



ONE CASH MANAGEMENT FUND
**OFFERING
MEMORANDUM**

OFFERED BY
ONE MANAGED INVESTMENT FUNDS LIMITED
(ABN 47 117 400 987 AFSL 297042)

4 FEBRUARY 2013

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I. Important Notices

This Offering Memorandum has been prepared by One Managed Investment Funds Limited (“OMIFL”), in relation to an offer (the “Offer”) for an investment in the One Cash Management Fund (“the Fund”). One Investment Management Pty Limited (“OIM”), ABN 14 139 693 271, authorised representative number 345092 of OMIFL, is the trustee of the One Cash Management Fund. Both OIM and OMIFL are subsidiaries of One Investment Group Pty Limited, ABN 53 136 507 241, (“OIG”).

This Offering Memorandum has not been, and will not be lodged, with the Australian Securities & Investments Commission. The offer contained in this Offering Memorandum is an offer that does not require disclosure to Investors under Part 6D.2 or Part 7.9 of the Corporations Act 2001.

Investors should review this Offering Memorandum in its entirety before deciding to participate in the Offer. If, after reading this Offering Memorandum, you are unclear in relation to any matter or if you have any questions about the Offer, you should contact your accounting, tax, financial or other professional advisor.

None of the parties mentioned in this Offering Memorandum guarantees the repayment of capital or payment of income, the performance or success of any investment or the achievement of the objectives of the Fund. None of the parties mentioned in this Offering Memorandum nor any of their officers or employees makes any recommendation regarding the Offer described in this Offering Memorandum. None of the parties have considered the objectives, financial situation or needs or taxation position of any particular person in preparing this Offering Memorandum. OMIFL strongly recommends that Investors consult with appropriate legal, financial and taxation advisors in respect of the Investor’s financial position before deciding to participate in the Offer.

None of the parties mentioned in this Offering Memorandum is authorised to give any information, or to make any representation, in connection with the Offer which is not contained in this Offering Memorandum. Any information or representation not contained or referred to in this Offering Memorandum may not be relied on as having been authorised by any of the parties mentioned in this Offering Memorandum.

The Offer made under this Offering Memorandum is only available to Australian resident wholesale clients within the meaning of section 761G of the Corporations Act 2001. The Offer does not constitute an offer or invitation in any jurisdictions in which, or to any person to whom, it would be unlawful to make such an offer. The distribution of this Offering Memorandum in any jurisdiction outside Australia may be restricted by law and therefore any person who receives or comes into possession of this Offering Memorandum should inform themselves about and observe any such restrictions. Nothing in this Offering Memorandum constitutes an offer in any place which, or to any person whom, it would not be lawful to make such an offer.

II. Summary

The Offer

OMIFL is pleased to provide the following Offer to Australian wholesale clients as defined in section 761G of the Corporations Act 2001 (“Sophisticated Investors”), subject to specific conditions described in this Offering Memorandum. This Offering Memorandum is not a product disclosure document under the Corporations Act 2001 and has been prepared only for use by Sophisticated Investors.

The Fund aims to achieve a high level of security of capital, give investors a market competitive investment return and provide access to funds at call. Unitholders’ investments are pooled with other unitholders’ investments and the Fund holds deposits with a number of Australian Authorised Deposit Institutions.

In order to participate in the Offer, potential Investors will be required to complete the Application Form contained at the back of the Offering Memorandum and send it with appropriate identification to One Managed Investment Funds Limited, PO Box R1471, Royal Exchange NSW 1225. Please include a cheque payable to One Managed Investment Funds Limited Application Account or alternatively deposit your funds into the account identified in the Application Form.

OMIFL will send you a confirmation of your initial application as soon as reasonably practical after receiving your completed Application Form, identification documentation and funds.

Applications into the Fund may be declined in whole or part by OMIFL in its absolute discretion.

Key features

Unit price	\$1.00
Minimum initial investment	\$10,000 unless we approve a lower minimum initial investment
Minimum additional investment	None
Minimum withdrawal amount	None
Minimum balance	\$5,000 unless we approve a lower balance
Income	Accrues daily and is credited to your account monthly
Establishment and termination fees	None
Management fee	0.5% p.a.
Withdrawal facilities	Payment to nominated account
Reporting	Monthly statements

III. About the Fund

When you invest in the Fund you are issued units at \$1.00 each. Each unit represents an equal beneficial interest in the Fund (subject to unpaid accrued entitlements). A unit entitles its holder to a proportionate share of the Fund's income (net of fees and expenses).

