

Foundation Diversified Funds

Responsible Entity and Issuer: IOOF Investment Services Ltd | ABN 80 007 350 405 | AFSL 230703
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Foundation Diversified Funds Additional Information Booklet

Foundation Conservative Fund ARSN 115 121 796
Foundation Balanced Fund ARSN 115 121 689
Foundation Assertive Fund ARSN 115 121 661
(Collectively, the Funds)

This Foundation Diversified Funds Additional Information Booklet (AIB) provides additional information on topics outlined under the prescribed sections of the relevant Product Disclosure Statement (PDS) for each of the Foundation Diversified Funds. The information in this AIB forms part of those PDSs.

The information in this AIB and the PDSs 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

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

Phone: 1800 002 217

Address: GPO Box 264, Melbourne VIC 3001

Website: ioof.com.au

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Please note:

Definitions of certain capitalised terms used in this AIB are set out in the Glossary on page 15.

IOOF Investment Services Ltd (IISL) is the Responsible Entity (RE) and investment manager of the Funds.

IISL is referred to as 'RE', 'we', 'us' and 'our' throughout this document.

1. Additional information about the acquisition and disposal of interests

Investing through an Investor Service

Investors accessing a Fund through an Investor Directed Portfolio Service (IDPS) or master trust (referred to as an Investor Service, as defined in the Glossary) may use the PDS and this AIB to assist them in investing in the Fund.

By giving a direction to your Investor Service to arrange for your money to be invested in a Fund on your behalf, you do not acquire the rights of a unitholder in the Fund. Your Investor Service acquires these rights and can exercise, or decline to exercise them, on your behalf according to the arrangements governing the Investor Service.

Persons who invest in a Fund through an Investor Service will not receive confirmation of transactions, distribution statements, annual reports or Attribution Managed Investment Trust Member Annual (AMMA) statements directly from us. These will be provided to your Investor Service, which will report to you on your investments in accordance with the arrangements governing the Investor Service. You will not receive any distributions directly from the Funds, and you should refer to the disclosure document of your Investor Service for distribution payment and reinvestment options. You also forgo direct voting rights and generally will not receive notice of, or be able to attend, meetings of unitholders.

To invest in a Fund through an Investor Service, you will need to complete the documents that your Investor Service requires rather than the application form accompanying the PDS. Your Investor Service will then provide an application request to us, which will be processed in the manner described in the PDS and this AIB.

Cooling-off rights with us do not apply to clients investing through an Investor Service. You should contact the operator of the Investor Service to determine what cooling-off rights (if any) you may have with the Investor Service.

If you wish to make additional investments, withdraw your investment or transfer your investment to another person, you will have to direct your Investor Service to do so on your behalf. Withdrawal notices received from the Investor Service will be processed in the manner described in the PDS and this AIB.

The time taken to process applications and withdrawals through your Investor Service may vary due to the processing requirements of the Investor Service. Please refer to the disclosure document of the Investor Service for further details.

How to make an initial investment

The minimum initial investment for each of the Funds is set out in the relevant PDS. An initial investment for a lesser amount may be accepted at our discretion. To invest, complete the application form accompanying the PDS, and send it by post or deliver it to the address shown in the application form with any supporting documentation required. You must also pay the investment amount at the time of your application unless we determine otherwise at our discretion. Fax or electronic instructions will not be accepted for new applications.

Please refer to the application form for assistance regarding what identification information to provide to us.

If you are investing through an Investor Service you do not need to complete the application form accompanying the PDS or provide identification information to us. Please refer to page 3 for more information about investing through an Investor Service.

How to make an additional investment

If you are an existing Direct Investor in the Funds, you may make an additional investment by either:

- completing an application form accompanying the current PDS; or
- for investments to a Fund in which you have already invested, sending us a request in writing in a format approved by us (by letter, fax or other electronic

means), signed by the registered unitholder in accordance with the most recent signing instructions provided by you, specifying your account number and the Fund name and amount for the additional investment.

Please refer to the fax or electronic instruction conditions on page 8.

An application for an additional investment will be dealt with in accordance with the PDS current at the time of the application. You must also pay the additional investment amount at the time of your application. If you wish to invest in any additional Fund, your application must be for no less than the minimum initial investment amount for that Fund set out in the relevant Fund PDS. If you wish to add to your existing investment in a Fund, your application must be for no less than the minimum additional investment amount for that Fund set out in the relevant Fund PDS.

In either case, investments for a lesser amount may be accepted at our discretion. We will send you a transaction confirmation showing details of the additional investment as soon as is reasonably practicable after the additional investment.

It is important when making any investment decision that you have complete and up-to-date information. You should therefore retain the PDS and this AIB and any information we send you. This includes any future or replacement PDS and investor statements.

You are entitled to request copies of the current PDS free of charge at any time. The current PDS may also be downloaded from ioof.com.au/forms or obtained from your Investor Service.

Processing of applications

Cut-off times apply when processing applications to the Funds and determining application prices. Currently, the cut-off time is set at 2.00pm Melbourne time on a Business Day (Valuation Date). The methodology for calculating application prices is described on page 4 of this AIB.

Applications received before the cut-off time, if accepted, will be processed at the next determined application price. This is provided application monies are received as cleared funds on or before the day of application, unless we determine otherwise at our discretion. The next determined application price generally will reflect the prices as at the close of trading on the Valuation Date.

