expenses. | The responsible entity of an Australian registered MIS is only able to receive fees, or to be reimbursed for liabilities or expenses, in relation to the proper performance of its duties. To increase fees, 30 days' notice is generally promised. In addition, approval of a resolution of members is required to increase fees beyond the maximum stated in the MIS constitution. | The Trustee may be less restricted in its ability to charge and recover fees and expenses from the Fund than a responsible entity of an Australian registered MIS. |
| Voidable transactions | Beneficial Owners do not have statutory rights to void transactions as a consequence of a breach of law by the Trustee. | If a responsible entity fails to register an Australian registered MIS that requires registration, or fails to hold an appropriate Australian financial services licence, an investor might have the right to rescind or void certain transactions. | The range of remedies against the Trustee that are available to CDI investors may be narrower than they would be against the responsible entity of an Australian registered MIS. |
| Rights of investors to seek compensation | Beneficial owners may be entitled to monetary damages for violations of US federal or New York state securities law under certain circumstances; however, recent federal case law narrowing the applicability of certain US securities laws to domestic transactions only, may limit or prevent Australian investors from pursuing such recourse. Additionally, an action for breach of state securities laws would likely be brought in a New York court, increasing the complexity and cost of any such action. | A member of an Australian registered MIS has a statutory right to recover loss or damage because of conduct of the responsible entity that contravenes certain provisions under the Corporations Act. It is not necessary for the responsible entity to be convicted of an offence for compensation to be payable. | The remedies available to CDI investors under US and New York state securities laws are fewer than those provided under Australian law to registered managed investment scheme investors, are more difficult to pursue and, in certain cases, may not be available. |

3 Investment Objective

3.1 Investment Mandate

The investment objective of the Fund is to seek to provide investment results that (before expenses) correspond generally to the price and yield performance of the Index (“**Investment Mandate**”). See section 7 for information about the Fund’s expenses.

There is no assurance that the Fund will meet this objective. Neither the return of capital nor the performance of the Fund is guaranteed. In this context performance refers to the potential appreciation/depreciation in the price of Interests as well as distributions which may be paid by the Fund.

3.2 Investment Strategy

The Fund seeks to achieve its investment objective by holding the Portfolio, with the weight of each stock in the Portfolio substantially corresponding to the weight of such stock in the Index. In this PDS, the term “**Portfolio Securities**” refers to the common stocks that are actually held by the Fund and make up the Fund’s Portfolio, while the term “**Index Securities**” refers to the common stocks that are included in the Index, as determined by the index provider, S&P. At any time, the Portfolio will consist of as many of the Index Securities as is practicable.

The Fund is not actively managed and only holds Index Securities, regardless of the current or projected performance of a specific security or a particular industry or market sector. Therefore the Fund is not authorised to invest in the securities of registered investment companies or any other registered or unregistered funds, lend its portfolio securities or other assets, issue senior securities or borrow money for the purpose of investing in securities, purchase securities on margin, sell securities short or invest in derivatives instruments, including without limitation futures contracts, options or swaps.

The most recent audited report for the Fund which is included in the US Prospectus (in the section titled “Report of Independent Registered Public Accounting Firm”), includes a schedule of the Fund’s investments at the relevant date, including breakdowns by industry.

3.3 Portfolio Adjustments

To maintain the correspondence between the composition and weightings of Portfolio Securities and Index Securities, the Trustee adjusts the Portfolio from time to time to conform to periodic changes made by S&P to the identity and/or relative weightings of Index Securities in the Index. The Trustee aggregates certain of these adjustments and makes conforming changes to the Portfolio at least monthly, or more frequently in the case of significant changes to the Index. The Trustee is required to adjust the composition of the Portfolio whenever there is a change in the identity of any Index Security (i.e., a substitution of one security for another) within three (3) Business Days before or after the day on which the change is scheduled to take effect.

The Fund may pay transaction costs, such as brokerage commissions, when it buys and sells securities (or “turns over” its Portfolio). Such transaction costs may be higher if there are significant rebalancings of Index Securities in the Index, which may also result in higher taxes. These costs,

which are not reflected in estimated Fund management costs, affect the Fund's performance. The Trustee may execute transactions for the Fund through affiliated brokers.

The US Prospectus sets out the Fund's portfolio turnover rate for its most recent Fiscal Year in the section headed "The Trust's Investments and Portfolio Turnover" (expressed as a percentage of the average value of its portfolio). The Fund's portfolio turnover rate does not include securities received or delivered from processing creations or redemptions of Interests. Portfolio turnover will be a function of changes to the Index as well as requirements of the Trust Agreement.

Although the Fund may fail to own certain Index Securities at any particular time, the Fund generally will be substantially invested in Index Securities, which should result in a close correspondence between the performance of the Index and the performance of the Fund. The Fund does not hold or trade futures or swaps and is not a commodity pool.

If the transaction costs incurred by the Fund in adjusting the Portfolio would exceed the expected variation between the composition of the Portfolio and the Index ("**Misweighting**"), it may not be efficient for the Portfolio to identically replicate the securities composition of the Index. Minor Misweightings generally are permitted within certain guidelines as set out under the heading "Portfolio Adjustments" in the US Prospectus.

The Fund is not managed on a discretionary basis and therefore the adverse financial condition of an issuer does not require the sale of stocks from the Portfolio. Rather, the Trustee adjusts the composition of the Portfolio on a non-discretionary basis to conform to changes in the composition and/or weighting structure of Index Securities in the Index. To the extent that the method of determining the Index is changed by S&P in a manner that would affect the adjustments, the Trustee and the Sponsor have the right to amend the Trust Agreement, without the consent of DTC or Interest holders to conform the adjustments to such changes and maintain the objective of tracking the Index.

The guidelines with respect to a Misweighting outlined in the US Prospectus also apply to any Index Security that (a) is likely to be unavailable for delivery or available in insufficient quantity for delivery or (b) cannot be delivered to the Trustee due to restrictions prohibiting the transaction involving such Index Security.

Portfolio adjustments might not be made if such adjustments would cause the Fund to lose its status as a "regulated investment company" ("**RIC**") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "**Code**"). The Trustee is also required to adjust the composition of the Portfolio at any time to ensure the continued qualification of the Fund as a RIC.

3.4 Varying the Investment Objective and Strategy

The ASX has granted a waiver from ASX Operating Rule Schedule 10A.4.1 such that the investment strategies or policies of the Fund can be amended without the approval of 75% of votes cast on a proposed resolution by CDI holders. Any change to the investment strategies or policies of the Fund will be determined in accordance with the US Prospectus and the Trust Agreement.

3.5 Information about Value and Performance

The NAV per Interest in the Fund (updated each US trading day, and converted to Australian dollars), and the characteristics of the Index, is published on www.spdrs.com.au.

The following is also available in respect of the Fund on the website at www.spdrs.com.au:

- information about distributions as soon as practicable after they are declared or paid;
- information describing the Fund's performance;
- a copy of this PDS (and any updates to this document); and
- copies of annual and semi-annual reports for the Fund.

Information relating to past performance is not a reliable indicator of future performance. The performance of the Fund is not guaranteed and can be volatile, particularly in the short term.

A copy of the US Prospectus for the Fund (and any documents which may amend or update the US Prospectus) is available at <https://www.spdrs.com/product/fund.seam?ticker=SPY>. A copy of the Trust Agreement for the Fund (and any documents which may amend or update the Trust Agreement) is available at www.spdrs.com.au.

On the company announcements section at www.asx.com.au you can access copies of announcements made to ASX in respect of the Fund or the CDIs via the ASX Market Announcements Platform (including continuous disclosure notices and distribution information).

We will send you an annual tax statement and annual distribution statements (if applicable) for the Fund each year.

Ethical and Environmental Considerations

The Fund's investment selections are based on the Index and therefore decisions about the selection, retention or realisation of investments by the Fund are primarily based on economic factors, and the Trustee does not take into account labour standards, or environmental, social or ethical considerations when making those decisions.

4 About the State Street Group

4.1 State Street Group

The Trustee and SSGA,ASL are each members of the State Street Group. State Street Corporation (“SSC”), the ultimate parent of the State Street Group of companies, conducts its business primarily through the Trustee, which traces its heritage to 1792. The State Street Group of companies provides investment research and management, information processing, fund accounting and administration and capital market and other investment services to business and financial institutions worldwide.

None of the Trustee, SSGA,ASL, SSC or any other State Street Group entity guarantees the performance of the Fund or the Trustee’s obligations in respect of the Fund or the Trustee’s or SSGA,ASL’s obligations in respect of the CDIs.

4.2 The Trustee

Currently, the trustee of the Fund is State Street Global Advisors Trust Company (SSGATC), a limited purpose trust company organised under the laws of the Commonwealth of Massachusetts, United States of America, with its principal place of business at One Lincoln Street, Boston, Massachusetts 02111. However, from the date that the Fund was established until the date of this PDS, the trustee of the Fund was State Street Bank and Trust Company (SSBT). On 12 April 2017, the Trust Agreement was amended with the effect that as of 16 June 2017 (US time) SSBT resigned as trustee of the Fund and SSGATC was appointed as trustee under the Trust Agreement.

SSGATC is a direct wholly-owned subsidiary of SSBT and as such is regulated by the Federal Reserve System and is subject to applicable US federal and state banking and trust laws and to supervision by the US Federal Reserve as well as by the Massachusetts Commissioner of Banks and the regulatory authorities of these states and countries in which an office of the Trustee is located. It is also registered in Australia as a foreign company.

The Trustee may resign and be discharged of the Fund by not less than 60 days’ notice to the Sponsor and to all DTC Participants reflected on the records of DTC as owning Interests. Such resignation becomes effective upon the acceptance of the appointment as trustee for the Fund by the successor trustee (appointed by the Sponsor). If no successor is appointed within 60 days after the date such notice of resignation is given, the Trustee shall terminate the Trust Agreement and liquidate the Fund.

4.3 The AQUA Product Issuer

The AQUA Product Issuer, SSGA,ASL, is a wholly owned subsidiary of SSGA,AL, the Australian affiliate of the State Street Global Advisors group.

SSGA,ASL is the AQUA product issuer for the CDIs. SSGA,ASL’s role includes:

- being the CDI AQUA product issuer for the purposes of the ASX Operating Rules. This involves SSGA,ASL being responsible for compliance with applicable ASX rules and procedures;

- contracting with relevant parties to ensure that the CDIs are properly created for the Australian market;
- contracting with an appropriate share registry to ensure that the relevant investor details are maintained in regard to the CDIs that are quoted on the AQUA market of the ASX; and
- helping to maintain an efficient trading market by appointing at least one market maker, whilst required to do so by the AQUA Rules (see section 2.7 above).

The Trustee is party to an alliance deed with SSGA,ASL (the “**Alliance Deed**”), under which (in summary):

- the parties allocate responsibility for each aspect relating to the Offer and operation of CDIs in Australia;
- the Trustee delegates to SSGA,ASL the performance of certain obligations to which it is subject (including ongoing disclosure obligations and periodic statement obligations);
- SSGA,ASL undertakes to promptly notify the Trustee of all information of which SSGA,ASL is aware which, if known to the Trustee, would be required to be disclosed by the Trustee under the Corporations Act; and
- each party indemnifies the other for liabilities incurred as a result of the non-performance or improper performance of its duties.