Your deposits in the Fund are pooled with other Unitholders' deposits and invested in a portfolio of bank deposits that provide a high level of security and liquidity. The securities will only include bank deposits. OIM may change the Fund's range of investments and the level of investment in an asset class from time to time without notice.

Income is calculated and accrued on a daily basis and is paid to all Unitholders monthly by way of reinvestment in the Fund. Generally, the income of the Fund consists of interest earned less fees and expenses of the Fund. In the unlikely event accrued income is negative on a redemption of Units, your redemption proceeds will be reduced by that amount.

Since inception (December 2010), the Fund has delivered investors an annualised premium after fees in excess of 0.7% over the Reserve Bank of Australia Cash Rate.

IV. Risks

Investment in the Fund carries risks, including volatility of returns. Volatility refers to the degree to which returns may fluctuate around their longer term average.

There is also the risk that OIM will choose particular investment strategies that are less profitable than others. All investments are subject to risk. The risks we have set out below are, we believe, the most significant risks of the Fund.

Interest rate risk

Changes to interest rates can have a direct and indirect impact (negative or positive) on returns.

Credit risk

When investing in bank deposits it is necessary to consider credit risk. Credit risk refers to the counterparty failing to meet an obligation to pay periodic interest or to repay the principal sum at maturity.

Fund risk

There is a risk that the Fund will terminate, fees and charges will increase, OIM will be replaced as trustee of the Fund or its investment professionals will change.

Note that, although the Unit price is set at \$1.00, there is no guarantee on the capital or return of the Fund. An investment in the Fund does not get the benefit of any government guarantee.

V. Terms and Conditions

Investing in the Fund

To invest in the Fund simply deliver a correctly completed current Application Form together with your initial deposit and appropriate identification documentation. By completing the application form you agree to be bound by the terms and conditions, acknowledge that you have read the terms and conditions and information set out in the Offering Memorandum and agree that we may not accept your application for units.

Who can invest?

Investors may only invest if they are a wholesale client within the meaning of section 761G of the Corporations Act 2001. The Fund is not a registered managed investment scheme and only wholesale clients can invest. Investors will need to fall within one of the categories below.

- (a) **Invest at least \$500,000**
The investor invests at least \$500,000 at one time.
- (b) **Net assets of at least \$2.5m or gross income in excess of \$250,000**
The investor supplies OMIFL with an Accountant's Certificate that shows that they have net assets of at least \$2.5m or gross income for each of the last two financial years of at least \$250,000 or the investor is a company or Fund controlled by someone who has such an Accountant's Certificate.

OMIFL reserves the right to refuse any application in its absolute discretion.

How to make additional investments

To make an additional investment, simply mail us a cheque or deposit funds into the following account with your client reference number as the reference:

Account Name: One Investment Management Pty Ltd
ATF One Cash Management Fund
BSB: 332-127
Account No.: 553 966 534

Distribution reinvestment scheme

Income will be reinvested by way of an automatic application for additional units in the Fund. The application for units in this way will be subject to the terms and conditions of the Fund. Units allotted under the distribution reinvestment scheme will be allotted in accordance with the terms and conditions set out in the Offering Memorandum and the Trust Deed.

Keeping us informed

You must notify OIM in writing of any changes to any details that you have given OIM. OIM will not be held responsible for any errors or losses associated with changes to your details where it has not received reasonable prior notice unless it has acted fraudulently or with gross negligence.

Future changes

From time to time, OIM may change the fees and charges, any term or condition applicable to the Fund. When OIM intends to introduce any new fee or charge or increase a fee or charge, you will be notified in writing at the address shown in the Register, or electronically to the email address you have provided OIM with. The notice will be sent at least 30 days before the effective date of the change.

Redemptions

All units will be redeemed at a redemption price of \$1.00. Please note, however, that this is not a capital guarantee. Any redemption or outward transfer of funds from your account will be deemed to be a request to us to redeem that number of Units that will realise a sum equal to the amount of the redemption or outward transfer, subject to outstanding fees or charges, any income entitlement and whether or not your balance will be reduced to nil or overdrawn. That number of units will generally be deducted from your unitholding with effect from the day that OIM is taken to process the redemption or transfer. You cannot make direct cash redemptions from the Fund. The total amount of your redemption proceeds may be adjusted downwards in the event that accrued income is negative.