Applications received after the cut-off time, if accepted, will be processed at the application price applicable to the following Valuation Date.

Once your application has been received, we have the discretion to enter into transactions on behalf of the Fund in anticipation of receiving the cleared funds. If the cleared funds are not received by us, the applicant will be liable for losses, costs and expenses (including any tax payable) reasonably incurred by us or the relevant Fund, including losses as a direct result of adverse market movements.

Acceptance of an application is conditional on the supply of relevant identification information with your application. If we are not satisfied with the identification information, we may request additional information or reject the application.

We have discretion to reject an application (even if we have received cleared funds) or to accept it in part only. We also have discretion to accept a transfer of eligible securities as payment for the units.

Applicants are not entitled to any interest on application monies pending the issue of units. Any interest earned on application monies in the application account (after deducting bank fees and charges) will be periodically allocated to the Funds.

Cooling-off rights

Retail investors can request in writing to have their investment in a Fund cancelled within the 14-day cooling-off period under the Corporations Act. The cooling-off period begins when the investor's transaction confirmation is received or five days after the units are issued, whichever is earlier. If investors do cancel their investment within this cooling-off period, investors 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 a distribution reinvestment plan.

How to withdraw units

You may request withdrawal of some or all of your investment in a Fund at any time by providing us with a written withdrawal notice (by letter, fax or other electronic means) in a format approved by us. The notice must be signed by the registered unitholder in accordance with the most recent signing instructions provided by you. Please refer to the fax instruction conditions on page 8.

Processing of withdrawals

Withdrawal notices received by us before the cut-off time on the Valuation Date (currently set at 2.00pm Melbourne time on a business day) will be processed at the withdrawal price determined as at the next valuation. Withdrawal notices received by us after the cut-off time will be processed at the withdrawal price applicable to the following Valuation Date.

We may, at our discretion, decline to withdraw units having a value that is less than the current minimum initial investment amount for each of the Funds set out in the relevant Fund PDS, unless the withdrawal notice relates to the balance of your holding. However, the present practice is to accept withdrawals of \$10,000 or more.

Please note that, in accordance with the constitutions, the Corporations Act, or other obligations, we may suspend or freeze the withdrawal of units in a number of circumstances including where it is impractical to calculate the current unit value, due to, for instance, the closure of a securities exchange or as otherwise required by law.

The description of withdrawal procedures on page 4 assumes that a Fund remains liquid within the meaning of the Corporations Act. If a Fund becomes illiquid, we may make withdrawal offers to investors, but we are not required to do so. Given the investment strategies of the Funds, the Funds are not expected to become illiquid in the ordinary course of business.

We can withdraw units without you asking

Under the terms of the constitutions, if a withdrawal of units in a Fund would result in you having units which are worth less than the current minimum initial investment amount for that Fund, we may, at our discretion, treat the withdrawal notice as relating to your entire holding of units in that Fund.

Payment of withdrawal proceeds

Withdrawal proceeds will usually be paid by electronic transfer within 10 Business Days of receipt of the withdrawal notice (the constitutions generally allow up to 30 days) to a nominated Australian bank, building society or credit union account. There are a number of circumstances in which this period may be extended, including where it is impractical for us to calculate the net asset value of a Fund, for example due to the closure of a securities exchange or trading restrictions on a securities exchange; an emergency or other state of affairs; the declaration of a moratorium in a country where the Fund has assets; a closure or restrictions on trading in a relevant foreign exchange market (impacting on the conversion of any currency); or where the realisation of assets cannot be effected at reasonable prices; or having regard to the value of withdrawal requests received or assets which must be realised to satisfy those requests. In such circumstances, the period for satisfying withdrawal requests may be extended while the circumstances apply.

Withdrawal proceeds cannot be paid to third parties.

However, in relation to some or all of the withdrawal amount, we may, at our discretion, elect to transfer to you assets of a Fund to the value of the withdrawal amount, or hold those assets on trust for you, rather than pay cash.

Transferring your investment

To transfer the ownership of your units in a Fund, you will first need to contact us to request its approval, which may be withheld at our discretion. If we accept

a transfer, we will inform you of our requirements in relation to the documentation and processing of the transfer. It is the investor's responsibility to obtain independent advice as to the applicability, extent and payment of stamp duty in relation to the transfer.

The Funds' units are not listed on any securities exchange.

Unit pricing

When you invest in a Fund, you are issued with a number of units in that Fund based upon the amount invested and the current unit price. Each unit represents an equal part of the net asset value of the Fund (the value of the assets of the Fund (or class) less any liabilities, including expenses related to that Fund (or class)). The value of a unit is determined by dividing the net asset value of a Fund (or class) by the number of units on issue at the relevant time for that Fund (or class).

The price you pay when applying to a Fund (buying units) or receive when withdrawing from a Fund (selling units) is calculated as follows:

- Buy price = net asset value per unit plus the buy spread
- Sell price = net asset value per unit minus the sell spread

The buy/sell spread applicable for a Fund is our reasonable estimate of the transaction costs that the Fund may incur to buy and sell assets when an investor transacts. The unit price generally changes every business day, reflecting the performance (rises and falls in value) of the underlying assets due to market movements, as well as income earned, fees, expenses and taxes paid and payable.

Unit prices are generally calculated daily.