4.4 Organisation of the Fund

The Fund is a unit investment trust that issues units. The Fund is organised under New York law and is governed by an amended and restated trust agreement between the Trustee and the Sponsor, dated as of January 1, 2004 and effective as of January 27, 2004, as amended (the “**Trust Agreement**”). The Fund is an investment company registered under the US Investment Company Act. The units represent an undivided ownership interest in Portfolio Securities of the Fund.

The Fund has a specified lifetime term. The Fund is scheduled to terminate on the first to occur of (a) January 22, 2118 or (b) the date 20 years after the death of the last survivor of eleven persons named in the Trust Agreement, the oldest of whom was born in 1990 and the youngest of whom was born in 1993. Upon termination, the Fund may be liquidated and pro rata interests of the assets of the Fund, net of certain fees and expenses, distributed to holders of Interests. The circumstances in which the Fund can terminate prior to this time are summarised in section 10.2.

4.5 Service Providers to the Fund

Service providers to the Fund

Depository Trust Company (“DTC”): Interests are represented by one or more global securities registered in the name of Cede & Co., as nominee for DTC and deposited with, or on behalf of, DTC.

DTC is a limited purpose trust company, created in the US to hold securities owned on record by the DTC Participants and to facilitate the clearance and settlement of securities transactions among the DTC Participants in such securities through electronic book entry changes in accounts of the DTC Participants, thereby eliminating the need for physical movement of certificates. DTC Participants

include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations.

Sponsor: the Sponsor is a company independent of the State Street Group of companies.

The Sponsor is responsible for the promotion of the Fund and, in this capacity, it is a party to the Trust Agreement and is the issuer of the US Prospectus. The Sponsor is a Delaware limited liability company incorporated on April 6, 1998. The Sponsor's sole business activity is to act as the sponsor of the Fund and two other ETFs. The Sponsor has entered into an agreement with SSGA FD, an affiliate of the Trustee, pursuant to which SSGA FD has agreed to market and promote the Fund.

S&P: S&P has granted a licence to SSGA FD to use the Index and to use certain trade names and trademarks of S&P in connection with the Fund pursuant to a license agreement between SSGAFD and S&P ("**License Agreement**"). The Index also serves as a basis for determining the composition of the Portfolio of the Fund. The Trustee (on behalf of the Fund), the Sponsor and the US Exchange have each received a sublicense from SSGAFD for the use of the Index and certain trade names and trademarks in connection with their rights and duties with respect to the Fund. The License Agreement may be amended without the consent of any of the holders of Interests. Currently, the License Agreement is scheduled to terminate on December 31, 2017, but its term may be extended without the consent of any of the holders of Interests.

Distributor: ALPS, the distributor of the Fund, acts as underwriter of Interests on an agency basis and is responsible for delivering a copy of the US Prospectus to persons creating Interests. The Distributor's role also includes the provision of certain administrative services to the Fund.

The summary of Material Contracts in section 10 describes some of the arrangements with service providers appointed in connection with the Offer of CDIs in Australia.

5 Risks

General Risks of Investing

All investing involves risk. Generally, higher risk or volatility is incurred where there are higher expected returns. In an investment context, risk can be thought of as the likelihood that an individual's investment needs will not be met.

As with most investing, it is not guaranteed that you will earn a positive return from investing in the Fund through CDIs. You may receive back less than you invested and there is no guarantee that you will receive any income. The value of your investment in the Fund can go up or down with the value of the assets of the Fund, and the value of any listed security is affected by market forces. The investment risks may result in loss of income, principal invested and possible delays in payment.

While there are many factors that may impact the performance of any investment, the summary below sets out some of the major risks that an investor should be aware of when investing in the Fund through CDIs.

Passive Strategy / Index Risk: The Fund is not actively managed. Rather the Fund attempts to track the performance of an unmanaged index of securities. This differs from an actively managed fund, which typically seeks to outperform a benchmark index. As a result, the Fund will hold constituent securities of the Index regardless of the current or projected performance of a specific security or a particular industry or market sector. The Fund therefore does not actively manage investment risk. Maintaining investments in securities regardless of market conditions or the performance of individual securities could cause the Fund's return to be lower than if the Fund employed an active strategy.

Index Tracking Risk: While the Fund is intended to track the performance of the Index as closely as possible (i.e., to achieve a high degree of correlation with the Index), the Fund's return may not match or achieve a high degree of correlation with the return of the Index due to expenses and transaction costs incurred in adjusting the Portfolio. In addition, it is possible that the Fund may not always fully replicate the performance of the Index due to the unavailability of certain Index Securities in the secondary market or due to other extraordinary circumstances (e.g., if trading in a security has been halted).

Equity Investing Risk: An investment in the Fund involves risks similar to those of investing in any fund of equity securities, such as market fluctuations caused by such factors as economic and political developments, changes in interest rates and perceived trends in securities prices.

Portfolio Risk: An investment in the Fund is subject to the risks of any investment in a broadly based portfolio of common securities. The financial condition of issuers of Portfolio Securities may become impaired or the general condition of the stock market may deteriorate, either of which may cause a decrease in the value of the Portfolio and thus in the value of CDIs. Since the Fund is not actively managed, the adverse financial condition of an issuer of a Portfolio Security will not result in its elimination from the Portfolio unless such issuer is removed from the Index. Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. These investor perceptions are based on various and unpredictable factors including expectations regarding government, economic,

State Street: General

monetary and fiscal policies, inflation and interest rates, economic expansion or contraction, and global or regional political, economic and banking crises or circumstances specifically applicable to the relevant assets. The identity and weighting of Index Securities and the Portfolio Securities change from time to time.

Common Stock Risk: Holders of common stocks of any given issuer incur more risk than holders of preferred stocks and debt obligations of the issuer because the rights of common stockholders, as owners of the issuer, generally are subordinate to the rights of creditors of, or holders of debt obligations or preferred stocks issued by, such issuer. Further, unlike debt securities that typically have a stated principal amount payable at maturity, or preferred stocks that typically have a liquidation preference and may have stated optional or mandatory redemption provisions, common stocks have neither a fixed principal amount nor a maturity. Common stock values are subject to market fluctuations as long as the common stock remains outstanding. The value of the Portfolio will fluctuate over the entire life of the Fund.

Liquidity Risk for Portfolio Securities: A liquid trading market for certain Portfolio Securities may not exist. Although all of the Portfolio Securities are listed on a national securities exchange, the existence of a liquid trading market for certain Portfolio Securities may depend on whether dealers will make a market in such stocks. There can be no assurance that a market will be made or maintained for any Portfolio Securities, or that any such market will be or remain liquid. The price at which Portfolio Securities may be sold and the value of the Portfolio will be adversely affected if trading markets for Portfolio Securities are limited or absent.

Asset Category Risk: The Portfolio Securities may underperform the returns of other securities or indexes that track other industries, groups of industries, markets, asset classes or sectors. Various types of securities or indexes tend to experience cycles of outperformance and underperformance in comparison to the general securities markets.

Large Capitalisation Risk: The Portfolio Securities will generally consist of equity securities of large-capitalisation US issuers. Returns on investments in stocks of large US companies could trail the returns on investments in stocks of smaller and midsized companies.

Trading Risk relating to Interests listed on the US Exchange: Interests are principally listed for trading on the US Exchange. Trading in Interests on the US Exchange may be halted due to market conditions or for reasons that, in the view of the US Exchange, make trading in Interests inadvisable. In addition, trading in Interests on the US Exchange is subject to trading halts caused by extraordinary market volatility pursuant to US Exchange “circuit breaker” rules. There can be no assurance that the requirements of the US Exchange necessary to maintain the listing of the Fund will continue to be met or will remain unchanged or that the Interests will trade with any volume, or at all, on any stock exchange.

A trading halt for Interests could also affect the trading of CDIs and could increase the discount or premium to NAV per Interest at which CDIs trade.

Fluctuation of NAV; Interest Premiums and Discounts: The NAV of the Interests will generally fluctuate with changes in the market value of the Fund’s securities holdings. The market prices of Interests will generally fluctuate in accordance with changes in the Fund’s NAV and supply and

demand of Interests on the US Exchange or any other exchange on which Interests are traded. It cannot be predicted whether Interests will trade below, at or above their NAV. Price differences may be due, in large part, to the fact that supply and demand forces at work in the secondary trading market for Interests will be closely related to, but not identical to, the same forces influencing the prices of the securities of the Index trading individually or in the aggregate at any point in time. The market prices of Interests may deviate significantly from the NAV of the Interests during periods of market volatility. While the creation/redemption feature for Interests in the Fund (outlined in detail in the US Prospectus) is designed to make it likely that Interests normally will trade close to the Fund's NAV, disruptions to creations and redemptions and/or market volatility may result in trading prices that differ significantly from the Fund's NAV. If an investor in the Fund purchases Interests at a time when the market price is at a premium to the NAV of the Interests or sells at a time when the market price is at a discount to the NAV of the Interests, then the investor may sustain losses that are in addition to any losses caused by a decrease in NAV.

Tax Risks of an investment in the Fund: An investment in the Fund may have adverse tax consequences and can also be subject to tax risk on the basis that tax laws and relevant administrative practices are subject to change, possibly with retroactive effect.

The Australian Taxation Office has issued Product Ruling PR 2014/17 in relation to the tax treatment of certain aspects of investing in Fund Interests through CDIs.

Investors in the Fund should consider the Australian tax consequences together with the US federal, state, local and other tax consequences of the ownership and disposition of CDIs. A discussion of the Australian and US tax consequences appears in section 6 of this PDS. For a further discussion of certain US federal income tax consequences of the ownership and disposition of Interests, see the section headed "Federal Income Taxes" in the US Prospectus.

Clearing and settlement of Creation Units risk: Clearing and settlement of Creation Units may be delayed or fail. Even if an order is processed through the continuous net settlement clearing process of National Securities Clearing Corporation ("NSCC"), a clearing agency registered with the SEC, Portfolio Securities or Interests, as applicable, may not be delivered on settlement date, due to liquidity or other constraints in the clearing process. Orders expected to settle outside of the continuous net settlement clearing process of the NSCC, are not covered by NSCC's guarantee of completion of delivery. This is relevant only to Authorised Participants seeking to arrange for the creation or redemption of Interests through a US Authorised Participant.

Distributions are contingent on dividends and/or distributions paid on Portfolio Securities held by the Fund: There can be no assurance that the issuers of Portfolio Securities will pay dividends or make other distributions. Distributions generally depend upon the declaration of dividends by the issuers of Portfolio Securities and the declaration of such dividends generally depends upon various factors, including the current financial condition and distribution policies of the issuers and general economic conditions.

Distributions may also be impacted by gains or losses from the sale of securities.

Country Risk: Country risk is the risk that the assets of the Fund may fluctuate in value due to political and/or financial events in the relevant country of domicile. The United States is a significant

country in which the Fund invests. Certain changes in the US economy, such as when the US economy weakens or when its financial markets decline, may have an adverse effect on the securities to which the Fund has exposure.

Failure to meet Investment Objective: There is no assurance that the Fund will meet its investment objective and neither the return of capital nor the performance of the Fund is guaranteed.

The CDIs may be removed from quotation by the ASX or terminated: ASX imposes certain requirements for the continued quotation of securities, such as the CDIs, under the AQUA Rules. Investors cannot be assured that the Fund will continue to meet the requirements necessary to maintain quotation of the CDIs on ASX. In addition, ASX may change the quotation requirements. Information about the AQUA Rules is set out in sections 2.6 and 11.2 of this PDS.

