

Strategic Infrastructure Fund

ARSN 664 896 468

Product Disclosure Statement (PDS)

Responsible Entity and Issuer: IOOF Investment Services Ltd | ABN 80 007 350 405 | AFSL 230703 | APIR code NAB3124AU

Date of Product Disclosure Statement: **3 October 2023**

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Please note:

Definitions of certain capitalised terms used in this PDS are set out in the glossary of the 'Strategic Funds Additional Information Booklet' available at www.ioof.com.au

Important information

This PDS is a summary of significant information about the Strategic Infrastructure Fund (**Fund**) ARSN 664 896 468.

It also contains references to important additional information, contained in a separate 'Strategic Funds Additional Information Booklet (**AIB**)' which forms part of this PDS. These references begin with an important information mark '❗', and are in bold. You should consider the PDS and the information in the AIB before making a decision about the Fund.

The information in this PDS is general information only and does not take account of your personal financial situation or needs. You should consult a licensed financial adviser to obtain financial advice tailored to suit your personal circumstances.

Contact details

- 2 If you have any questions or would like more information about the Fund, including hard copies of this PDS and any incorporated materials, please contact Investor Services on:

- 2 **Phone:** 1800 002 217

- 3 **Address:** GPO Box 264, Melbourne VIC 3001

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Updated information

- 7 Information in this PDS may change. If a change will not be materially adverse to investors, then updated information will be made available on the IOOF website (www.ioof.com.au). A paper copy of new information can be supplied upon request at no charge. Updated information may be obtained using the contact details above.

1. About IOOF Investment Services Ltd

Responsible Entity and investment manager

IOOF Investment Services Ltd (IISL) is the Responsible Entity (RE) and investment manager of the Fund and is responsible for the management and administration of the Fund. IISL is also referred to as 'RE', 'we', 'us' and 'our' throughout this document.

IISL is part of the Insignia Financial Group, which consists of Insignia Financial Ltd ABN 49 100 103 722 and its related bodies corporate. Insignia Financial Ltd is listed in the top 200 companies on the Australian Securities Exchange (ASX: IFL).

As one of the largest wealth managers in Australia, with over 175 years' experience in helping Australians secure their financial wellbeing, the Insignia Financial Group provides services to around 2 million clients and has more than \$285 billion in funds under management and administration (as at 31 December 2022).

As the Responsible Entity and investment manager for the Fund, IISL is responsible for managing the assets and overseeing the operations of the Fund.

From time to time IISL may appoint underlying investment managers to manage all or a portion of the Fund's assets. IISL has the discretion to change the underlying investment managers or add or remove underlying investment managers at any time, subject to the terms of the relevant investment management agreement. For details of the current underlying investment managers, please refer to the fund profile available at www.ioof.com.au

Custodian

IISL has appointed a custodian for certain underlying assets of the Fund. The role of the custodian is limited to holding the assets of the Fund as agent of the Responsible Entity. The custodian has no supervisory role in relation to the operation of the Fund and is not responsible for protecting your interests. IISL has the discretion to change the custodian at any time, subject to the terms of any custody agreements, and appoint additional custodians.

2. How the Fund works

The Fund is a registered managed investment scheme that is subject to the *Corporations Act 2001* (Cth) (Corporations Act), its constitution and other applicable law.

When you invest your money in the Fund, your money is pooled with that of other investors and is used to buy investments. We manage the investments on behalf of all Fund members.

So that you know what your share of the Fund is worth, the total value of the assets in the Fund is divided into 'units'. We will quote you a price for each unit and will keep a record of the number of units you have bought. The price of units will change from time to time as the market value of assets in the Fund rises or falls. We will be able to provide you with information about the current unit price to help you decide whether to retain, buy more or sell your units. The price of buying and selling units will vary due to the costs of buying and selling the underlying assets in the Fund.

The minimum initial investment is \$1,000,000 and the minimum additional investment is \$10,000 (although IISL may, at its discretion, accept lower amounts). These minimum amounts do not apply if you are investing indirectly, for example through an Investor Directed Portfolio Service (IDPS).

You can increase your investment at any time by buying more units in the Fund. Generally, you can decrease your investment by redeeming some of your units, although in certain circumstances (such as a freeze on withdrawals) you may have to wait a period of time before you can reduce your investment.