The most recent buy and sell prices for the Funds can be found at ioof.com.au/forms

The constitutions of the Funds allow us to exercise discretions which may affect unit pricing. Our unit pricing discretion policy sets out, among other things, the principles we adhere to when exercising these discretions. This policy is available free of charge by contacting Investor Services on **1800 002 217**.

2. Additional information about the Funds

IOOF Investment Services Ltd (IISL) as Responsible Entity and investment manager

As the RE, we are responsible for the administration and management of each Fund. Under the constitutions and the Corporations Act, we must:

- act honestly and in the best interests of unitholders;
- have adequate arrangements for the management of conflicts of interest that may arise in providing financial services;
- exercise a reasonable degree of care and diligence;
- ensure that a Fund's property is clearly identified, held separately from any other of our property and property of any other scheme, and is valued at regular intervals;
- ensure that any payments made from a Fund are in accordance with the constitution and the Corporations Act;
- ensure that the constitution and compliance plan of each Fund meet the requirements of the Corporations Act; and
- report to ASIC any breaches that result, or are likely to result, in material loss or damage to unitholders, amongst other significant breaches that must be reported to ASIC.

IISL holds an Australian Financial Services Licence (AFSL) that authorises it to act as the RE of the Funds. Details of its AFSL can be found on ASIC's website at www.asic.gov.au

As investment manager of the Funds, IISL's responsibilities include managing the Funds' assets, establishing, implementing and monitoring the Funds' investment objectives and strategies.

Constitutions

Each Fund is governed by a constitution. Together with the Corporations Act, the constitutions set out the conditions under which the Funds operate and the rights, responsibilities and duties of the RE, as well as those of the unitholders. Your rights as a unitholder of a Fund include:

- to share in distributions of income and capital from the Fund;
- to share in the distribution of assets of the Fund if the Fund is wound up; and
- to requisition, attend and vote at meetings of unitholders of the Fund.

Each unit in a Fund confers on its holder an equal interest in the relevant Fund, but no unit confers an interest in any particular part of the Fund's assets or the right to participate in the management of the Fund.

Under the constitutions, IISL has power to borrow on behalf of the Funds. However, we would only borrow where we believe it is in the best interests of unitholders to do so. There is no current intention to borrow on behalf of any of the Funds, other than to the extent required to manage cash flows by way of short-term funding of withdrawals of units and asset purchases.

Copies of the constitution for each Fund are available from us free of charge on request.

We may amend a constitution if we reasonably consider that the change will not adversely affect your rights as a unitholder. Otherwise, we must obtain the approval of unitholders in accordance with the Corporations Act.

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.

There are a broad range of ESG factors that may impact the risk profile and/or return characteristics of an investment. Some examples include:

Environmental (E)

- Climate change initiatives like reduction in greenhouse gas emissions
- Waste management
- Energy efficiency
- Water supply
- Pollution
- Biodiversity

Social (S)

- Human capital management
- Labour standards
- Modern slavery
- Diversity, Equity and Inclusion (DE&I)
- Workplace health and safety
- Integration with local community and earning a social licence to operate
- Indigenous rights
- Employee engagement

Governance (G)

- Rights, responsibilities and expectations across all stakeholders
- Board structure, diversity and independence
- Executive remuneration (short- and long-term incentives)
- Bribery and corruption
- Anti-competitive behaviour
- Political lobbying and donations
- Shareholder rights
- Tax strategy

Some investment strategies and asset classes are better suited to consideration of these factors than others. See the 'Responsible investment limitations' section for more detail.

Responsible investment in the Funds

The Funds are not promoted as socially responsible or ethical investments.

Except as stated below, the Responsible Entity does not take into account labour standards, environmental, social and ethical considerations for the purposes of selecting, retaining or realising investments.

When making investment decisions, the following responsible investment approaches are used for the Funds (where possible) to improve investment outcomes:

- **ESG Integration** means identifying and considering relevant ESG factors in the investment decision-making process. This allows them to recognise and act upon opportunities and risks related to ESG factors.
- **Active Ownership** means being active owners in the companies your money is invested in by using ownership rights, such as proxy voting and engaging with these companies on a range of commercial, strategic and ESG factors. This provides an opportunity to enhance and protect the long-term value of investments.
- **Negative screening** means excluding certain sectors and companies because they're associated with certain controversial business activities. See the 'What's excluded' section below.

The investment manager researches and analyses the underlying investment managers it selects prior to their appointment, including their consideration of ESG factors in their portfolios, where applicable. The investment manager monitors and collects regular reporting on each underlying investment manager's approach to responsible investment, including its proxy voting decisions and significant company engagements.

The responsible investment approach can change. For example, this can occur through a change in approach by IISL, a change in approach by the underlying investment manager or a change in an underlying investment manager. We will notify you of any such changes in accordance with our obligations under the law.