Trading in CDIs on ASX may be suspended: In certain circumstances, the ASX may suspend the trading of CDIs. Investors are not able to purchase or sell CDIs on ASX during any period that ASX suspends trading of such CDIs. The ability for Authorised Participants to apply for or redeem CDIs is also likely to be suspended in the event that the trading of CDIs is suspended.

Trading market in the CDIs: Although CDIs are quoted on the ASX, there can be no assurance that there will be a liquid trading market for the CDIs at any one time. A market maker has, however, been appointed by the AQUA Product Issuer in relation to the Fund to provide reasonable bids within a defined spread and for minimum volumes to facilitate liquidity of trading in the CDIs, but there is no guarantee that the market maker will be able to maintain such liquidity. The market maker's terms of appointment may limit or exclude its liability or recourse to it by investors. Investors should be aware that the market maker will retain for its own account any trading profits and bear any losses which may be generated by its market making activities.

Trading times for CDIs: CDIs are only able to be traded during ASX trading hours. Market factors could impact the value of Interests (and, by extension, the value of CDIs) while the ASX is closed for trading. In these circumstances you will be unable to trade your CDIs in response to these factors until the ASX re-opens. This could result in you incurring substantial losses.

CDIs may trade at a discount or premium to net asset value of Interests: The NAV per Interest may differ from the trading price of the CDIs on the ASX.

It cannot be predicted whether CDIs will trade below, at, or above the NAV per Interest.

The trading price is dependent on a number of factors, including the level of demand and supply for the CDIs, investor confidence and how closely the value of assets of the Fund tracks the performance of the Index. If the ability to apply for or redeem CDIs is closed on a particular day, the trading price might diverge further from the NAV per Interest.

Foreign Exchange (or Currency) Risk: Foreign exchange risk is the risk that the Australian dollar value of Fund Assets denominated in foreign currencies will increase or decrease as a result of exchange rate fluctuations.

The Fund's assets are denominated in US dollars. If the US dollar depreciates relative to the Australian dollar, then the value of the Fund's investments (in Australian dollar terms, and assuming no other changes) will decrease (and vice versa).

The Fund will not undertake any currency hedging activities to mitigate these risks.

Fluctuations in the exchange rate between when distributions are paid on the Interests in the Fund and when these distributions are converted into Australian dollars for payment to holders of CDIs can also result in foreign currency gains and losses arising for holders of CDIs.

CDI Risk. The Fund Interests corresponding to CDIs are held for the CDI holders through multiple layers of custodians. If any custodian defaults on its obligations or undergoes an insolvency event, a CDI holder could incur losses, or suffer delays in accessing their investment.

Costs of Buying or Selling CDIs. Investors buying or selling CDIs in the secondary market will pay brokerage commissions or other charges imposed by brokers as determined by that broker. Brokerage commissions are often a fixed amount and may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of CDIs. In addition, secondary market investors will also incur the cost of the difference between the price that an investor is willing to pay for CDIs (the "bid" price) and the price at which an investor is willing to sell CDIs (the "ask" price). This difference in bid and ask prices is often referred to as the "spread" or "bid/ask spread." The bid/ask spread varies over time for CDIs based on trading volume and market liquidity, and is generally lower if CDIs have more trading volume and market liquidity and higher if CDIs have little trading volume and market liquidity. Further, increased market volatility may cause increased bid/ask spreads. Due to the costs of buying or selling CDIs, including bid/ask spreads, frequent trading of CDIs may significantly reduce investment results and an investment in CDIs may not be advisable for investors who anticipate regularly making small investments.

Regulatory risks. There is a risk that regulatory changes could adversely affect the Fund or the offering of CDIs in Australia. For example, as is the case for any instrument of relief granted by ASIC, ASIC may revoke at any time either the Instrument or ASIC Instrument 17-0488 which provides relief to each of the Trustee and SSGA,ASL from certain ongoing disclosure requirements (see sections 9.2 and 9.3). If ASIC revokes the Instrument the Trustee could be prevented from continuing to offer the CDIs in Australia.

The Fund is not registered in Australia as a managed investment scheme. The rights of CDI investors are therefore different to those of investors in an Australian registered managed investment scheme. See section 2.8 for a description of the nature and consequences of some of the significant differences between US regulatory requirements and the Australian regulatory requirements.

6 Taxation

6.1 General Taxation information

The summary in this section 6.1 (other than the US tax comments) has been prepared by King & Wood Mallesons for the purpose of inclusion in this PDS. The purpose of this summary is to explain, in general terms, the main Australian income tax implications to a potential investor who is considering investing in Fund Interests through CDIs.

It assumes that the investor is, and will continue to be, an Australian resident for tax purposes and that the investor is assessed on gains and losses that arise on the disposal of their CDIs for Australian tax purposes under the capital gains tax (“CGT”) rules.

This summary is not being provided as the basis on which a potential investor should make an investment decision. That decision requires a review of all the materials in this PDS.

This summary is necessarily of a general nature, and does not take into account the specific circumstances of each investor. Accordingly, a potential investor should not rely on this summary, but should seek their own taxation advice that takes into account their particular circumstances before making any investment or other decision in relation to investing in Fund Interests through CDIs.

This summary is based on current Australian taxation law as at the date of this PDS. However, taxation issues are complex and taxation laws, their interpretation by the Courts and the associated administrative practices of the Australian Taxation Office (“ATO”) may change over the term of an investment in Fund Interests through CDIs.

Product ruling

The ATO has issued Product Ruling PR 2014/17 in relation to the tax treatment of certain aspects of investing in Fund Interests through CDIs, and an Addendum dated 14 June 2017 to update the Product Ruling to reflect the appointment of the new Trustee of the Fund from 16 June 2017.

This summary is consistent with the issues covered by the Product Ruling and assumes that any conditions and assumptions set out in the Product Ruling are met.

Investors should note that by issuing the Product Ruling the ATO does not sanction or guarantee the investment in Fund Interests through CDIs. Investors should also seek independent professional tax advice on the application of the Product Ruling to their circumstances before relying on that ruling.

This summary assumes that, for tax purposes, investors can (consistent with current practice) be treated as if they hold the underlying Fund Interests directly, even though those underlying Fund Interests are actually held by the Depositary Nominee on the investor’s behalf as a CDI holder.

The Trustee has received confirmation from the ATO that the administrative treatment of not seeking to disturb the abovementioned current practice extends to the CDI nominee arrangements in these circumstances.

You can download a copy of Product Ruling PR 2014/17 at www.spdrs.com.au.

Distributions from the Fund

Dividend distributions

Distributions from the Fund (other than distributions which are treated as a return of capital) will be treated as dividends and will be assessable to an investor as a CDI holder as foreign sourced income in the Income Year in which the distribution has been received.

An Australian tax resident investor should include in their assessable income the amount of the dividend distributions received during the Income Year before US withholding tax is deducted (i.e. the distribution amount should be grossed-up, by the amount of any US withholding tax deducted, before being included in the investor's assessable income).

Investors should be entitled to claim a foreign income tax offset (foreign tax credit) against the Australian tax payable on their assessable foreign sourced dividend income for any foreign tax paid or which is deemed to have been paid by the investor (such as US withholding tax deducted) in relation to that income (subject to the foreign tax offset limit, as applicable).

The United States generally imposes withholding tax at a 30% rate on dividends paid by US corporations, such as the Fund, to non-US persons, but eligible investors may be entitled to a rate of 15% under the Australia/US income tax treaty. Australian tax resident investors will generally be required to complete US tax forms (such as an IRS Form W-8BEN or W-8BEN-E) in order to qualify for the reduced rate under the treaty. The Fund distributes its portfolio income and short-term capital gains as a dividend subject to the applicable rate of US withholding tax. Unlike those distributions, distributions of net capital gain (that is, the excess of net long-term capital gains over net short-term capital losses) will generally not be subject to US withholding tax. See the description of the application of US income taxes to Non-US investors in the Appendix to this PDS.

Capital distributions

Distributions from the Fund could include amounts that constitute a return of capital. Those amounts should not be assessable to the investor but the CGT rules may require the cost base which is held by investors in their Fund Interests through CDIs to be reduced where the investor receives such a distribution. For example, if the investor receives a tax free return of capital or basis, that return would likely result in a reduction in the cost base or reduced cost base of the investor's CDIs. Where such tax deferred amounts received by the investor exceeds the cost base of their CDIs, the excess is treated as a capital gain.

The Trustee will notify investors if any distribution from the Fund includes a return of capital.

Foreign exchange gains and losses

Distributions paid by the Fund which are to be received by Australian tax resident investors will be paid by the Fund in US dollars, but then converted into Australian dollars prior to payment to Australian tax resident investors.

The distribution payment advice will show the gross distribution amount, tax withheld and net distribution amount in US dollars, the exchange rate at the time the distribution was paid by the Fund in US dollars and the exchange rate used to convert the net distribution to Australian dollars.

Investors may use these exchange rates to convert the gross distribution and tax withheld to Australian dollars for tax return purposes, and to determine the amount of any foreign currency gains or losses that may arise for the Australian tax investor in respect of the distribution.

Foreign accruals rules

An investment in Fund Interests through CDIs could become subject to Australia's foreign accruals tax rules such as the Controlled Foreign Company ("**CFC**") rules in very limited circumstances.

Whether or not the relevant foreign accruals tax rules apply will depend on, amongst other things, the level of interest held by an Australian tax resident investor (and its associates) in the Fund, and any future legislative developments in respect of these rules.

There has been a number changes to Australia's foreign accruals tax rules to simplify those rules and narrow the circumstances of when they will apply.

The foreign accruals tax rules are unlikely to apply to an investor's investment in Fund Interests through CDIs on the basis that the Fund is a very large US listed entity and the requisite control tests should not be satisfied.

However, if an investor has reason to believe that Australia's foreign accruals tax rules could apply to them, they should seek independent professional tax advice.

Selling or transferring CDIs

The disposal of Fund Interests held through CDIs by selling or otherwise transferring the CDIs to another person (e.g. if the CDIs are sold on-market) is a taxable event for CGT purposes.

For investors who hold their CDIs on capital account for income tax purposes, a capital gain or capital loss may be made on the disposal of their CDIs. To the extent that the proceeds on disposal exceed the cost base of the CDIs, the investor will make a capital gain. However, if the proceeds on disposal are less than the investor's reduced cost base the investor will make a capital loss. If the investor has held the CDIs for at least 12 months (excluding the acquisition and disposal dates), then the investor may be entitled to the CGT discount (as applicable).

Investors who are individuals or which are trusts or complying superannuation funds that make a capital gain in relation to the disposal of their CDIs may be eligible for the CGT discount. The CGT discount is not available to an investor that is a company.

If the CGT discount concession applies, the investor must offset available capital losses against the capital gains then multiply the result by the relevant discount percentage to calculate the amount of their capital gain. The discount percentage is 50% for individuals and trusts and 33½% for complying superannuation funds.

Investors should obtain independent professional tax advice about the availability of the CGT discount.

For investors who do not hold their CDIs on capital account for income tax purposes (e.g. if the investor is in the business of dealing in securities such as CDIs), any gains realised on the disposal of CDIs should be assessable as ordinary income. Such investors may be able to deduct any losses made on the disposal of their CDIs.