Provided you have sufficient available balance, redemption proceeds will be available within 3 Business Days provided your request is received by 11am on a Business Day.

Simply complete the Redemption Request Form. Withdrawals can be paid partially or in full, however they can only be paid into your nominated bank account.

In the unlikely event that the Fund becomes illiquid, Unitholders will only be able to redeem Units if OMIFL makes an offer. If OMIFL does make an offer, Unitholders may only be able to redeem some of their units. There is no obligation for OMIFL to make such an offer.

VI. Fees and Charges

Fees and other costs

This table 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 Fund assets as a whole. All fees and costs are exclusive of GST.

Type of Fee or Cost	Amount	How and when Paid
Establishment fee: the fee to open your investment	Nil	There is no establishment fee payable when you set up your investment in the Fund
Contribution fee: the fee on each amount contributed to your investment	Nil	There is no contribution fee when you invest in the Fund
Withdrawal fee: the fee on each amount you take out of your investment	Nil	There is no withdrawal fee when you redeem investments from the Fund
Termination fee: the fee to close your investment	Nil	There is no termination fee payable when you withdraw from the Fund
Management fee: the fee for managing your investment	0.5% p.a. Based on a constant investment of \$50,000, management costs for a year would be \$250	Calculated and accrued daily based on the total application price of units on issue on that day. The accrued fee is paid monthly in arrears by deduction from the returns of the Fund

OIM is entitled to be reimbursed for (amongst other things) costs of acquiring and disposing of Fund assets, taxes and charges charged to it in connection with the Fund, costs of convening and holding meetings of unitholders.

In addition to this right to be reimbursed, OIM is also entitled to be indemnified out of the Fund for any liability incurred by it for properly performing or exercising any of its powers or duties in relation to the Fund.

You authorise OIM to debit your investment by redemption of whole or fractional units, or to reduce your redemption proceeds or your accrued income entitlements and/or the Fund assets as a whole for:

- all fees and costs applicable to your investment in the Fund;
- any government charges and duties on or reimbursements to third parties of such charges and duties on receipts, holdings or redemptions in relation to your investment in the Fund.

Consumer advisory warning

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 fund 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.

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 website (www.fido.asic.gov.au) has a managed investment fee calculator to help you check your different fee options.

VII. Taxation Implications for Investors

The acquisition and redemption of units in the Fund can have important taxation consequences for investors. Tax requirements are complex and their impact varies depending on the circumstances of investors. The following section is necessarily general, and does not constitute the provision of tax advice. It is important that you seek professional advice (including tax advice) in relation to investing in the Fund in your personal circumstances.

Residents

OIM expects to maintain the Fund on the basis that investors will be presently entitled to payment of the income of the Fund from time to time (i.e. whether it is in fact paid or reinvested). Accordingly, for Fund income to which resident Australian investors are entitled and who have provided their tax file number (“TFN”) or Australian Business Number (“ABN”) or proof of relevant exemption, OIM does not expect to withhold tax. Rather these investors will need to include the amount of their income entitlement for a financial year in their assessable income for that year (even if they have been reinvested).

The acquisition and redemption of units in the Fund may have taxation consequences. A capital gains tax event will likely arise for investors in circumstances where their units in the Fund are redeemed.

However, in the normal course of events OIM would expect that the capital proceeds which are received or receivable on redemption (e.g. \$1.00 per unit) will be no greater than the cost base that the investors hold in their units which are redeemed (e.g. where also \$1.00 per unit). Therefore, in the normal course of events, a capital gain would not be expected to arise for investors on the redemption of their units.

Australian legislation allows OIM to collect your TFN or ABN and strictly regulates how it may use your TFN or ABN. Quotation is not compulsory and failure to quote is not an offence. If you choose not to give OIM your TFN, ABN or do not claim an exemption, OIM must deduct tax at the highest personal tax rate (plus the Medicare Levy) from your income entitlement.

VIII. Other information

Trustee

One Investment Management Pty Limited, authorised representative number 345062 of One Managed Investment Funds Limited, Australian Financial Services Licence 297042, is the trustee of the Fund. OIM is a wholly owned subsidiary of One Investment Group.