Responsible investment limitations

The following limitations apply for ESG Integration and Active Ownership for a Fund:

Category	Responsible investment limitations
Investment strategy	
Passive	Passive funds will follow a chosen market index. ESG Integration for a Fund will only occur to the extent that the provider of the chosen market index includes ESG Integration in its methodology.
Quantitative or factor-based	ESG Integration for a Fund will only occur to the extent that ESG Integration is included in the quantitative or factor-based methodology.
Asset class	
Cash and short-term securities	Responsible investment approaches are not used in respect of any investment in cash and short-term securities.
Fixed interest <ul style="list-style-type: none"> Sovereign and supranational issuers Corporate issuers (credit) Structured credit (eg mortgage-backed securities) 	<ul style="list-style-type: none"> Information may not be available for some issuers and ESG Integration cannot be assured for those investments. Holders of fixed interest securities generally do not have ownership rights and therefore Active Ownership cannot be assured for those investments. Issuers of the instruments may not be listed companies and may operate under private arrangements. Material ESG issues faced by the issuer may be difficult to identify, analyse and report on due to limited visibility of underlying securities.
Alternatives	<ul style="list-style-type: none"> ESG Integration cannot be assured for all investments given the type of assets and their structures. Investors in alternatives may not have ownership rights and therefore Active Ownership cannot be assured for those investments. Information availability is limited for private businesses and ESG Integration cannot be assured for those investments. This includes when the investment is indirect via an investment vehicle that has exposure to private businesses, such as a listed investment, externally managed investment (an investment not managed by the responsible entity or investment manager), or other financial market/exchange-traded investment. Investors in private businesses, under direct or indirect arrangements, may not have ownership rights and therefore Active Ownership cannot be assured for those investments.
Infrastructure and Property	Information may not be available for some issuers and ESG Integration cannot be assured for all investments in private companies and enterprises.
General	
Derivatives	Responsible investment approaches are not used in respect of any investment in derivatives.
Externally managed investments	Responsible investment approaches for the Funds may not be used for an externally managed investment and the exposure to the investment may be small or large.

What's excluded

A negative screen is employed for the Funds to exclude investment in companies which manufacture cigarettes or other tobacco products or generate any revenue from manufacturing cigarettes or other tobacco products (referred to as Tobacco manufacturing in this document). The negative screen will apply to the asset classes of Australian shares, international shares, fixed interest, alternatives and property related securities.

A Tobacco manufacturing company is a company that satisfies the following:

- Tobacco manufacturing, or
- >0% revenue limit from Tobacco manufacturing.

The negative screen applies in respect of manufacturing and no other business activities by a company. Therefore the Funds may have exposure to activities related to the value chain for Tobacco manufacturing eg raw materials, production inputs, distribution, retail sales and the financing of such activities.

The revenue limit is determined as sales or revenue for the company from Tobacco manufacturing as a proportion of the net operating revenues in the most recent year from all ongoing lines of business of the company. For example, a 0% revenue limit would mean that any company with more than 0% of its net operating revenue or sales in the most recent year coming from Tobacco manufacturing would be excluded from the Funds. The sales or revenue amount for the company is determined on appropriate publicly available revenue data. The screen is implemented by using data from a reputable third-party data provider.

Practical limitations

While this negative screen captures most companies, not all companies are required to make full disclosure about their involvement in these activities (or they cannot be identified through indirect ownership structures). There are limitations in the availability, collection and reporting of this information. If a company's revenue mix changes (eg prior non-disclosure, or due to merger or demerger activities) and then exceeds the permitted revenue thresholds, a timely review of that company will be undertaken after it has been identified and its securities will be excluded as required.

The Funds may, from time to time, have a small level of unintended exposure. This could occur where there is a delay in data availability, or an inability to exit an investment. The Funds could have an exposure through the use of cash and short-term securities, index options, futures, exchange traded funds, or an externally managed investment where the Funds are unable to impose the negative screen for Tobacco manufacturing which may also result in a small level of unintended exposure.

Compliance plans

Each Fund has a compliance plan which covers compliance areas prescribed by the Corporations Act and ASIC policy. Each compliance plan describes key controls and measures designed to ensure that IISL's business activities in respect of each Fund comply with the Fund's constitution and the Corporations Act. The compliance plans are externally audited annually in accordance with the law. Copies of the compliance plans are available free of charge on request.

Custodians of Fund assets

We have appointed custodians for certain assets of the Funds.

The custodians may only act in accordance with the terms of the custody agreements between us and them. Under the constitution for each Fund, we have the discretion to change the custodians at any time, subject to the terms of the custody agreement.

Liability of IISL

Each constitution contains limits on the RE's liability, including limiting its liability to the extent to which we may be indemnified for that liability out of the assets of the relevant Fund. The limitation of liability is subject to the Corporations Act and accordingly will not apply if a particular liability arises because of the failure by us to perform our duties properly.

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

We collect your personal information from the application form you complete when applying for this product for the purpose of providing you with the products and services that you request and for related purposes, including providing you with financial advice and ongoing services in relation to your account with us, or providing information about other products and services that may be of interest to you. You may contact us at any time to let us know that you do not want your personal information to be used or disclosed for marketing purposes. If you do not provide all the information requested in your application form, we may not be able to process your application.

To verify your identity for Know Your Customer (KYC) purposes, we may also solicit personal information about you from reliable identity verification service providers.

For the purpose of providing you with the products or services you have requested, we may disclose your personal information to our related bodies corporate or external parties, including your financial adviser or employer, banks or other financial institutions, medical professionals, insurers, legal or accounting firms, auditors, mail houses, or when required or authorised to do so by law. It is generally unlikely that we will disclose your personal information overseas; however any overseas disclosure does not affect our commitment to safeguarding your personal information and we will take reasonable steps to ensure any overseas recipient complies with Australian privacy laws.