As the taxation implications for each investor may be different, each prospective investor should obtain their own independent professional taxation advice on the full range of taxation implications applicable to investing in Fund Interests through CDIs with regard to their own individual facts and circumstances.

6.2 US Taxation information

SSGATC believes that the Fund qualified as a regulated investment company (“RIC”) under subchapter M of the Code in the US for its most recent taxable year, and it is anticipated that the Fund will continue to qualify as a RIC in the future. As a result of special US tax rules applicable to RICs, the Fund does not expect to pay any material US tax on its income or gains. However, distributions may be subject to US withholding tax as described above.

For a discussion of the material US federal income tax consequences of the ownership and disposition of Interests, see the Appendix to this PDS.

6.3 US inheritance taxation information

Generally, when a decedent was neither a US citizen nor domiciled in the US, the portion of the decedent’s estate (including property held in certain trusts over which the decedent possessed certain powers or interests) that is subject to US Federal estate tax is that portion treated as property with a US situs, with an available credit against the tax that shelters the first US\$60,000 of the taxable estate from tax. Because the Fund is a US corporation for US tax purposes, Fund Interests will be treated as US situs property for US Federal estate tax purposes, unless an applicable estate tax treaty provides otherwise. The amount of the available credit against estate tax, and therefore the value of the taxable estate that may be sheltered from tax, also may be increased by an applicable estate tax treaty, including by the Australia – US Estate Tax Treaty, if applicable.

All investors should seek professional tax advice in relation to the US estate tax rules based upon their particular circumstances.

You should carefully read the US Prospectus for further information concerning US tax consequences of investing in Interests. You can access the US Prospectus at <https://www.spdrs.com/product/fund.seam?ticker=SPY>.

7 Fees and Other Costs

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

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

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the Fund or your financial advisor.

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.moneysmart.gov.au) has a managed investment fee calculator to help check out different fee options.

7.2 Fees and costs

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 Fund Assets as a whole.

Information on tax appears in section 6 of this PDS.

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

| SPDR® S&P 500® ETF Trust | | |
|--|---|--|
| Type of Fee or Cost | Amount | How and when paid |
| Fees when your money moves in or out of the Fund | | |
| <i>Establishment fee</i> The fee to open your investment | Not applicable | Not applicable |
| <i>Contribution fee</i> The fee on each amount contributed to your investment | Not applicable ¹ | Not applicable |
| <i>Withdrawal fee</i> The fee on each amount you take out of your investment | Not applicable ¹ | Not applicable |
| <i>Exit fee</i> The fee to close your investment | Not applicable | Not applicable |
| Management Costs | | |
| The fees and costs for managing your investment ² . | 0.0945% per annum of the net asset value of Fund. | The Trustee fee is calculated daily and paid monthly. Reimbursable expenses are paid out of the assets of the Fund as incurred. |
| Service Fees | | |
| Switching fee The fee for changing investment options | Not applicable | Not applicable |

Notes:

¹ While there are no contribution fees or withdrawal fees in connection with CDIs, there are certain fees and costs associated with applying for or redeeming Interests in the Fund as described in the US Prospectus.

² For more information, please refer to the explanation of “Management Costs” in the “Additional Explanation of Fees and Costs” section below.

7.3 Example of annual fees and costs

This table gives an example of how the fees and costs for this product can affect your investment over a 1 year period. You should use this table to compare this product with other managed investment products.

| EXAMPLE : SPDR® S&P 500® ETF Trust | | BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING YEAR |
|------------------------------------|-----|---|
| Contribution fee | Nil | For every additional \$5,000 you put in you will not be charged a contribution fee. |

| | | |
|-----------------------|---|---|
| PLUS Management costs | 0.0945% p.a. (calculated as a % of Fund average NAV) | And for every \$50,000 you have in the Fund you will be charged \$47.25 each year. |
| EQUALS Cost of fund | | If you had an investment of \$50,000 in the Fund at the beginning of the year and you put in an additional \$5,000 during that year, the fees payable out of the Fund in respect of your investment would be: \$47.25*. What it costs you will depend on the fees you negotiate with your financial adviser or your service provider. |

*Additional fees may apply. Please refer to the explanation in section 7.4(b) of the expenses of the Fund.

The above example assumes that the relevant Management Costs were calculated on a balance of \$50,000. It does not take into account the additional \$5,000 investment made during the year.

7.4 Additional Explanation of Fees and Costs

Management Costs

(a) Trustee Fee

The Trustee is paid a fee at an annual rate of 0.06% to 0.10% of the net asset value of the Fund, depending on the net asset value of the Fund, plus or minus the Adjustment Amount (as defined below). The fee is computed on each US Business Day based on the net asset value of the Fund on such day, and the Trustee fee amount accrues daily and is paid monthly. The Trustee may waive all or a portion of such fee.

The Trustee's fee scale is as follows:

| Net asset value of the Fund | Fee as a percentage of net asset value of the Fund ³ |
|-------------------------------------|---|
| US\$0 - US\$499,999,999 | 0.10% per annum plus or minus the Adjustment Amount |
| US\$500,000,000 - US\$2,499,999,999 | 0.08% per annum plus or minus the Adjustment Amount |
| US\$2,500,000,000 and above | 0.06% per annum plus or minus the Adjustment Amount |

The Adjustment Amount is calculated at the end of each quarter and applied against the Trustee's fee for the following quarter. "Adjustment Amount" is an amount which is intended, depending upon the circumstances, either to:

- (a) reduce the Trustee's fee by the amount that the transaction fees received by the Trustee for creations and redemptions of Interests exceed the costs of those activities, and by the amount of excess earnings on cash held for the benefit of the Fund;⁴ or
- (b) increase the Trustee's fee by the amount that the transaction fees paid on creations or redemptions, falls short of the actual costs of these activities.

If in any quarter the Adjustment Amount exceeds the fee payable to the Trustee as set forth above, the Trustee uses such excess amount to reduce other Fund expenses, subject to certain US federal tax limitations. To the extent that the amount of such excess exceeds the Fund's expenses for such quarter, any remaining excess is retained by the Trustee as part of its compensation. As at the date of this PDS, the net Adjustment Amount is usually a credit to the Fund. The amount of the earnings credit will be equal to the then current Federal Funds Rate, as reported in nationally distributed publications, multiplied by each day's daily cash balance in the Fund's cash account, reduced by the amount of reserves for that account required by the Federal Reserve Board of Governors.

No representation is made as to the actual net asset value of the Fund on any future date, as it is subject to change at any time due to fluctuations in the market value of the Portfolio Securities, or to creations or redemptions of Interests made in the future.

Notes:

³The fee indicated applies to that portion of the net asset value of the Fund that falls in the size category indicated. As at the date of this PDS, the net asset value of the Fund is well above the US\$2.5 billion threshold at which the lowest fee% level applies. No representation is made as to the actual net asset value of the Fund on any future date, as it is subject to change at any time due to fluctuations in the market value of the Portfolio Securities, or to creations or redemptions of Interests made in the future.

⁴The excess earnings on cash amount is currently calculated, and applied, on a monthly basis.

(b) Expenses of the Fund

The following charges are or may be accrued and paid by the Fund and are included in the management costs estimate above:

- the Trustee's fee;
- fees payable to transfer agents for the provision of transfer agency services;

State Street: General

- fees of the Trustee for extraordinary services performed under the Trust Agreement;
- various governmental charges;
- any taxes, fees and charges payable by the Trustee with respect to Interests (whether in Creation Units or otherwise);
- expenses and costs of any action taken by the Trustee or the Sponsor to protect the Fund and the rights and interests of holders of Interests (whether in Creation Units or otherwise);
- indemnification of the Trustee or the Sponsor for any losses, liabilities or expenses incurred by it in the administration of the Fund;
- expenses incurred in contacting holders of Interests during the life of the Fund and upon termination of the Fund; and
- other out-of-pocket expenses of the Fund incurred pursuant to actions permitted or required under the Trust Agreement.

In addition, pursuant to the provisions of an exemptive order, the following expenses may be charged to the Fund by the Trustee in an amount equal to the actual costs incurred, but in no case shall such charges exceed 0.20% per annum of the daily net asset value of the Fund:

- reimbursement to the Sponsor of amounts paid by it to S&P in respect of annual licensing fees pursuant to the License Agreement;
- federal and state annual registration fees for the issue of Interests; and
- expenses of the Sponsor relating to the printing and distribution of marketing materials describing Interests and the Fund (including, but not limited to, associated legal, consulting, advertising, and marketing costs and other out-of-pocket expenses such as printing).

With respect to the marketing expenses described above, the Sponsor has entered into an agreement with SSGA FD, an affiliate of the Trustee, pursuant to which SSGAFD has agreed to market and promote the Fund. SSGA FD is reimbursed by the Sponsor, out of amounts that the Fund reimburses the Sponsor, for the expenses it incurs for providing such services. SSGA FD separately receives fees from the Trustee for providing on-line creation and redemption functionality to US Authorised Participants through its Fund Connect application.

If the income received by the Fund in the form of dividends and other distributions on Portfolio Securities is insufficient to cover Fund expenses, the Trustee may make advances to the Fund to cover such expenses. Otherwise, the Trustee may sell Portfolio Securities in an amount sufficient to pay such expenses. The Trustee may reimburse itself in the amount of any such advance, together with interest thereon at a percentage rate equal to the then current overnight federal funds rate, by deducting such amounts from:

- (a) dividend payments or other income of the Fund when such payments or other income is received;
- (b) the amounts earned or benefits derived by the Trustee on cash held by the Trustee for the benefit of the Fund; and
- (c) the sale of Portfolio Securities.

Notwithstanding the foregoing, if any advance remains outstanding for more than forty-five (45) Business Days, the Trustee may sell Portfolio Securities to reimburse itself for such advance and any accrued interest thereon. These advances will be secured by a lien on the assets of the Fund in favour of the Trustee. The expenses of the Fund are reflected in the NAV of the Fund.

(c) Additional information in the US Prospectus

The US Prospectus sets out more detail in respect of the fees charged to the Fund, including:

- an approximate breakdown of fees and expenses charged to the Fund (see the section headed “Fees and Expenses of the Trust” in the US Prospectus);
- fees that may be charged by the Sponsor (see the section headed “Expenses of the Trust” in the US Prospectus); and
- transaction fees charged to US Authorised Participants for creations or redemptions of Interests in the Fund (see the section headed “Purchases and Redemptions of Creation Units” in the US Prospectus).

(d) CDI costs

No additional fees or costs are charged in respect of CDIs.

Investors will incur customary brokerage fees and commissions when buying and selling CDIs on ASX. Investors should familiarise themselves with these fees prior to investing.

As part of the application process for the creation of CDIs, an Authorised Participant is obliged to transfer to the Depositary Nominee (through its sub-custodian) Interests in the Fund. The Authorised Participant will incur brokerage costs, or transaction costs, in dealing with those Interests.

SSGA,ASL will pay, out of its own funds, service fees to the Depositary Nominee and to the Registrar in respect of the services they provide for the CDIs. These amounts will not be an additional cost borne by investors. SSGA,ASL is not currently paid a fee for its role as AQUA Product Issuer and provider of services in connection with the Offer, however it may be reimbursed by the Trustee for certain of its expenses in relation to these roles. Any such reimbursement of SSGA,ASL by the Trustee, or any fee paid to SSGA,ASL with respect to its role as sponsor of the Offer or AQUA Product Issuer in the future, will be paid by the Trustee out of the trustee fee it receives in respect of the Fund (see section 7.4(a) above) and will not be an additional cost borne by investors.