One Investment Group

OIG is an independent Australian funds management business that focuses on investment management and services associated with funds management. OIG has staff with a diverse range of experience in the financial services industry including:

- investment management;
- fund management;
- regulatory and compliance;
- risk management;
- accounting;
- foreign exchange and derivatives;
- taxation;
- quantitative analysis; and
- legal.

One Investment Group owns a number of responsible entities/trustees. Each of these entities holds an Australian Financial Services Licence and is licensed, pursuant to the Corporations Act, to operate financial services businesses and to act as a responsible entity for registered schemes and/or a trustee of unregistered schemes. Entities within One Investment Group currently operate as responsible entity/trustee for in excess of 100 registered and unregistered schemes and entities within the One Investment Group also act as investment manager for numerous investment funds. The total value of the assets within these schemes is in excess of \$2bn.

The Trust Deed

Many of the rights and responsibilities of Unitholders and the Trustee are set out in the Trust Deed of the Fund. The Trust Deed is binding on OIM and all Unitholders. The effect of some of the provisions of the Trust Deed are covered elsewhere in this Offering Memorandum. Others relate to:

- the nature of Units;
- OIM’s power to manage the Fund (which is broad);
- the circumstances in which OIM is not liable to unitholders, for example, when OIM relies in good faith on professional advice. However, this limitation of liability is subject to the Corporations Act and does not apply if OIM fails to act in good faith or it defaults, acts negligently or is deceitful;
- how and when a meeting of unitholders can be called; and
- OIM’s right to delay redemptions.

The Trust Deed gives OIM broad powers to invest the Fund’s assets. However, while this Offering Memorandum is current, OIM will adopt the investment policy described earlier in the Offering Memorandum.

The Trust Deed and the Corporations Act set out the circumstances in which the Trust Deed may be amended.

OIM may resolve at any time to terminate the Fund and liquidate the Fund in accordance with the Trust Deed and the Corporations Act. On termination and after the conversion of the Fund assets into cash and payment of, or provision for, all costs and liabilities (actual and anticipated), the net proceeds will be distributed pro-rata amongst all Unitholders according to the number of Units they hold in the Fund.

A copy of the Trust Deed is available free of charge on request.

Anti-money laundering and counter-terrorism financing

OIM is required to comply with the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (“AML/CTF Law”). OIM may require you to provide personal information and documentation in relation to your identity when you invest in the Fund. OIM may need to obtain additional information and documentation from you when undertaking transactions in relation to your investment. OIM may need to identify:

- (a) an investor (including all investor types noted on the Application Form) prior to purchasing or investing in the Fund. OIM will not issue units until all relevant information has been received and your identity has been satisfactorily verified;
- (b) your estate – if you die while you are owner of units in the Fund, OIM may need to identify your legal personal representative prior to redeeming units or transferring ownership; and
- (c) anyone acting on your behalf, including your power of attorney.

In some circumstances, OIM may need to re-verify this information.

By applying to invest in the Fund, you also acknowledge that OIM may decide to delay or refuse any request or transaction, including by suspending the issue or redemption of units, if OIM is concerned that the request or transaction may breach any obligation of, or cause us to commit or participate in an offence under, any AML/CTF Law, and OIM reasonably believes it may incur any liability if it does so.

Where legally obliged to do so, OIM may disclose the information gathered by OIM to regulatory or law enforcement agencies.

IX. How to Invest

1. Read this Offering Memorandum.
2. Complete and sign the Application Form in Annexure 1.
3. Ensure you have provided certified copies of documentation identified in Annexure 1.
4. Send the signed Application Form to:
One Managed Investment Funds Limited
PO Box R1471
Royal Exchange NSW 1225
5. Send your cheque with the Application form or deposit your application moneys into:
Account Name: One Managed Investment Funds
Limited Application Account
BSB: 332-127
Account No.: 553 966 534

OMIFL reserves the right to refuse an application for any reason.