Disclosure of interests

IISL receives fees and may be entitled to reimbursement of certain expenses as outlined in this AIB and the relevant Fund PDS. From time to time IISL may hold units in some or all of the Funds on its own account.

Fax or electronic instructions

If you choose to fax or send instructions via other electronic means (such as email) regarding your investments, you agree that we may rely and act on any instruction communicated from your fax or other electronic address which

reasonably appears to be duly authorised by you and agree to release us from, and indemnify us against, any losses or liabilities that we incur as a result of properly acting on such an instruction, except where we know, or have reasonable grounds to suspect, that the instruction is not authorised by you or is erroneous. You also agree that we are not required to act on instructions sent to us by fax or other electronic means unless they have been received by us in a complete and legible form.

Please be aware of the risk of someone giving us a fraudulent withdrawal notice by getting access to your account number and a copy of your signature.

Anti-Money Laundering/Counter-Terrorism Financing and Sanctions

To comply with the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) (AML/CTF) and Sanctions laws, we are required to collect and verify information from you (or anyone acting on your behalf, including any related parties). We may also ask for additional information that is reasonably required to comply with AML/CTF and Sanctions laws. This could include information about you, or a holder of a beneficial interest in the investment, or the source of funds used in connection with the investment.

We may be required to take necessary actions including delaying, blocking, freezing or refusing to process any transaction related to your investment, if we have reasonable grounds to suspect that the transaction may be in breach of any obligation, or cause us to commit or participate in an offence under any AML/CTF or Sanctions laws. We also reserve the right to report details of accounts or transactions to the relevant authorities where we are legally obliged to do so.

We will incur no liability to you or a related party if your transactions are delayed, blocked, frozen or refused under the above circumstances.

3. Information about your investment

Information to be sent to Direct Investors in the Funds (including the operator of Investor Services)

After you have invested, you will be sent:

- transaction confirmations showing details of each application or withdrawal;
- annual periodic statements, outlining the total value of the investment at the end of the period, including any withdrawals, additional investments and income distributions received;
- income distribution statements;
- if a Fund has attributed income during the year, an AMMA statement after 30 June showing all attribution, distribution and cost-base adjustment information to assist you in preparing your tax return; and
- annual reports, comprising audited accounts, together with reports from the RE and the auditor (if you have chosen to receive the annual report).

You can elect to receive, free of charge, a copy of the annual financial report as a hard copy or an electronic copy by contacting us. If you do not make an election, you can access a copy of the annual report on the IOOF website (ioof.com.au).

Persons who invest in a Fund via an Investor Service will not receive the above documentation directly from us. These will be provided to your Investor Service, which will report to you on your investments in accordance with the arrangements governing the Investor Service.

Disclosing entities

One or more of the Funds may become a 'disclosing entity' as defined in the Corporations Act. Where this occurs, it will be subject to regular reporting and disclosure obligations under the Corporations Act.

Copies of documents lodged with ASIC in relation to a Fund may then be obtained from, or inspected at an ASIC Office. If a Fund becomes a disclosing entity, please contact us if you wish to obtain a copy of the following documents:

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

Any other continuous disclosure notices required under the Corporations Act will be made available at ioof.com.au in accordance with the requirements of ASIC policy.

How you can obtain up-to-date information

Information in this AIB and the PDS may change. If a change will be materially adverse to Investors, a new PDS will be issued for the relevant Fund. However, if a change will not be materially adverse to Investors, updated information will be provided on the IOOF website (ioof.com.au/forms). A paper copy of new information can also be requested, at no charge, by calling Investor Services on **1800 002 217** or your Investor Service.

If you would like more information about the Funds generally, you can contact your financial adviser.

4. Distributions

What distributions will be made?

Each of the Funds may earn income, which 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(s).

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 Funds generally distribute income based on the frequency and dates specified in each of the Fund's PDS and based on the number of units held on the distribution date.

Distributions are normally paid within 30 days of those dates, although certain Funds' constitutions allow 60 days 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.

Your distribution choices

You may choose on the application form to have your distributions:

- reinvested in additional units in the relevant Fund; or
- paid directly to your nominated financial institution account.

Please note that if you do not make a distribution choice, distributions will automatically be reinvested in additional units in the relevant Fund.

Where your distributions are reinvested, the units you will receive will be issued without any buy spread added. If you choose to have your income distribution credited to a nominated financial institution account and the payment is rejected, this will be taken as a direction to reinvest that income distribution and all future income distributions.

You may change your choice of distribution payments up to 10 days prior to the expiration of the current distribution period by sending us a written request.

We may, acting reasonably, decline your request. If the request is declined, we will notify you within a reasonable time frame. Distributions generally cannot be paid to third parties.

You will be sent a statement detailing your income distributions or attributable

income.

Note: Indirect investors will need to consider the Investor Service offer document about what distribution payment options are available to them.

5. Additional information about investing and risk

By investing in the Funds, investors are exposed to degrees of risk.

Please refer to the relevant Fund PDS for a summary of risks specific to that particular Fund.

Asset class risk

Asset class describes a type of investment, such as shares, property, fixed interest and cash. Different asset classes have different levels of risk and return. Asset class risk is the risk arising from investing in a particular asset class. For example, shares are generally more volatile (ie they are likely to experience greater fluctuations in value) than fixed interest investments. Assets with the highest long-term returns may also carry the highest level of short-term risk.