Investing in the Fund means you may receive income (such as interest, dividends and realised capital gains) in the form of income distributions or attributable income.

The type of income you receive depends on the underlying asset classes within the Fund.

Income attributed or distributed to you is generally assessable income and can be made up of both income and realised capital gains. Such income is generally calculated based on the Fund's net income at the end of the distribution period divided by the number of units on issue.

The Fund may distribute income, if any, on a half yearly basis in respect of the distribution periods ending each 30 June and 31 December. It is expected that distributions will generally be paid within 30 days after the end of the relevant distribution period, although the Fund's constitution allows up to 3 months for the payment of distributions.

There may be times when income distributions may not be made, are lower than expected or are delayed. We may also choose to distribute income or capital at any other time.

! For more detailed information on the acquisition and disposal of interests in the Fund, go to section 1 of the 'Strategic Funds AIB' at www.ioof.com.au

You should read this important information before making a decision. The information on the acquisition and disposal of interests in the Fund may change between the time when you read this PDS and the day when you sign the application form.

3. Benefits of investing in the Fund

The Fund invests in a diversified portfolio of listed Australian and international infrastructure securities. The Fund has a goal of achieving long-term capital growth and income.

Investing in the Fund offers you a range of benefits, including:

- access to a professionally managed investment portfolio
- exposure to assets and strategies that would ordinarily be difficult for an individual to invest into
- access to regular information on your investment from the website www.ioof.com.au and regular investment statements and an Attribution MIT Member Annual (AMMA) statement after 30 June each year or any other documents that may be issued from time to time.

! For more detailed information on the features and benefits of the Fund, go to sections 2, 3 & 4 of the 'Strategic Funds AIB' at www.ioof.com.au

You should read this important information before making a decision. The information on the features and benefits of the Fund may change between the time when you read this PDS and the day when you sign the application form.

4. Risks of managed investment schemes

All investments carry some level of risk. Different investment strategies carry different levels of risk, depending on the assets that make up the investment strategy.

Those assets with the highest long-term returns (such as shares) may also carry the highest level of short-term risk.

Risks can be managed but cannot be completely eliminated. It is important to understand that:

- the value of your investment will go up and down
- investment returns will vary and future returns may be different from past returns
- returns are not guaranteed and there is always the chance that you may lose money on any investment you make
- laws affecting your investment in a managed investment scheme may change in future
- the appropriate level of risk for you will depend on your age, investment timeframe, where other parts of your wealth are invested and what your risk tolerance is.

The significant risks for the Fund are:

Infrastructure risk

The value of securities of the infrastructure companies the Fund invests in may be affected by changes such as increases in interest rates, fuel prices and general operational costs which can result in reduced earnings for these companies. Infrastructure securities are also impacted by political, tax and regulatory requirements.

Market risk

Unexpected conditions such as market sentiment, government regulations and local and international political events may have a negative impact on the returns of all investments within a particular market. Market risk may have different impacts on each type of asset, investment style and investor.

Currency risk

Movements in currencies may affect the value of the Fund's investments or earnings denominated in a foreign currency. Currency hedging may reduce exposure to foreign currency fluctuations, however, investors should be aware that hedging against currency fluctuations involves costs and implementation risks due to the volatility of currency and securities markets. In addition, adverse currency movements can reduce or eliminate distributions to investors in hedged products, despite an offsetting gain in the capital value of the Fund.

Security specific risk

This is the risk of change in the value of a security caused by factors that are specific to a company or security. For example, changes to a company's operations or management, its business environment or financial position, or market sentiment.

International investment risk

Investing in international markets exposes the Fund to additional risks associated with currency movements, differing tax structures, accounting, auditing and financial reporting standards, and social, economic and political factors that affect a country or region.

Liquidity risk

Liquidity risk arises from the absence of an established market or a shortage of buyers for an asset (including a derivative) resulting in an inability to sell at the current valuation in a timely fashion. Under abnormal or difficult market conditions, some normally liquid assets may become illiquid.

! For additional information about the risks relating to registered managed investment schemes go to section 5 of the 'Strategic Funds AIB' at www.ioof.com.au

You should read this important information before making a decision. The additional information about the Fund may change between the time when you read this PDS and the day when you sign the application form.