X. Definitions and Interpretation

In this Offering Memorandum, the following words and expressions have these meanings:

Accountant's Certificate	the certificate in the form contained in the Application Form
Application Form	the application form in the form of Annexure 1 of the Offering Memorandum
Business Day	a day that banks are open for business in each State and Territory of the Commonwealth of Australia
Fund	the One Cash Management Fund
Fund Deed	the Constitution of the Fund dated 9 December 2010 as amended, supplemented or replaced from time to time
Offering Memorandum	the document or documents pursuant to which units in the One Cash Management Fund are offered by OMIFL and includes any supplemental memorandum
OIM	One Investment Management Pty Limited, ABN 14 139 693 271, authorised representative number 345062 OMIFL's Australian Financial Services Licence 297042
OIG	One Investment Group Pty Limited, ABN 53 136 507 241
OMIFL	One Managed Investment Funds Limited, ABN 47 117 400 987, Australian Financial Services Licence 297042
Sophisticated Investor	means a wholesale client as that term is defined in section 761G of the Corporations Act 2001
Withdrawal Request Form	the withdrawal request form in the form of Annexure 2 of the Offering Memorandum

XI. Corporate Directory

Trustee

One Investment Management Pty Limited
Level 13, 20 Hunter Street
Sydney NSW 2000 Australia
www.oneinvestment.com.au

Auditor

Deloitte Touche Tohmatsu
Grosvenor Place
225 George Street
Sydney NSW 2000 Australia

ANNEXURE 1 – APPLICATION FORM ONE CASH MANAGEMENT FUND

This Application Form accompanies the Offering Memorandum dated 4 February 2013 (Offering Memorandum) issued by One Managed Investment Funds Limited ACN 117 400 987.

You must read the Offering Memorandum before completing and signing this form.

Unless otherwise defined, capitalised terms used in this Application Form have the same meaning given to them in the Offering Memorandum.

Please tick one box below and complete the relevant section of the Initial Application Form.

Investor Type	Complete	Pages
<input type="checkbox"/> Individual/Joint Investors/Sole Trader	Section 1	2–6
<input type="checkbox"/> Company	Section 2	7–12
<input type="checkbox"/> Trust/Superannuation Fund with Individual Trustee	Section 3	13–18
<input type="checkbox"/> Trust/Superannuation Fund with Corporate Trustee	Section 4	19–25

If none of the above categories are applicable to you, please contact Investor Services for assistance on (02) 8277 0000.

Instructions on How to Certify an Original Document	26
Accountant's Certificate for Australian Applicants	27

1. INDIVIDUAL/JOINT INVESTORS/SOLE TRADER – APPLICATION FORM

Complete this section if you are investing in your own names, including as a sole trader.

1.1 INVESTOR DETAILS

INVESTOR 1

Title				Date of Birth	
Given Names				Surname	
Tax File Number or Exemption Code				Country of Residence for Tax Purposes (if not Australia)	
Residential Address (not a PO Box)					
Suburb	State	Postcode	Country		
Mobile Number				Telephone	
Email (we encourage you to provide your email address so that you can receive a copy of all relevant reports)					

Certain reports will only be sent by email.

INVESTOR 2 (only applicable for joint investors)

Title				Date of Birth	
Given Names				Surname	
Tax File Number or Exemption Code				Country of Residence for Tax Purposes (if not Australia)	
Residential Address (not a PO Box)					
Suburb	State	Postcode	Country		
Mobile Number				Telephone	

If there are more than two individuals please provide details and attach to this Application Form.

SIGNING AUTHORITY (for Applications with two or more individuals)

- Any one investor to sign; or
- All investors to sign

If no selection is made, all Investors will be required to sign.

ADDITIONAL INFORMATION FOR SOLE TRADER (only applicable if applying as a Sole Trader)

Full Business Name (if any)

Australian Business Number (if obtained)

Address of Principal Place of Business (not a PO Box). If same as residential address given above, mark 'As Above'.

Suburb

State

Postcode

Country

1.2 INVESTMENT DETAILS

Initial Investment Amount

Amount: AUD

(Minimum Initial Application is \$10,000)

Tick to indicate how your initial investment amount will be made:

Electronic Funds Transfer or Direct Deposit

Bank: St. George

Reference: "Investor surname/company or trust name" (as applicable)

Account Name: One Managed Investment Funds Limited Applications Account 5

BSB: 332-127

Account number: 554 164 365

Cheque

Made payable to: One Managed Investment Funds Limited Applications Account 5

Distribution Instructions

Bank/Institution

Branch

Account Name

BSB

Account Number

The name of your nominated bank account must be the same as the Investor's name.