Counterparty risk

This is the risk that a party to a contract will not live up to its contractual obligations, for example, a counterparty defaults on repayment on a loan or settling on a derivatives contract.

Credit risk

The market value of securities could fall if the issuer or guarantor of a fixed interest security defaults or delays on principal repayments and/or interest payments, or is otherwise unable to honour its obligations.

Currency risk

Movements in currencies may affect the value of a 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.

Derivative risk

Derivatives are contracts between two parties that usually derive their value from the amount or value of an underlying asset, rate or index. Derivatives may be used by a Fund to gain, reduce or modify exposure to a particular asset class or currency. Risks associated with using these types of securities might include the value of the derivative failing to move in line with the underlying asset, potential illiquidity of the derivative and counterparty risk (this is where the counterparty to the derivative contract cannot meet its obligations under the contract).

Emerging markets risk

Emerging markets expose investors to additional risks beyond risks associated with investing in developed international markets. These additional risks may include greater price volatility, less liquidity, more government intervention in the economy, greater political uncertainty (including less certain tax policies) and less government supervision and regulation of securities markets.

Interest rate risk

Changes in interest rates may affect the value and returns on investments. Typically, the value of securities, especially bonds, will fall with a rise in interest rates.

International investment risk

Investing in international markets exposes a 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.

Market risk

Unexpected conditions (such as economic, technological or political) may have a negative impact on the returns of investments within a particular market. Market risk may have different impacts on each type of asset, investment style and investor.

Real estate industry risk

The value of securities in the real estate industry may be affected by changes in real estate values and rental income, property taxes, increases in operating expenses, interest rates, and tax and regulatory requirements (including changes to zoning laws).

Regulatory risk

Regulatory risk arises from policy, regulatory or taxation changes introduced by a government or a regulator, which may affect the returns of investors. These policy, regulatory or taxation changes may occur in Australia or other countries to which a Fund has exposure.

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.

Term risk

Term risk refers to the risk of investing in fixed interest securities such as bonds that mature in the future. In general, the longer the time until a bond matures, the more its price may fall or rise due to changes in interest rates, inflation, supply and demand, risk aversion and other factors.

Fund risk

Risks particular to each Fund include that it could terminate, the fees and expenses could change, the RE and/or underlying investment manager could be replaced and/or the key personnel of the RE or underlying investment manager could change.

6. Additional information about fees and costs

Fees and costs summary

This section provides further information about the 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 managed investment scheme as a whole. It is our intention to pay such amounts from the Funds' assets.

Further information about taxes is set out in another section of this AIB.

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

Fees and costs for particular Funds are set out in this section. These fees are quoted inclusive of goods and services tax (GST) and after taking into account any expected reduced input tax credits (RITCs). Where fees have been quoted to two decimal places, the actual fee may have been rounded.

Foundation Diversified Funds		
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 between 0.58% and 0.59% pa of each relevant Fund's net asset value, comprised of: <ol style="list-style-type: none"> 1 A management fee of between 0.58% and 0.59% pa of each relevant Fund's net asset value. 2 Estimated indirect costs of between 0.00% and 0.00 % pa of each relevant Fund's net asset value. 	<ol style="list-style-type: none"> 1 The management fee is calculated on the relevant Fund's net asset value. It is not deducted from your account directly but from the assets of the relevant Fund. It is accrued daily and paid monthly, and the accrued amount is incorporated into the daily unit price of each 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 costs The costs incurred by the scheme when buying or selling assets	Estimated to be between 0.00% and 0.01 % pa of each relevant Fund's net asset value.	These costs are paid from the assets of the relevant Fund as and when they are incurred. They are not deducted directly from your account but from the assets of the relevant Fund and incorporated into the daily unit price of the relevant 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 between 0.01% and 0.01% of the application amount on investments made in each relevant Fund and between 0.03% and 0.05% of the withdrawal amount on withdrawals made from each relevant Fund.	The buy spread is added to the net asset value per unit when you buy units. The sell spread is deducted from the net asset value per unit when you sell units. 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.
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

Management fees and costs

The estimated management fees and costs are fees and costs for investing the Fund's assets. The management fees and costs don't include performance fees, transaction costs or the buy-sell spread.

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

Management fee

The management fee is an estimate and includes fees charged by:

- underlying investment managers, and
- the Responsible Entity for managing the assets of the Funds and overseeing the day-to-day operations of the Funds.

The Responsible Entity will pay out of its portion of the management fee any fees and other costs and expenses incurred in operating the Funds ('operational costs'), such as custody costs, registry costs, auditing fees and tax return fees. The payment of any fees and other costs and expenses out of the management fee does not extend to the performance fee. This will be a cost to the relevant Fund in addition to the management fee.

We have the right to increase our fees up to the limit set out in the relevant Fund's constitution without obtaining the consent of unitholders, but will give unitholders 30 days' advance written notice of such an increase.

Indirect costs

The Funds may also incur costs and expenses that won't be charged as a management fee but are expected to reduce the net return of the Funds. These indirect costs may be incurred through investment in underlying investment funds. These indirect costs are reflected in the daily unit price and any reporting on the performance of the Funds.