5. How we invest your money

Set out below is a summary of the key features of the Fund. **WARNING: You should consider the likely investment return, the risk and your investment timeframe when choosing to invest in the Fund.**

Objective	To provide long-term capital growth and income by investing predominantly in a diversified portfolio of listed international and Australian infrastructure securities.
Type of investor the Fund is suitable for	The Fund is intended to be suitable for investors seeking a diversified portfolio of listed Australian and international infrastructure securities.
Current Investment Manager	IISL (other underlying investment manager(s) may be appointed to manage all or a portion of the Fund).
Principal investment exposure	The Fund invests predominantly in listed infrastructure securities such as ordinary shares and preference shares but may also invest in other infrastructure securities such as listed investment trusts and funds of an equity nature listed on a recognised stock exchange. The Fund may also hold up to 5% in cash.
Geographic coverage	Global.
Currency hedging	The Fund seeks to hedge approximately 50% of foreign currency exposure to the Australian dollar.
Risk Profile²	High
Minimum suggested timeframe²	3+ years
Performance of the Fund	Up-to-date performance figures for the Fund can be obtained from www.ioof.com.au
Changes to the Fund	We may make changes to the Fund from time to time, including adding or removing underlying investment managers, amending the principal investment exposure, and/or geographic coverage of the Fund. We will notify you of any material changes that may impact the nature of the Fund.
Responsible investment	Responsible investment is the practice of considering Environmental, Social and Governance (ESG) factors in the research, analysis, selection and management of investments and the implementation of good stewardship practices. How the responsible investment approaches are applied will vary across investment managers, asset classes and in some cases it's not possible to apply them. For more information please refer to section 2 of the 'Strategic Funds AIB'.

- 1 To achieve its objective, the Fund may gain some or all of its investment exposure by investing in other funds managed by IISL or other investment manager(s).
- 2 The risk profile and minimum suggested timeframe for investors are a guide only and not a recommendation. Each prospective investor should discuss their investment in the Fund with their financial adviser to ensure it is a suitable investment given their individual objectives, financial situation and needs.

! For additional information about the Fund, go to section 2 of the 'Strategic Funds AIB' at www.ioof.com.au

You should read this important information before making a decision. The additional information about the Fund may change between the time when you read this PDS and the day when you sign the application form.

6. Fees and other costs

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 fees. Ask the fund or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC)** MoneySmart website (www.moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

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

Taxes are set out in another part of this document.

You should read all of the information about fees and costs because it is important to understand their impact on your investment. You can also use this information to compare the fees and costs with those of other managed investment schemes.

These fees are inclusive of the goods and services tax (GST) and take into account any expected reduced input tax credits (RITC). Where fees have been quoted to two decimal places, the actual fee may have been rounded.

Fees and costs summary

Strategic Infrastructure Fund		
Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs		
Management fees and costs The fees and costs for managing your investment	Estimated to be 0.43% pa of the net asset value (NAV) of the Fund, comprised of: <ol style="list-style-type: none"> 1 A management fee of 0.43% pa of the NAV of the Fund 2 Estimated indirect costs of 0.00% pa of the NAV of the Fund 	<ol style="list-style-type: none"> 1 The management fee is calculated on the NAV of the Fund. It is not deducted from your account directly but from the assets of the Fund. It is accrued daily and paid monthly and the accrued amount is incorporated into the daily unit price of the Fund. 2 Indirect costs are generally deducted from the assets of the Fund as and when they are incurred.
Performance fees Amounts deducted from your investment in relation to the performance of the product	Nil	Not applicable
Transaction costs¹ The costs incurred by the scheme when buying or selling assets	Estimated to be 0.03% pa of the NAV of the Fund	These costs are paid from the assets of the Fund as and when they are incurred. They are not deducted directly from your account but from the assets of the Fund and incorporated into the daily unit price of the Fund.
Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment	Nil	Not applicable
Buy-sell spread An amount deducted from your investment representing costs incurred in transactions by the scheme	Estimated to be 0.10% on investments into the Fund and 0.10% on withdrawals from the Fund.	The buy-sell spread is the difference between the application price and withdrawal price. It is an adjustment determined by the RE to take into consideration costs incurred when buying and selling the underlying securities in the Fund. The buy-sell spread is included in the unit price of the Fund and is not charged to you separately.
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable

Exit fee The fee to close your investment	Nil	Not applicable
Switching fee The fee for changing investment options	Nil	Not applicable

¹ The estimated transaction costs are based on transaction costs of the Fund adjusted to reflect a 12-month period ending 30 June 2023 and include estimates where information is unavailable at the date of this PDS.