1.3 IDENTIFICATION DOCUMENTS

To comply with Australia's Anti-Money Laundering and Counter-Terrorism Financing ("AML/CTF") legislation, we must collect certain information from prospective investors supported by ORIGINAL CERTIFIED COPIES of relevant identification documents for all investors.

Please refer to page 26 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process your Application for Investment.

For each Investor, enclose an **ORIGINAL CERTIFIED COPY** of one of the following current documents

Driver's licence that contains a photograph of the licence/permit holder; or

Passport that contains a photograph and signature of the passport holder

If you do not have one of the above options, please contact Investor Services for assistance.

1.4 WHOLESALE CLIENT

I acknowledge that the offer of Units issued by the Fund is a wholesale offer and therefore:

- does not require the giving of a product disclosure statement under the Corporations Act;
- does not require the giving of any other disclosure document that would require to be provided if the offer of Units in the Fund was made to a 'retail client' as defined in the Corporations Act;
- One Managed Investment Funds Limited does not have any other obligation to me under Chapter 7 of the Corporations Act that the Trustee would otherwise have if the offer of Units in the Fund was made to a 'retail client' as defined in the Corporations Act; and

one of the following circumstances apply to me (please indicate):

- (a) I am applying for units at a price, or for the value of at least \$500,000 under this Application Form
- (b) I have net assets of at least \$2.5 million, and am applying for Units in the Fund for a purpose other than for use in connection with a business
- (c) I have a gross income for each of the last two financial years of at least \$250,000 per year, and am applying for Units in the Fund for a purpose other than for use in connection with a business
- (d) I am a 'professional investor' as defined in the Corporations Act

If (b), (c) or (d) applies, please ensure you have the Accountant's Certificate (see page 27) completed.

1.5 DECLARATION AND SIGNATURES

I/we declare and agree:

- that I/we have read the Offering Memorandum to which this Application applies and have received and accepted the offer in it in Australia;
- that my/our application is true and correct;
- to be bound by the provisions of the Trust Deed governing the Trust, as amended from time to time, the terms of the Offering Memorandum, including this Application Form (together "Documents") as amended from time to time;
- that I/we acknowledge that none of the Trustee, their related entities, directors or officers have guaranteed or made any representation as to the performance or success of the Trust, or the repayment of capital from the Trust. Investments in the Trust are subject to investment risk, including delays in repayment and loss of income or principal invested;
- not to hold the Trustee or their employees liable for any inaccurate information on its website and agree to the terms and conditions as set out on the website;
- that, where appropriate, I/we have obtained my/our own independent financial advice prior to investing in the Trust;
- that if this application is signed under Power of Attorney, the Attorney declares he/she has not received notice of revocation of that power (a certified copy of the Power of Attorney should be submitted with this application);
- that if I am a sole signatory signing on behalf of a company that I am signing as a sole director and secretary of the company;
- that I am/we are an individual(s) over 18 years of age or I am a duly incorporated body; and if investing as trustee, on behalf of a superannuation fund or trust, I/we confirm that I/am we/are acting in accordance with my/our designated powers and authority under the constituent deed. In the case of superannuation funds, I/we also confirm that it is a complying fund under the Superannuation Industry (Superannuation) Act 1993;
- to indemnify the Trustee and each of its related bodies corporate, directors and other officers, shareholders, servants, employees, agents and permitted delegates ("the Indemnified Parties") and to hold each of them harmless from and against any loss, damage, liability, cost or expense, including reasonable legal fees (collectively, a "Loss") due to or arising out of a breach of representation, warranty or agreement by me/us contained in any document provided by me/us to the Trustee in connection with my/our investment in the Trust. I/we hereby agree to indemnify the Trustee and any of the Indemnified Parties and to hold each of them harmless against all Loss arising out of the sale or distribution of the Units by me/us in violation of applicable law or any misrepresentation or breach by me/us with respect to the matters set forth in this Application Form. In addition I/we agree to indemnify the Trustee and any of the Indemnified Parties and to hold each such person harmless from and against, any and all Loss, to which they may be put or which they may reasonably incur or sustain by reason of or in connection with any misrepresentation made by me/us with respect to the matters about which representations and warranties are required by the terms of this Application Form, or any breach of any such warranty or any failure to fulfil any covenants or agreements set forth herein or included in and as defined in the Documents. The indemnification obligations provided herein survive the execution and delivery of this Application Form, any investigation at any time made by the Trustee and the issue and sale of units and shall be in addition to any liability I/we may have;
- that by signing this Application Form and applying for units I/we release each of the Indemnified Parties from all claims, actions, suits or demands whatsoever and howsoever arising that you, as a Unit Holder, may have against any Indemnified Party in connection with the Offer or your holding units;