Estimated indirect costs are based on actual costs incurred for the financial year to 30 June 2024 and/or reasonable estimates where information was unavailable at the date this document was issued. Amounts may vary from time to time and

you will not be given advance notice of any changes to these amounts. Updated amounts will be available at ioof.com.au/forms

Expense recoveries

Expenses incurred in the day-to-day operation of the Funds may be payable from the assets of each applicable Fund.

Currently, we do not recover day-to-day expenses from the Funds separately. Instead we bear those expenses at no additional cost to you. However, any unusual or non-recurrent expenses incurred by the RE in relation to the Funds (such as unitholder meetings, acquisition and disposal or other dealings with any investments, or abnormal operating expenses) would be directly recoverable from the relevant Fund as an additional cost to you for administering your investments.

Performance fees

There are currently no performance fee arrangements in place with any of the underlying investment managers of the Funds.

Transaction costs

Transaction costs are the costs incurred when assets in the Funds or in underlying investments are bought or sold and includes costs such as brokerage, stamp duty, settlement costs, clearing costs, custody transaction costs and government charges. Transaction costs may also be incurred when the market process for trading assets causes the price paid or received to be different from the value of the assets immediately after the transaction, for example, where bid/ask spreads are incurred.

These costs are not included in the management fees and costs and are an additional cost to you. No part of the transaction costs are paid to us or any investment managers.

The indicative estimated transaction costs for the Funds (based on the 30 June 2024 financial year) are detailed in the table below:

	Total estimated gross transaction costs (% pa) ¹	Minus buy- sell spread recovery (% pa) ^{1,2}	Equals transaction costs (% pa) ³
Foundation Assertive Fund	0.02	0.01	0.01
Foundation Balanced Fund	0.01	0.01	0.00
Foundation Conservative Fund	0.01	0.01	0.00

¹ Presented as a percentage of the average Fund size and based on the financial year as at the date of this AIB.

² The buy-sell spread is incurred by those investors trading (buying and selling investments) in the Funds.

³ This is the estimated percentage by which the Fund's investment return has been reduced by transaction costs.

You can determine the dollar value of these costs by multiplying the transaction cost rate with your average account balance.

For example, the transaction costs on an average balance of \$1,000,000 in the Foundation Balanced Fund is estimated at \$0 pa (ie \$1,000,000 x 0.00% pa). However, it is important to note that such costs for future years may differ. Transaction costs in the 'Fees and costs summary' are stated net of the amount recovered through the buy-sell spread.

Total ongoing annual fees and costs

The current management fees, indirect costs, transaction costs, performance fees, total ongoing annual fees and costs, and buy-sell spreads for each Fund are estimated and detailed below:

Fund	Estimated management fees (% pa) ¹	Estimated indirect costs (% pa)	Estimated transaction costs (% pa) ¹	Estimated performance fees (% pa)	Total estimated ongoing annual fees and costs (% pa)	Buy-sell spread ² (%)	
						Buy spread (%)	Sell spread (%)
Foundation Assertive Fund	0.59	0.00	0.01	0.00	0.60	0.01	0.05
Foundation Balanced Fund	0.58	0.00	0.00	0.00	0.58	0.01	0.04
Foundation Conservative Fund	0.58	0.00	0.00	0.00	0.58	0.01	0.03

¹ These estimated fees and costs are subject to change from time to time. The actual fees and costs may vary from the estimated fees and costs listed above depending on changes to the composition of the Funds' underlying assets, changes to underlying investment managers and their fees, where any unusual or non-recurrent expenses are incurred or any changes to other related expenses.

² The actual buy-sell spread may differ from the estimated spreads listed. Buy-sell spreads are subject to change from time to time without prior notice. See pages 9 and 10 for additional information on transaction costs and the buy-sell spreads.

Buy-sell spread

You incur the buy-sell spread when you buy or sell units in the Funds. The buy spread is added to the net asset value per unit when you buy units. The sell spread is deducted from the net asset value per unit when you sell units. 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 Funds and is designed so that, as far as practicable, the estimated transaction costs incurred as a result of investor applications and withdrawals are borne by that investor and not by other existing investors in the relevant Fund.

Buy-sell spreads may change from time to time. Increases (and decreases) may be significant. We may waive or reduce the buy and sell spreads at our discretion.

The latest buy-sell spreads can be found at ioof.com.au/forms. Investors may not be notified of changes, and should check current buy-sell spreads before making any investment decision.

Reinvestment of distributions does not incur the buy spread.

Differential fee arrangements

We may charge, rebate or waive management fees to certain Professional Investors, sophisticated investors or wholesale clients on a basis that differs from that applying to other unitholders, based on individual negotiations with those investors, in accordance with applicable ASIC instruments and relevant law. These arrangements do not involve any extra costs to the Funds.

Fees may be waived

Under the constitution for each Fund, we may waive or defer the payment of our management fees and reimbursement of expenses. We may also elect to receive units in a Fund instead of cash.

Where payment of our management fees is deferred, the fees accrue daily until paid.

Payments to Investor Services

A Fund may make payments to operators of an Investor Service such as Investor Directed Portfolio Services (IDPS), master trusts and wrap accounts for various services provided. Expense recoveries relating to such payments will be divided equally amongst the Funds that receive such services from the Investor Service.

Interfunding

Where the Funds invest in other unit trusts, including Insignia Financial Group unit trusts, we ensure there is no doubling-up of management fees and costs.