8 Distributions and NAV determination

Periodic Distributions

Direct holders of Interests in the Fund receive on the last US Business Day of April, July, October and January an amount corresponding to a pro-rata share of the amount of any cash dividends declared on the Portfolio Securities during the applicable period, net of fees and expenses associated with operation of the Fund, and taxes, if applicable. Due to such fees and expenses, the dividend yield for Interests is ordinarily less than that of the Index. The regular quarterly ex-dividend date for Interests is the third Friday in each of March, June, September and December in the US, unless such day is not a US Business Day, in which case the ex-dividend date is the immediately preceding US Business Day (“**Ex-Dividend Date**”). The payment of dividends is made on the last US Business Day in the calendar month following each Ex-Dividend Date (“**Dividend Payment Date**”). Dividend payments are made through DTC and the DTC Participants to holders of Interests then on record with funds received from the Trustee. For the timing of distributions to CDI holders, see “CDI distribution process” on the following page.

Any capital gain income recognised by the Fund in any Fiscal Year that is not distributed during the year ordinarily is distributed at least annually in January of the following Fiscal Year (for the Fund). The Fund may make additional distributions shortly after the end of the year in order to satisfy certain distribution requirements imposed by the Code. Although all distributions are currently made quarterly, under certain limited circumstances the Trustee may vary the times at which distributions are made.

The amount of distributions may vary significantly from period to period.

The Trustee may declare special dividend payments to holders of Interests if the Trustee deems such action necessary or advisable to preserve the status of the Fund as a RIC or to avoid imposition of income or excise taxes on undistributed income or deems such action otherwise advantageous to the Fund. The Trustee is also permitted to vary the frequency with which periodic distributions are made (e.g., from quarterly to monthly) if it is determined by the Sponsor and the Trustee that such a variance would be advisable to facilitate compliance with the rules and regulations applicable to RICs or would otherwise be advantageous to the Fund.

The Fund follows the accounting practice known as “Equalisation” by which a portion of the proceeds from sales and costs of reacquiring the Fund’s Interests, equivalent on a per Interest basis to the amount of distributable net investment income on the date of the transaction, is credited or charged to undistributed net investment income. As a result, undistributed net investment income per Interest is unaffected by sales or reacquisitions of the Fund’s Interests.

Dividends payable to the Fund in respect of Portfolio Securities are credited by the Trustee to a non-interest bearing account as of the date on which the Fund receives such dividends. Other moneys received by the Trustee in respect of the Portfolio are credited by the Trustee to a non-interest bearing account. All funds collected or received are held by the Trustee without interest until distributed in accordance with the Trust Agreement. To the extent the amounts credited to the account generate interest income or an equivalent benefit to the Trustee, such interest, income or benefit is used to reduce the Trustee’s annual fee.

No Dividend Reinvestment Service

No dividend reinvestment service is provided by the Fund.

CDI distribution process

Distributions paid on Interests that correspond to CDIs will be converted from US dollars to Australian dollars and paid to CDI holders generally within 15 Business Days of the Dividend Payment Date. This can give rise to foreign currency gains and losses for holders of CDIs in some circumstances.

On the company announcements section at www.asx.com.au SSGA,ASL will announce details of all distributions to be paid to CDI holders including distribution ex-dates, record dates, the cents per Interest distribution in USD terms and payment dates. CDI holders recorded in the register as at the CDI record date will be entitled to receive the distribution.

SSGA,ASL will also make a separate announcement as to the AUD cents per CDI to be paid to holders once the exchange rate at which the USD dividend will be converted into AUD has been determined. This will generally be approximately 4 days after the Dividend Payment Date of the Fund.

Payment of distributions to CDI holders will generally be made by direct credit into a nominated Australian bank account. There is no distribution reinvestment plan in operation for the CDIs.

For each Fund dividend, creations and redemptions of CDIs will not be permitted during the period beginning on the Fund's Ex-Dividend Date, and ending on the corresponding CDI record date.

Determination of net asset value

The NAV per Interest of the Fund is computed each Business Day by subtracting all liabilities (including accrued expenses (which includes fees) and dividends payable) from the total value of the Portfolio and other assets and dividing the result by the total number of outstanding Interests. For the most recent NAV information, please go to www.spdrs.com. We will also publish (at www.spdrs.com.au) the NAV per Interest calculated in Australian dollars, calculated by reference to prevailing USD/AUD exchange rates.

The value of the Trust's portfolio securities is based on the market price of the securities, which generally means a valuation obtained from an exchange or other market (or based on a price quotation or other equivalent indication of value supplied by an exchange or other market) or a valuation obtained from an independent pricing service. If a security's market price is not readily available or does not otherwise accurately reflect the fair value of the security, the security will be valued by another method that the Trustee believes will better reflect fair value in accordance with the Trust's valuation policies and procedures. The Trustee has adopted procedures concerning securities valuation pursuant to which an Oversight Committee makes determinations as to whether market quotations are not readily available or do not otherwise accurately reflect the fair value of the security. The Oversight Committee, or a subgroup thereof, subject to oversight by the Trustee, may use fair value pricing in a variety of circumstances, including but not limited to, situations when trading in a security has been suspended or halted. Fair value pricing involves subjective judgments

and it is possible that the fair value determination for a security is materially different than the value that could be received on the sale of the security.

9 Regulatory Information

9.1 Australian regulatory position

The Fund is a managed investment scheme for the purposes of the Australian Corporations Act. The Trustee has been exempted from the requirement to register the Fund with ASIC under the Instruments (as described in section 9.2 below). The Instrument also gives the Trustee certain Australian financial services licensing exemptions.

SSGA,ASL is the AQUA Product Issuer for the CDIs and arranges the Offer of CDIs over Interests in the Fund. In this capacity, it is a joint issuer of this PDS (with the Trustee).

9.2 The Instrument: reflecting ASIC Class Order [CO 04/526]

ASIC has granted to the Trustee, under instrument 14-0954 (as amended by ASIC instrument 17-0489), relief from the requirement to register the Fund as a managed investment scheme and certain Australian financial services licensing relief. The relief under the Instruments is subject to compliance with conditions which largely reflect the conditions set out in ASIC Class Order [CO 04/526] as that instrument was in force as at 22 September 2014, except that:

- the obligation under paragraph 6(c) of the Class Order to notify wholesale clients before they become a member of the Fund or apply for an Interest in the Fund that the Fund and the Trustee are regulated by the laws of a foreign jurisdiction (the United States of America) which differ from Australian laws is varied under the Instruments, so that the Trustee must either notify in writing all wholesale clients in Australia of that fact before they apply for the issue of a CDI over an Interest in the Fund, or publish a notification to that effect through the ASX market announcements platform before any wholesale client in Australia becomes a CDI holder pursuant to a transfer of a CDI over an Interest in the Fund; and
- the Instrument imposes as an additional condition that the Trustee procure that SSGA,ASL provides for the benefit of CDI holders an undertaking relating to its complaints procedures, as described in section 11.4 below.

As with any instrument of relief granted by ASIC, ASIC may revoke the Instrument at any time. If ASIC revokes the Instrument, the Trustee could be prevented from continuing to offer the CDIs in Australia.

Notice

Under the terms of the Instrument, the Trustee is required to notify you that:

- the Fund and the Trustee are regulated by the laws of a foreign jurisdiction (the US), and those laws differ from Australian laws; and
- the rights and remedies available to Australian investors who acquire interests (CDIs) in the Fund may differ from those of Australian investors acquiring interests in Australian managed investment schemes.

The main rights and remedies available to Australian investors (CDI holders) under US regulatory requirements, and how those rights and remedies can be accessed, are described in section 2.8 above.

Special risks can be associated with cross-border investing, such as risks arising from foreign taxation requirements, foreign exchange rate movements or time differences. In particular:

- distributions on CDIs will be subject to US withholding tax and additional US taxes could also apply (see section 6 above).
- An investment in CDIs is exposed to currency risk. For example, if the US dollar depreciates relative to the Australian dollar, the value of an investment in CDIs will fall proportionately (all other things being equal).
- CDIs are only able to be traded during ASX trading hours. Market factors could impact the value of Interests (and, by extension, the value of CDIs) while the ASX is closed for trading. In these circumstances you will be unable to trade your CDIs in response to these factors until the ASX re-opens. This could result in you incurring substantial losses.

The nature and consequences of significant differences between US regulatory requirements and the Australian regulatory requirements are described in section 2.8 above.

You can view a copy of the Instrument by downloading it at www.spdrs.com.au, or by contacting us on 02 9240 7600.

Information about the Fund required to be made available under the ASIC relief

The Trustee (through SSGA,ASL) will make available on request, to CDI holders, any publicly available information about the Fund that has been produced by, or on behalf of, the Trustee and that relates to the Fund. The information will be provided at no greater charge (if any) than applies in the US.

The register of CDI holders is maintained in Australia at 680 George Street, Sydney NSW 2000. The register can be accessed by contacting Link on 1300 665 385.

The Trustee will comply with the other applicable conditions of ASIC Class Order [CO 04/526] as in force at 22 September 2014, including:

- promptly to give ASIC any annual financial statement of the Fund when the financial statement is published together with any associated audit and other reports;
- to comply with any notice received from ASIC requesting the provision of specified information relating to the provision of financial services in relation to the Fund or the operation of the Fund in Australia; and
- to take all reasonable steps to ensure that no more than 30% by value of all interests in the Fund are held by persons who the Trustee has reason to believe are in Australia.

Over the 12 months preceding the date of this PDS, the Trustee has made the following filings to the SEC which can be viewed on the website of the US Exchange in respect of the Fund:

- Annual and semi-annual reports for the Fund dated 25 May 2017
- Prospectus supplement dated 28 April 2017

- Prospectus supplement dated 13 April 2017
- Annual report for the Fund dated 9 February 2017
- Prospectus issued pursuant to Division 2 of Part XIII Of The Securities And Futures Act, Chapter 289 of Singapore dated 20 January 2017
- Prospectus dated 19 January 2017
- Post Effective Amendment No. 31 to Form S-6 for registration under The Securities Act Of 1933 Of Securities Of Unit Investment Trusts registered on Form N-8B-2 dated 19 January 2017
- Form 24F, Annual Notice of Securities sold pursuant to Rule 24F-2 dated 29 December 2016
- Annual and semi-annual reports for the Fund dated 28 November 2016.

As at the date of this PDS, you can access these documents directly by searching the US Exchange's website.

Each time the Trustee makes a filing to the US Exchange in respect of one of these matters SSGA,ASL will make a corresponding filing on the ASX. Prior to the admission to trading status of the CDIs, SSGA,ASL will lodge with the ASX copies of the US Prospectus, the Trust Agreement and the Fund's most recent audited report.

9.3 Ongoing disclosure relief

ASIC Instrument 14-0955 (as amended by ASIC instrument 17-0488) provides relief to each of the Trustee and SSGA,ASL from ongoing disclosure requirements in section 1017B of the Corporations Act on the condition that the Trustee complies with section 675 of the Corporations Act as if the Fund was a registered managed investment scheme and an unlisted disclosing entity and the Trustee was the responsible entity of the Fund.