Example of annual fees and costs for the Fund

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

EXAMPLE Strategic Infrastructure Fund		Balance of \$1,000,000 with total contributions of \$10,000 during the year
Contribution fees	Nil	For every additional \$10,000 you put in, you will be charged \$0 .
Plus Management fees and costs Management fee Indirect costs Total	0.43% pa 0.00% pa 0.43% pa	And for every \$1,000,000 you have in the Strategic Infrastructure Fund, you will be charged or have deducted from your investment, \$4,300 each year.
Plus Performance fees	0.00% pa	And , you will be charged or have deducted from your investment \$0 in performance fees each year.
Plus Transaction costs	0.03% pa	And , you will be charged or have deducted from your investment \$300 in transaction costs.
Equals Cost of Strategic Infrastructure Fund		If you had an investment of \$1,000,000 at the beginning of the year and you put in an additional \$10,000 during that year, you would be charged fees and costs of \$4,600¹ . What it costs you will depend on the fees you negotiate.

Additional fees may apply:

Establishment fee \$0.

And, if you leave the managed investment scheme early, you may also be charged **exit fees** of 0% of your total account balance (\$0 for every \$1,000,000 you withdraw).

¹ This example assumes the \$10,000 contribution occurred at the end of the first year, therefore it does not include the management cost on the additional \$10,000 invested, nor any market movement on the total amount invested. You may incur a buy-sell spread whenever you make an investment or withdrawal. The estimated sell spread on withdrawing from the Fund is 0.10% (this equates to \$10 on each \$10,000 you withdraw).

Additional explanation of fees and costs

Management fees and costs

Management fees and costs are made up of the management fee and indirect costs described below.

Management fee

The estimated management fee consists of underlying investment manager fees and the fee charged by the Responsible Entity for managing the assets of the Fund and overseeing the day to day operations of the Fund. The amount of the management fee may be negotiated by wholesale clients. For further information, refer to 'Management fee' in the '**Strategic Funds AIB**'.

Indirect costs

Indirect costs are reflected in the daily unit price and any reporting on the performance of the Fund. Indirect cost amounts included in this document are based on actual costs incurred for the financial year to 30 June 2023 and involve estimates where information was unavailable at the date this PDS was issued. For further information, refer to 'Indirect costs' in the '**Strategic Funds AIB**'.

Transaction costs

Transaction costs are the costs incurred when assets in the Fund or in underlying investments are bought or sold and includes costs such as brokerage, stamp duty and settlement costs. For further information, refer to 'Transaction costs' in the '**Strategic Funds AIB**'.

Buy-sell spread

You incur the buy-sell spread when you buy or sell units in the Fund. The buy-sell spread is not a fee and no part of the buy-sell spread is paid to us or to any investment managers. The buy-sell spread is retained in the Fund to cover the estimated transaction costs incurred as a result of investor applications and redemptions. For further information, refer to 'Buy-sell spread' in the '**Strategic Funds AIB**'.

Fee changes

We have the right to increase the management fees and costs or to charge fees not currently levied, up to the maximum limits set out in the constitution governing the Fund, without your consent. If we choose to exercise this right, we will provide you with 30 days prior written notice or otherwise notify you as the law requires.

At the date of this PDS, no contribution, withdrawal or switching fees apply. There are currently no performance fee arrangements in place with any of the

underlying investment managers of the Fund.

! For more detailed information about fees and costs, go to section 6 of the 'Strategic Funds AIB' at www.ioof.com.au

You should read this important information before making a decision. The information about fees and costs may change between the time when you read this PDS and the day when you sign the application form.

7. How managed investment schemes are taxed

Investing in a registered managed investment scheme is likely to have tax consequences and you are strongly advised to seek your own professional tax advice. The information provided in this PDS is of a general nature only.

The taxation implications from an investment in the Fund can be complex and depend on a number of factors including whether you are a resident or non-resident of Australia for taxation purposes and whether you hold the units as a long-term investment or for short-term purposes.