Financial adviser fees

Additional fees may also be payable to your financial adviser if consulted. Such fees will be set out in the Statement of Advice that they provide to you.

7. Taxation information

The AMIT regime

Each of the Funds is an Attribution Managed Investment Trust (AMIT).

This means:

- Each Fund will be deemed to be a 'fixed trust' for taxation purposes.
- The allocation of taxable income to its investors is based on "attribution" on a "fair and reasonable basis", rather than a present entitlement to the "income of the Fund" for each financial year and the Fund is not liable for tax provided all its taxable income is attributed to investors.
- A Fund may make year-on-year adjustments to reflect under-or-over distributions of the Fund's income.
- Investors may increase or decrease the cost base of their units where taxable income attributed is either greater than or less than (respectively) broadly the cash distribution and tax offsets for an income year, to help alleviate the potential for double taxation.

Under the AMIT regime:

- Australian residents will include their share of the Fund's taxable income in their income tax return, and
- non-residents may have withholding tax deducted from distributions they receive from the Funds.

Each Fund may accumulate income which is reflected in the unit price. Taxable income is attributed to investors, even if a Fund doesn't distribute its income.

However, we intend to continue our current practice of distributing all of the Fund's taxable income (including any capital gains) to our investors each financial year. We will notify you if this changes.

The details of the taxable income attributed to you will be set out in an AMIT Member Annual Statement (AMMA Statement), which will contain all necessary tax information. The tax payable (if any) depends on your individual tax profile and applicable tax rate.

If you disagree with our attribution of taxable income, you can object to the Commissioner of Taxation. If you decide to take this course, it is important that you obtain professional tax and legal advice. The constitution provides for you to give us notice before making an objection, so please do so and we will work with you to try to resolve the issue.

Taxation of Financial Arrangements (TOFA) regime

Certain financial arrangements may be taxed under the TOFA regime. The TOFA provisions aim to align the taxation recognition of gains and losses on financial arrangements with commercial recognition of such gains and losses. Under TOFA, the gains and losses on financial arrangements are recognised on an accruals basis rather than on realisation basis. In some cases, amounts may be recognised for taxation purposes before the relevant gains or losses are realised by the Fund.

Goods and Services Tax (GST)

GST will not apply to applications or withdrawals from the Funds. Certain expenses incurred by each Fund may be subject to GST (currently at a rate of 10 per cent). The Funds may be able to claim a reduced input tax credit (RITC) in relation to those expenses subject to GST. Unless otherwise stated, the fees quoted in the PDS and the AIB take into account the expected net impact of GST (ie net of available RITCs).

Tax File Numbers and Australian Business Numbers

You are not required to quote your Tax File Number (TFN) or Australian Business Number (ABN) (if applicable), nor claim an exemption from providing a TFN.

However, if a TFN or ABN is not provided or an exemption is not claimed, the Responsible Entity is required by law to withhold tax from distributions at the top marginal tax rate plus the Medicare Levy. If you are making this investment on behalf of a business or enterprise you carry on, you may quote your ABN instead of a TFN.

8. Other important information

Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS)

We are required to collect information about your tax residency status, including whether you are a US citizen or resident for US tax purposes, and other relevant information to determine your reporting status under the FATCA and the CRS rules. If you identify yourself as a foreign resident for tax purposes, your account information may be reported to the relevant tax authorities.

9. Glossary

In this AIB, references to:

ARSN	Means Australian Registered Scheme Number.
ASIC	Means the Australian Securities and Investments Commission.
Authorised Signatory	Means one or more signatories of the investor as instructed via the application form.
Business Day	Means a business day in Melbourne, Victoria, Australia.
Constitution	Means the constitution for a particular Fund as amended or replaced from time to time.
Corporations Act	Means the Corporations Act 2001 (Cth) as amended from time to time.
Direct Investor	Means an investor who is a registered holder of units in one or more of the Funds, as opposed to an indirect investor who holds an interest indirectly through an Investor Service, such as an Investor Directed Portfolio Service (IDPS), IDPS-like scheme, master trust, wrap account, or a nominee or custody service.
Fund	Means one or more, depending on the context, of: Foundation Conservative Fund ARSN 115 121 796 Foundation Balanced Fund ARSN 115 121 689 Foundation Assertive Fund ARSN 115 121 661
GST	Means applicable goods and services tax.
IISL	IOOF Investment Services Ltd ABN 80 007 350 405 AFSL 230703
Investor Service	Means an Investor Directed Portfolio Service (IDPS), IDPS-like scheme, master trust, wrap account, or a nominee or custody service.
PDS	Means the Product Disclosure Statement of the relevant Fund.
Professional Investor	Means a professional investor as defined in section 9 of the Corporations Act, and includes holders of Australian Financial Services Licences, bodies regulated by the Australian Prudential Regulatory Authority, various persons controlling more than \$10 million in funds and listed companies.
Responsible Entity or RE	Means a Responsible Entity (RE) as defined in the Corporations Act. The RE for each Fund is IISL (referred to as 'we', 'us' and 'our').
Underlying Fund	Means a managed investment scheme that a Fund invests in to gain exposure to the investments of that scheme.
Valuation Date	Means the date for which the issue price and withdrawal price of units in a Fund is determined. Unit prices are generally calculated daily.
We/us/our	Means IISL in its capacity as RE for the Funds.

Responsible Entity and Issuer

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