The Trustee will comply with the continuous disclosure requirements under the Corporations Act as if the Fund were a registered managed investment scheme and an unlisted disclosing entity.

For the purposes of the Trustee's compliance with the relevant continuous disclosure requirements, pursuant to the Alliance Deed, SSGA,ASL has undertaken to promptly provide to the Trustee all of the information of which SSGA,ASL is aware which, if known to the Trustee, would be required to be disclosed by the Trustee pursuant to those continuous disclosure requirements. In addition, pursuant to the Alliance Deed, SSGA,ASL will assist the Trustee to meet its ongoing disclosure obligations with respect to the Fund and the CDIs.

9.4 ASIC Class Order [CO 13/1200] – periodic statements

ASIC Class Order [CO 13/1200] modifies certain periodic statement requirements in the Corporations Act as they apply to the Trustee and SSGA,ASL. In particular, the Trustee is not required (and does not propose) to include in periodic statements details of the price at which an investor transacts in CDIs on the ASX, or information on the return on an investment in CDIs acquired on the ASX (for the year in which the CDIs are acquired).

Pursuant to the Alliance Deed, SSGA,ASL will assist the Trustee to meet its ongoing periodic statement requirements with respect to the Fund and the CDIs.

9.5 ASX Operating Rule 10A.4.1

The ASX has granted a waiver from ASX Operating Rule Schedule 10A.4.1 such that the investment strategies or policies can be amended without the approval of 75% of votes cast on a proposed resolution by CDI holders.

9.6 ASX Settlement Operating Rules

SSGA, ASL has applied for and expects to receive a waiver from restrictions under certain ASX Settlement Operating Rules that could prohibit the AQUA Product Issuer from restricting creations and redemptions of CDIs during, for each Fund dividend, the period beginning on the Fund's Ex-Dividend Date, and ending on the corresponding CDI record date.

9.7 No cooling off

Because CDIs are quoted for trading on ASX, and all applicants for issue of CDIs are wholesale clients, investors do not have any cooling off rights in respect of an investment in the Fund.

10 Material contracts

10.1 Summary of contracts relevant to the Offer

The material contracts relevant to the Offer are:

| Agreement | Parties | Description |
|---|---|---|
| Trust Agreement | The Trustee and the Sponsor | The Trust Agreement governs the terms of the Fund. See the description of key terms below for more information. |
| Alliance Deed | The Trustee and SSGA,ASL | Under the Alliance Deed, the Trustee and SSGA,ASL allocate responsibility for each aspect relating to the Offer and the operation of CDIs in Australia. See section 4.3 above for further information. |
| Market Maker Deed | SSGA,ASL and Deutsche Securities Australia Limited | Under the Market Maker Deed, SSGA,ASL appoints Deutsche Securities Australia Limited to act as market maker for the CDIs. See section 2.7 above for further information. |
| Registry Agreement | SSGA,ASL and the Registrar | Under the Registry Agreement, SSGA,ASL appoints the Registrar to maintain the register for CDIs and to coordinate creations and redemptions of CDIs. The Registry Agreement has an initial term of five years, at the expiry of the initial term and each succeeding year, the agreement is automatically renewed for a further year (renewal term) unless either party terminates the agreement by giving at least 90 days' written notice (or such other period as agreed between the parties) before the expiry of the initial term or any renewal term. |
| Deed of Appointment | SSGA,ASL, the Depository Nominee and ASX Settlement Pty Limited | Under the Deed of Appointment SSGA,ASL appoints the Depository Nominee as depository nominee in respect of the CDIs for the purposes of the ASX Settlement Operating Rules. The Depository Nominee will hold (through its sub-custodian) the Interest that corresponds to each CDI in accordance with section 13.2.2 of the ASX Settlement Operating Rules. The agreement also clarifies the operation of certain of the ASX Settlement Operating Rules in respect of the Offer. |
| Pacific Custodians Custody Agreement | Pacific Custodians and the Depository Nominee | Under the Pacific Custodians Custody Agreement, the Depository Nominee appoints Pacific Custodians to hold the Interest that corresponds to each CDI (through a sub-custodian – see below). |

| Agreement | Parties | Description |
|------------------------------|----------------------------|---|
| AST Custody Agreement | Pacific Custodians and AST | Under the AST Custody Agreement, Pacific Custodians appoints AST as its sub-custodian. AST holds the Interest that corresponds to each CDI indirectly for the Depository Nominee. |

10.2 The Trust Agreement

The Fund is governed by the Trust Agreement. The Trust Agreement sets out the conditions under which the Fund operates, and the rights, responsibilities and duties of the Trustee and Interest holders of the Fund.

Holders of 51% of the then outstanding Interests may at any time remove the Trustee by written instrument(s) delivered to the Trustee and the Sponsor. The Sponsor shall then use its best efforts to appoint a successor trustee.

The Trust Agreement limits the Trustee's liabilities. It provides, among other things, that the Trustee is not liable for

- any action taken in reasonable reliance on properly executed documents or for the disposition of monies or securities or for the evaluations required to be made thereunder, except by reason of its own gross negligence, bad faith, wilful malfeasance, wilful misconduct, or reckless disregard of its duties and obligations;
- depreciation or loss incurred by reason of the sale, or the failure to make a sale, by the Trustee of any Portfolio Securities;
- any action the Trustee takes where the Sponsor fails to act; and
- any taxes or other governmental charges imposed upon or in respect of Portfolio Securities or upon the interest thereon or upon it as Trustee or upon or in respect of the Fund which the Trustee may be required to pay under any present or future law of the United States of America or of any other taxing authority having jurisdiction.

The Trustee and its directors, subsidiaries, shareholders, officers, employees, and affiliates under common control with the Trustee will be indemnified from the assets of the Fund and held harmless against any loss, liability or expense incurred without gross negligence, bad faith, wilful misconduct, wilful malfeasance on the part of such party or reckless disregard of its duties and obligations arising out of or in connection with its acceptance or administration of the Fund, including the costs and expenses (including counsel fees) of defending against any claim or liability.

The Trust Agreement limits the Sponsor's liabilities. It provides, among other things, that the Sponsor is not liable to the Trustee, the Fund or to the Beneficial Owners for taking or refraining from taking any action in good faith, or for errors in judgment, but is liable only for its own gross negligence, bad faith, wilful misconduct or wilful malfeasance in the performance of its duties or its reckless disregard of its obligations and duties under the Trust Agreement. The Sponsor is not liable or responsible in any way for depreciation or loss incurred by the Fund because of the purchase or sale of any Portfolio Securities.

The Trust Agreement further provides that the Sponsor and its directors, shareholders, officers, employees, subsidiaries and affiliates under common control with the Sponsor shall be indemnified from the assets of the Fund and held harmless against any loss, liability or expense incurred without gross negligence, bad faith, wilful misconduct or wilful malfeasance on the part of any such party arising out of or in connection with the performance of its duties or reckless disregard of its obligations and duties under the Trust Agreement, including the payment of the costs and expenses (including counsel fees) of defending against any claim or liability.

Amendments to the Trust Agreement

The Trust Agreement may be amended from time to time by the Trustee and the Sponsor without the consent of any Interest holder (a) to cure any ambiguity or to correct or supplement any provision that may be defective or inconsistent or to make such other provisions as will not adversely affect the interests of Interest holders; (b) to change any provision as may be required by the SEC; (c) to add or change any provision as may be necessary or advisable for the continuing qualification of the Fund as a “regulated investment company” under the Code; (d) to add or change any provision as may be necessary or advisable if NSCC or DTC is unable or unwilling to continue to perform its functions; and (e) to add or change any provision to conform the adjustments to the Portfolio and the consideration for the issue of a Creation Unit to changes, if any, made by S&P in its method of determining the Index.

The Trust Agreement may also be amended by the Sponsor and the Trustee with the consent of the Interest holders of 51% of the outstanding Interests to add provisions to, or change or eliminate any of the provisions of, the Trust Agreement or to modify the rights of Interest holders, although the Trust Agreement may not be amended without the consent of the Interest holders of all outstanding Interests if such amendment would (a) permit the acquisition of any securities other than those acquired in accordance with the terms and conditions of the Trust Agreement; (b) reduce the interest of any Interest holder in the Fund; or (c) reduce the percentage of Interest holders required to consent to any such amendment.

Promptly after the execution of an amendment to the Trust Agreement, the Trustee enquires of each DTC Participant, either directly or through a third party, as to the number of Beneficial Owners for whom such DTC Participant holds Interests in the Fund, and provides each such DTC Participant or third party with sufficient copies of a written notice of the substance of such amendment for transmittal by each such DTC Participant to the Beneficial Owners of Interests in the Fund.

Termination

The Trust Agreement provides that the Sponsor has the discretionary right to direct the Trustee to terminate the Fund if at any time the net asset value of the Fund is less than US\$350,000,000, as adjusted for inflation in accordance with the CPI-U at the end of each year from (and including) 1997.

In addition, the Fund may be terminated:

- by the agreement of the holders of 66 2/3% of outstanding Interests;

- if DTC is unable or unwilling to continue to perform its functions as set out in the Trust Agreement and a comparable replacement is unavailable;
- if NSCC no longer provides clearance services with respect to Interests, or if the Trustee is no longer a participant in NSCC;
- if S&P ceases publishing the Index; or
- if the License Agreement is terminated.

The Fund will be terminated if:

- Interests are delisted from the US Exchange; or
- either the Sponsor or the Trustee resigns or is removed and a successor is not appointed.

The Fund will also terminate if the Trustee is removed or the Sponsor fails to undertake or perform or becomes incapable of undertaking or performing any of the duties required under the Trust Agreement and a successor is not appointed. The dissolution of the Sponsor or its ceasing to exist as a legal entity for any cause whatsoever, however, will not cause the termination of the Trust Agreement or the Fund unless the Trustee deems termination to be in the best interests of Beneficial Owners.

Prior written notice of the termination of the Fund must be given at least twenty (20) days before termination of the Fund to all Beneficial Owners of Interests in the Fund. The notice must set forth the date on which the Fund will be terminated, the period during which the assets of the Fund will be liquidated, the date on which Beneficial Owners of Interests in the Fund (whether in Creation Unit size aggregations or otherwise) will receive in cash the NAV of the Interests held, and the date upon which the books of the Fund shall be closed. Beneficial Owners of Creation Units in the Fund may, in advance of the termination date, redeem in kind directly from the Fund.

Within a reasonable period after the termination date, the Trustee shall, subject to any applicable provisions of law, sell all of the Portfolio Securities not already distributed to redeeming Beneficial Owners of Creation Units in the Fund. The Trustee shall not be liable for or responsible in any way for depreciation or loss incurred because of any such sale. The Trustee may suspend such sales upon the occurrence of unusual or unforeseen circumstances, including but not limited to a suspension in trading of a stock, the closing or restriction of trading on a stock exchange, the outbreak of hostilities, or the collapse of the economy. The Trustee shall deduct from the proceeds of sale its fees and all other expenses and transmit the remaining amount to DTC for distribution, together with a final statement setting forth the computation of the gross amount distributed. Interests not redeemed before termination of the Fund will be redeemed in cash at NAV based on the proceeds of the sale of Portfolio Securities, with no minimum aggregation of Interests required.

Further information

The Trust Agreement contains provisions dealing with a broad range of matters relevant to the operation of the Fund. For a detailed understanding of Trust Agreement, you should review this document, a copy of which is available at www.spdrs.com.au.