The following is a brief summary of taxation information relating to Australian tax residents for income tax purposes:

- Managed investment schemes will generally attribute all their income to unitholders each year, so that the Fund itself is not subject to Australian income tax.
- The Fund does not pay tax on behalf of Australian resident unitholders. Instead, as a unitholder you will pay tax on the income and/or net capital gains that has been attributed to you.
- In normal circumstances, you may expect that some income (and/or capital gains) will be generated each year.

! For additional information about taxation matters relating to registered managed investment schemes go to section 7 of the 'Strategic Funds AIB' at www.ioof.com.au

You should read this important information before making a decision. The additional information about taxation matters may change between the time when you read this PDS and the day when you sign the application form.

8. How to apply

- 1 Read this PDS together with the additional information referred to throughout.
- 2 Direct investors (those not applying through an IDPS or other such service) should complete the application form which is available upon request.

Cooling-off

Retail investors who invest in the Fund directly can request in writing to have their investment in the Fund cancelled within the 14-day cooling-off period under the Corporations Act. The cooling-off period begins when you receive a transaction confirmation or five days after the units are issued, whichever is earlier. If you cancel your investment, you may not receive the same amount that was invested due to negative market movements and applicable transaction costs. There is no cooling-off period with respect to units issued under the distribution reinvestment plan.

Persons investing through an IDPS or master trust (Investor Service) should consult the operator of that Investor Service regarding applications and the cooling-off rights (if any) that may apply to their investment through the service.

Resolving complaints

If you are an indirect investor who holds an interest indirectly through an Investor Service and you wish to make a complaint, you should contact your Investor Service.

If you are a direct investor and you have a complaint, we can usually resolve it quickly over the phone on 1800 002 217. If you'd prefer to put your complaint in writing, you can email us at investorservices@insigniafinancial.com.au or send a letter to The Complaints Resolution Manager, GPO Box 264, Melbourne VIC 3001. We'll conduct a review and provide you with a response in writing. You have the option of lodging a complaint with the Australian Financial Complaints Authority (AFCA) directly, rather than lodging a complaint with us. You can also lodge a complaint with AFCA if you're not satisfied with our response or if your complaint has not been resolved within 30 days. AFCA provides an independent financial services complaint resolution process that's free to consumers. You can contact AFCA in the following ways:

Website:	afca.org.au
Email:	info@afca.org.au
Telephone:	1800 931 678 (free call)
In writing to:	AFCA GPO Box 3 Melbourne VIC 3001

! For more detailed information about complaints and dispute resolution, go to section 2 of the Strategic Funds AIB or visit www.ioof.com.au/contact-us/complaints to view our complaints management policy.

You should read this important information before making a decision as details regarding complaints and dispute resolution may change between the time when you read this PDS and the day when you sign the application form.

9. Other information

Your privacy

We are committed to protecting your privacy. Any personal information we collect about you will be handled in accordance with our privacy policy, which outlines how we manage your personal information, how you may access or correct your personal information, and how you may complain about a breach of your privacy. To obtain a copy of our privacy policy, please contact Investor Services on 1800 002 217 or visit ioof.com.au/privacy

For further information, refer to 'Your privacy' in the 'Strategic Funds AIB'.

Anti-Money Laundering

We are required to comply with the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) and as such we are required to collect information from you or anyone acting on your behalf, and your related parties, to comply with our obligations.

Related party contracts

IISL has investment and service contracts with related parties within the Insignia Financial Group, including:

- **I00F Service Co Pty Ltd ABN 99 074 572 919 (I00F Service Co)** I00F Service Co has been engaged to provide certain ongoing administration and operational services and is entitled to a monthly fee paid by IISL in consideration of I00F Service Co providing those services.

Constitution

The Fund is governed by a constitution. The constitution, Corporations Act and certain other laws govern our relationship with investors. The constitution of the Fund may be inspected by contacting us on 1800 002 217 or we can provide you with a copy on request.

Compliance plan

The Fund is governed by a compliance plan that details how the RE will comply with the Fund's constitution and the Corporations Act. The compliance plan of the Fund can be inspected by contacting us on 1800 002 217 or we can provide

you with a copy on request.