11 Additional information

11.1 CDIs quoted for trading on the AQUA market of ASX

As noted above, CDIs are quoted for trading on the AQUA market of ASX. This is pursuant to a decision of ASX dated 7 October 2014 to grant admission to trading status to Interests represented by CDIs. The decision contains certain conditions relating to the disclosure of material information after trading commences such as changes to certain aspects of the Fund and a requirement to disclose to the market ongoing information such as financial reports, distribution statements (or distribution information), any other disclosure document issued and information about the total number of CDIs on issue.

11.2 AQUA Rules vs Listing Rules

The AQUA Rules have been designed to offer greater flexibility and are specifically designed for managed funds, ETFs and structured products.

There are differences between quotation under the AQUA Rules and ordinary listing under the ASX Listing Rules. Some of these differences are set out in the following table.

| ASX Listing Rules | ASX AQUA Rules |
|---|---|
| Continuous disclosure | |
| Issuers are subject to continuous disclosure requirements under ASX Listing Rule 3.1 and section 674 of the Corporations Act. | Issuers of AQUA quoted products are not subject to the continuous disclosure requirements under Listing Rule 3.1 or section 674 of the Corporations Act. However, the Trustee intends to comply with section 675 of the Corporations Act as if the Fund was a registered managed investment scheme and an unlisted disclosing entity. AQUA product issuers are required to disclose any information the non-disclosure of which may lead to the establishment of a false market for the products. AQUA ETF issuers must also disclose to ASX information including: (a) the net asset value of the ETF; (b) distributions paid in relation to the ETF; (c) any other information which is required to be disclosed to ASIC under section 675 of the Corporations Act. |
| Periodic Disclosure | |
| Issuers are required to disclose half-yearly and annual financial information and reports | Issuers are not required to disclose half-yearly and annual financial information or reports under the Listing Rules. Copies of the Fund's annual and semi-annual reports filed with the SEC in the US will be disclosed via the ASX's Company Announcement Platform. |
| Corporate Control | |
| Requirements under the Corporations Act and the ASX Listing Rules relating to takeovers, share buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings apply to companies and | Certain requirements in the Corporations Act and the ASX Listing Rules relating to takeovers, buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings do not apply to AQUA quoted products. |

| | |
|--|--|
| schemes. | |
| Related party transactions | |
| Chapter 10 of the ASX Listing Rules relates to transactions between an entity and persons in a position to influence the entity and sets out controls over related party transactions. | Chapter 10 of the ASX Listing Rules does not apply to AQUA quoted products. |
| Auditor rotation obligations | |
| Part 2M.4 of the Corporations Act imposes specific rotation obligations on auditors of listed companies and registered schemes. | Issuers of AQUA Products are not subject to the rotation requirements in Chapter 2M.4 of the Corporations Act. |

11.3 Additional information in relation to CDIs

Continuous Disclosure

The Trustee will meet ongoing disclosure obligations under section 675 of the Corporations Act as if the Fund were a registered managed investment scheme and an “unlisted disclosing entity” under the Corporations Act. The Trustee will meet its obligations by disclosing material information regarding the Fund on its website at www.spdrs.com.au.

CDI holders may obtain the following documents from us:

- The annual report most recently given to ASIC in respect of the Fund;
- Any half-year financial report prepared in respect of the Fund after the date of this PDS; and
- Any continuous disclosure notices given in respect of the Fund after the date of this PDS.

We will arrange for a requesting CDI holder to be sent a printed or electronic copy of any of the above documents free of charge within 5 business days of the request.

The most recent audited report for the Fund is included in the US Prospectus, in the section titled “Report of Independent Registered Public Accounting Firm”.

11.4 Complaints

SSGATC and SSGA,ASL have established procedures to deal promptly with complaints in relation to the CDIs.

CDI investors may lodge complaints in writing to:

Link Market Services
1A Homebush Bay Drive
Rhodes NSW 2138
Tel: 1300 665 385
Fax: (02) 9287 0303

State Street: General

www.linkmarketservices.com.au

In the event of continued dissatisfaction, CDI holders can also contact the Financial Ombudsman Service, an independent body approved by the ASIC to deal with such complaints as follows:

Financial Ombudsman Service
GPO Box 3
MELBOURNE VIC 3001
info@fos.org.au
Freecall: 1300 780 808
Fax: (03) 9613 6399

SSGA,ASL complaints undertaking

A complaint can be made to SSGA,ASL under the procedures described above that relates to any aspect of the Fund or the CDIs, including aspects that are the sole responsibility of the Trustee.

SSGA,ASL has executed a deed poll which includes an undertaking for the benefit of CDI holders, that it will:

- (a) in respect of a complaint it receives from a CDI holder, provide access free of charge to SSGA,ASL's internal complaints and dispute resolution facilities;
- (b) ensure that the facilities offered to the CDI holder in respect of the Fund and the CDIs comply with the requirements of section 912A(2) of the Corporations Act as if the Fund was a registered managed investment scheme and the CDI holder was a member of the scheme;
- (c) arrange for CDI holders to be able to access SSGA,ASL's external dispute resolution facility, being the facility provided by the Financial Ombudsman Service or any alternative reasonably equivalent service; and
- (d) provide information in any product disclosure statement for the CDIs as to how the complaints facilities can be accessed.

A copy of SSGA,ASL's undertaking may be obtained from SSGA,ASL on request at no charge, or by downloading it at www.spdrs.com.au. SSGA,ASL's undertaking is incorporated in this PDS.

11.5 Privacy and anti-money laundering

Privacy

The Trustee, SSGA,ASL and the Registrar (the “**Entities**”) may collect, from CDI investors or from brokers acting on behalf of CDI investors, hold and use personal information about investors received in relation to the Fund in order to process applications for the Fund, administer CDI holders' investments in the Fund and provide CDI holders of the Fund with services related to their investment. They may also use that information for providing information about other products and services offered by or through the State Street Group, and for any other purposes permitted under the *Privacy Act* (Cth).

In certain circumstances, the Entities may be required by the *Anti-Money Laundering and Counter-Terrorism Financing Act* (Cth), the *Financial Sector (Collection of Data) Act* (Cth), the Corporations Act, the *Taxation Administration Act* (Cth), the *Income Tax Assessment Act* (Cth) and other taxation laws to collect certain personal information about investors. The Entities may also collect, use and disclose an investor's personal information to the extent required or permitted by the FATCA intergovernmental agreement entered into between the US and Australian governments dated 28 April 2014 and for other purposes as listed in SSGA,ASL's Privacy Policy. If an investor provides incomplete or inaccurate information, the investor's application form may not be able to be processed.

The Entities may disclose investors' personal information to companies in the State Street Group, related entities, agents, contractors or third party service providers to whom services are outsourced such as mailing functions, fraud monitoring systems, registry and accounting (the Service Providers) on the basis that they deal with such information in accordance with SSGA,ASL's Privacy Policy.

A copy of SSGA,ASL's Privacy Policy is available at www.spdrs.com.au. The Privacy Policy states how personal information is managed and includes information about how a request to access and seek correction of personal information in connection with CDIs in the Fund can be made. The Privacy Policy also contains information about how an investor can complain about a breach of the *Privacy Act* (Cth) and how such a complaint will be dealt with.

An investor can seek correction of their personal information by logging in to the Registrar's website www.linkmarketservices.com.au or by contacting the Registrar on 1300 665 385. An investor can request access to their personal information or make a complaint by contacting Link using the contact details set out above.

Anti-money laundering

The Autonomous Sanctions Act 2011, the Charter of the United Nations Act 1945, the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 and the regulations made under those Acts may restrict or prohibit payments, transactions or other dealings with assets or persons having a connection with certain countries or identified with terrorism. Dealings with any person acting on behalf of or at the direction of a person that is subject to sanctions or an entity owned or controlled by a person that is subject to sanctions under these Acts may also be prohibited.

The Entities will not make any payments, and may delay or refuse any request or transaction, if the relevant entity believes that the payment, request or transaction may be in breach of any laws or cause it to commit or participate in an offence under any law. The Entity may take any action that it reasonably believes is necessary to comply with any laws, including but not limited to disclosing any information that it holds about the investor to service providers or to any relevant regulator.

11.6 Documents relating to the Fund

The US Prospectus and the Trust Agreement set out important additional information in relation to the Fund. You are advised to review each of these documents closely.

The US Prospectus and the Trust Agreement are not incorporated into this PDS.

Copies of the US Prospectus and any updates to the US Prospectus are available at <https://www.spdrs.com/product/fund.seam?ticker=SPY>. A copy of the Trust Agreement for the Fund (and any documents which may amend or update the Trust Agreement) is available at www.spdrs.com.au.

11.7 General information only

The information in this PDS is general information only and does not take into account your individual objectives, financial situation or needs. You should consider whether the information in this PDS is appropriate for you in light of your objectives, financial situation and needs. To obtain advice or more information about the Fund, you should speak to an Australian financial services licensee or an authorised representative.

11.8 Consents and disclaimers

King & Wood Mallesons has given its consent to be named in this PDS and to the inclusion of the statements in section 6.1 (General taxation information) of this PDS (other than those relating to US tax) in the form and context in which they are included. King & Wood Mallesons does not make, or purport to make, any statement in this PDS other than the statements in section 6.1 (General taxation information), and, to the maximum extent permitted by law, disclaims any liability and takes no responsibility for any other part of this PDS.

The Fund is not sponsored, endorsed, sold or promoted by S&P, its affiliates, and/or third party licensors (including, without limitation, Dow Jones & Company, Inc.) (collectively, for purposes of this paragraph and the next paragraph, “**S&P**”). S&P makes no representation, condition or warranty, express or implied, to the owners of the Fund or any member of the public regarding the advisability of investing in securities generally or in the Fund particularly or the ability of the Index to track general stock market performance and/or to achieve its stated objective and/or to form the basis of a successful investment strategy, as applicable. S&P’s only relationship to the Fund is the licensing of certain trademarks and trade names and of the Index which is determined, composed and calculated by S&P without regard to SSGA FD US or the Fund. S&P has no obligation to take the needs of the Fund or the owners of or investors in the Fund into consideration in determining, composing or calculating the Index or any data included therein or used to calculate the Index. S&P Dow Jones Indices LLC is not an advisor to the Fund. S&P is not responsible for and has not participated in the determination of the prices and amount of the Fund or the timing of the issuance or sale of the Fund or in the determination or calculation of the equation by which Interests are issued or redeemed. S&P has no obligation or liability in connection with the administration, marketing or trading of the Fund.

S&P DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE INDEX OR ANY DATA INCLUDED THEREIN OR USED TO CALCULATE THE INDEX AND S&P SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. S&P MAKES NO WARRANTY OR CONDITION, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE SPONSOR, THE TRUSTEE, THE FUND, OWNERS OF OR INVESTORS IN THE FUND OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX OR ANY DATA INCLUDED THEREIN OR USED TO CALCULATE THE INDEX. S&P MAKES NO EXPRESS OR IMPLIED REPRESENTATIONS, WARRANTIES OR CONDITIONS, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OR CONDITIONS OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE AND ANY OTHER EXPRESS OR IMPLIED WARRANTY OR CONDITION WITH RESPECT

State Street: General

TO THE INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL S&P HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT OR CONSEQUENTIAL DAMAGES (INCLUDING, BUT NOT LIMITED TO, LOST PROFITS) RESULTING FROM THE USE OF THE INDEX OR ANY DATA INCLUDED THEREIN, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

12 Glossary of terms

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| AFSL: | Australian financial services licence. |
| Alliance Deed: | the alliance deed between the Trustee and SSGA,ASL relating to the Offer. |
| ALPS: | ALPS Distributors, Inc. |
| AQUA Product Issuer: | State Street Global Advisors, Australia Services Limited (ABN 16 108 671 441) (AFSL 274900). |
| AQUA Rules: | the rules for operation of the AQUA Trading Market in schedule 10A to the ASX Operating Rules. |
| Authorised Participant: | a Broker acting as principal that has signed a CDI creation form and has been approved by SSGA,ASL for the purposes of creations and redemptions of CDIs. |
| ASIC: | Australian Securities and Investments Commission. |
| AST: | American Stock Transfer & Trust Company, LLC, a related body corporate of Link. |
| ASX: | ASX Limited or the market operated by it. |
| ASX Business Day: | has the same meaning as in the ASX Listing Rules. |
| ASX Rules: | ASX Listing Rules, ASX Operating Rules, ASX Clear Operating Rules, ASX Settlement Operating Rules. |
| ATO: | Australian Taxation Office. |
| Beneficial Owner: | the beneficial owner of an Interest in the Fund as shown on the records of DTC or the DTC Participants. |
| Broker: | an ASX Participant (as defined in the Listing Rules) or a foreign company which is regulated as a securities dealer in its home jurisdiction. |
| CDI: | a CHESS Depository Interest over an Interest. |
| CFC: | Controlled Foreign Company. |
| CGT: | Capital gains tax. |
| CHESS: | Clearing House Electronic Subregister System. |
| Clearing Process: | the continuous net settlement system clearing process of NSCC. |
| Code: | U.S. Internal Revenue Code of 1986, as amended. |
| State Street: General | |

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| Corporations Act: | <i>Corporations Act 2001 (Cth).</i> |
| Creation Units: | lots of 50,000 Interests in the Fund or multiples thereof, in which Interests in the Fund are issued or redeemed. |
| Depository Nominee: | CHESS Depository Nominees Pty Ltd. |
| Dividend Payment Date: | the last US Business Day in the calendar month following each Ex-Dividend Date. |
| DTC: | The Depository Trust Company, a limited purpose trust company and member of the US Federal Reserve System. |
| DTC Participants: | participants in DTC. |
| ETF: | exchange traded fund. |
| Ex-Dividend Date | the third Friday in each of March, June, September and December in the US, unless such day is not a US Business Day, in which case the ex-dividend date is the immediately preceding US Business Day. |
| Fiscal Year: | the tax year for the Fund for US taxation purposes, which is the 12 month period ending each 30 September. |
| Fund: | SPDR® S&P 500® ETF Trust. |
| Fund Assets: | all securities and other assets, all income, proceeds and other funds and all other property of the Fund. |
| Index: | the S&P 500® Index. |
| Income Year: | the income year for a CDI holder who is an Australian resident for income tax purposes, generally the 12 month period ending each 30 June. |
| Index Securities: | the common stocks that are included in the Index, as determined by the index provider, S&P. |
| Investment Mandate: | for the Fund, has the meaning given in section 3.1. |
| Instrument: | ASIC instrument 14-0954 (as amended by ASIC instrument 17-0489) which exempts the Trustee from the requirement to register the Fund as a managed investment scheme and also provides certain licensing relief in Australia. |
| Interest: | means a unit in the Fund and includes a beneficial interest in a unit in the Fund held by or through a DTC Participant. |
| Link: | Link Market Services Limited. |
| Misweighting: | has the meaning given in section 3.3. |
| State Street: General | |

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| NAV: | net asset value. |
| NSCC: | National Securities Clearing Corporation, a clearing agency registered with the SEC. |
| Offer: | the offer to acquire CDIs over Interests in the Fund on the terms of this PDS. |
| Pacific Custodians | Pacific Custodians Pty Limited, a related body corporate of Link. |
| PDS: | this product disclosure statement. |
| Portfolio: | the portfolio of common stocks that are held by the Fund from time to time. |
| Portfolio Securities: | common stocks that are actually held by the Fund and make up the Portfolio. |
| Registrar: | Link Market Services Limited. |
| REIT: | real estate investment trust. |
| RIC: | a “regulated investment company” under Subchapter M of the Code. |
| SEC: | Securities and Exchange Commission. |
| Sponsor: | a company independent of the State Street Group. Further information about the role of the Sponsor in relation to the Fund is set out in section 4.4 of this PDS. |
| SSBT: | State Street Bank and Trust Company (ABN 70 062 819 630) (AFSL 239679). |
| SSC: | State Street Corporation. |
| SSGA: | State Street Global Advisors. |
| SSGA,AL: | State Street Global Advisors, Australia, Limited. |
| SSGA,ASL: | State Street Global Advisors, Australia Services Limited (ABN 16 108 671 441) (AFSL 274900). |
| SSGATC: | State Street Global Advisors Trust Company (ARBN 619 273 817). |
| SSGA FD: | State Street Global Advisors Funds Distributors, LLC. |
| S&P: | S&P Dow Jones Indices LLC. |
| State Street Group | means the group of companies of which SSC is the ultimate parent. |

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| Tax Act: | the Income Tax Assessment Act 1936 (“1936 Act”), the Income Tax Assessment Act 1997 (“1997 Act”) or both the 1936 Act and the 1997 Act, as appropriate, being laws of the Commonwealth of Australia. |
| Trust Agreement: | the amended and restated trust agreement between the Trustee and the Sponsor, dated as of January 1, 2004 and effective as of January 27, 2004, as amended. |
| Trustee: | State Street Global Advisors Trust Company (ARBN 619 273 817 and any replacement trustee from time to time. |
| US Authorised Participants: | certain institutional investors (typically market makers or other broker-dealers) that are registered authorised participants in the US and are permitted to purchase or redeem Interests directly with the Fund. |
| US Business Day: | means each business day that the New York Stock Exchange LLC (the “NYSE”) is open for business. |
| US Exchange: | means NYSE Arca, Inc. |
| US Investment Company Act: | means the United States Investment Company Act of 1940, as amended. |
| US Prospectus: | means the US prospectus for the Fund. |

A reference in this PDS to \$ is a reference to an amount in Australian dollars unless otherwise stated.

13 Contact Details and Directory

Contact Details

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|-----------|--|
| SSGA,ASL | State Street Global Advisors, Australia Services Limited (ABN 16 108 671 441) Level 17 420 George St Sydney NSW 2000 Tel : (02) 9240 7600 Fax : (02) 9240 7611 www.ssga.com |
| Trustee | State Street Global Advisors Trust Company (ARBN 619 273 817) Level 17 420 George St Sydney NSW 2000 Tel : (02) 9240 7600 Fax : (02) 9240 7611 |
| Registrar | Link Market Services Limited (ABN 54 083 214 537) 1A Homebush Bay Dr Rhodes NSW 2138 Tel : 1300 665 385 Fax : (02) 9287 0303 www.linkmarketservices.com.au |

Directory

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|----------------|------------------------|
| Auditors | PricewaterhouseCoopers |
| Legal Advisers | King & Wood Mallesons |

Appendix – US Income Taxes – Tax consequences to Non-US Holders

A “Non-US Holder” is a person that, for US federal income tax purposes, is a beneficial owner of Interests and is a non-resident alien individual, a foreign corporation, a foreign trust or a foreign estate. The discussion below does not apply to a Non-US Holder who is a non-resident alien individual and is present in the United States for 183 days or more during any taxable year. Such Non-US Holders should consult their tax advisors with respect to the particular tax consequences to them of an investment in the Fund. The US federal income taxation of a Non-US Holder depends on whether the income that the Non-US Holder derives from the Fund is “effectively connected” with a trade or business that the Non-US Holder conducts in the United States (and, if required by an applicable tax treaty, is attributable to a US permanent establishment maintained by the Non-US Holder).

If the income that a Non-US Holder derives from the Fund is not “effectively connected” with a US trade or business conducted by such Non-US Holder (or, if an applicable tax treaty so provides, the Non-US Holder does not maintain a permanent establishment in the United States), distributions of “investment company taxable income” to such Non-US Holder will generally be subject to US federal withholding tax at a rate of 30% (or lower rate under an applicable tax treaty). (The taxation disclosure in section 6.1 of this PDS describes the application of the United States/Australia income tax treaty.)

A Non-US Holder whose income from the Fund is not “effectively connected” with a US trade or business (or, if an applicable tax treaty so provides, does not maintain a permanent establishment in the United States) will generally be exempt from US federal income tax on capital gain dividends and any amounts retained by the Fund that are designated as undistributed capital gains. In addition, such a Non-US Holder will generally be exempt from US federal income tax on any gains realized upon the sale or exchange of Interests.

If the income from the Fund is “effectively connected” with a US trade or business carried on by a Non-US Holder (and, if required by an applicable tax treaty, is attributable to a US permanent establishment maintained by the Non-US Holder), any distributions of “investment company taxable income,” any capital gain dividends, any amounts retained by the Fund that are designated as undistributed capital gains and any gains realized upon the sale or exchange of Interests will be subject to US federal income tax, on a net income basis, at the rates applicable to US Holders. A Non-US Holder that is a corporation may also be subject to the US branch profits tax.

Information returns will be filed with the IRS in connection with certain payments on the Interests and may be filed in connection with payments of the proceeds from a sale or other disposition of Interests. A Non-US Holder may be subject to backup withholding on distributions or on the proceeds from a redemption or other disposition of Interests if such Non-US Holder does not certify its non-US status under penalties of perjury or otherwise establish an exemption. Backup withholding is not an additional tax. Any amounts withheld pursuant to the backup withholding rules will be allowed as a credit against the Non-US Holder’s US federal income tax liability, if any, and may entitle the Non-US Holder to a refund, provided that the required information is furnished to the IRS on a timely basis.

In order to qualify for the exemption from US withholding on interest-related dividends, to qualify for an exemption from US backup withholding and to qualify for a reduced rate of US withholding tax on Fund distributions pursuant to an income tax treaty, a Non-US Holder must generally deliver to the withholding agent a properly executed IRS form (generally, Form W-8BEN or Form W-8BEN-E). In order to claim a refund of any Fund-level taxes imposed on undistributed net capital gain, any withholding taxes or any backup withholding, a Non-US Holder must obtain a US taxpayer identification number and file a US federal income tax return, even if the Non-US Holder would not otherwise be required to obtain a US taxpayer identification number or file a US income tax return.

Under Sections 1471 through 1474 of the Code ("FATCA"), a withholding tax at a rate of 30% will be imposed on payments to certain foreign entities (including financial intermediaries) of dividends on, Units and, for dispositions after December 31, 2016 on gross proceeds from the sale or other disposition made to a foreign entity unless the foreign entity provides the withholding agent with certifications and other information (which may include information relating to ownership by US persons of interests in, or accounts with, the foreign entity). If FATCA withholding is imposed, a beneficial owner of Units that is not a foreign financial institution generally may obtain a refund of any amounts withheld by filing a U.S. federal income tax return (which may entail significant administrative burden). Non-US Holders should consult their tax advisors regarding the possible implications of FATCA on their investment in Interests.