- that if I am/we are executing this Application Form as an authorised representative, I/we further agree and confirm that the representations, warranties, and covenants made in this Application Form are made by me/us on behalf of myself/ourselves and the Investor(s). I/we have all requisite power and authority from the Investor(s) to execute and perform the obligations under this Application Form and will provide the Trustee any information reasonably requested by them or required by any applicable law or regulation with respect to the Investor(s);
- that by signing the Application Form, I/we acknowledge that I/we have reviewed and understood any updated or supplemental information on the website or supplied by other means.

I/we acknowledge and agree that:

- the Trustee may deliver and make reports, statements and other communications available in electronic form, such as e-mail or by posting on a website;
- investments in the Trust are not deposits with or other liabilities of the Trustee or any related bodies corporate or associates;
- the Trustee is authorised to apply the TFN or ABN provided above and it will be applied to all investments unless I/we advise the Trustee otherwise;
- the Trustee reserves the right to reject any application or scale back an application in their absolute discretion;
- if my/our application monies are dishonoured, the Trustee will not process my/our application and will notify me/us of such;
- I/we have read the information on privacy and personal information contained in the Offering Memorandum booklet and consent to my/our personal information being used and disclosed as set out in the Documents;
- application monies will be held in an account until invested in the Trust or returned to me/us. Interest will not be paid to applicants in respect of their application monies regardless of whether their monies are returned;
- the Trustee may disclose to related bodies corporate or to any other service provider to the Trust or to any regulatory body any information; and
- copies of the Application Form and any information concerning the Investor provided by the subscriber to the Trustee and any such disclosure will not be treated as a breach of any restriction upon the disclosure of information imposed on such person by law or otherwise.

I/we acknowledge and agree that:

- the collection of my personal information may be required by the Financial Transaction Reports Act 1988, the Corporations Act 2001, the Income Tax Assessment Act 1936 and the Anti-Money Laundering and Counter-Terrorism Financing Act 2006. Otherwise, the collection of information is not required by law, but I acknowledge that if I do not provide personal information, the Trustee may not allow me to invest in the Trust.

If you complete this application, you may supply us with information which is personal information subject to the Privacy Act. You can obtain a copy of our policy or access your personal information we hold about you by requesting it from the Trustee at Level 13, 20 Hunter Street, Sydney NSW 2000.

If there are any changes to your personal details, or you find that information we hold about you is incorrect, please contact us immediately.

We collect information for the following reasons:

- to assess and process your application;
- to establish and maintain a register of Unit Holders;
- to monitor, audit, evaluate and otherwise administer your investment;
- to communicate with you in relation to your investment and all transactions relating to your investment; and
- for planning, product development and research purposes and to seek feedback on our products and services.

Disclosing your information

The Trustee may exchange personal and credit information about you with a related body corporate for any of the purposes listed above.

We may also disclose information we hold about you in the following circumstances:

- to your usual stockbroker, legal or financial adviser;
- to companies that provide services on our behalf (for example printing statements or notices which we send to you);
- if the disclosure is required or authorised by law; or
- if you consent to the disclosure (in this form or otherwise).

By applying to invest in the Trust you represent and agree that:

- you are not aware and have no reason to suspect that the monies used to fund your investment in the Trust have been or will be derived from or related to any money laundering, terrorism financing or similar or other activities illegal under applicable laws or regulations or otherwise prohibited under any international convention or agreement ("AML/CTF Law");
- the proceeds of your investment in the Trust will not be used to finance any illegal activities;
- you will provide us with all additional information and assistance that we may request in order for us to comply with any AML/CTF Law; and
- we may decide to delay or refuse any request or transaction, including by suspending the issue or redemption of units in the Trust, if we are concerned that the request or transaction may breach any obligation of, or cause us to commit or participate in an offence under, any AML/CTF Law, and we will incur no liability to you if we do so.

Signature 1*

Full Name

Date

Signature 2*

Full Name

Date

*Joint applicants must both sign.

Post your original signed Initial Application Form, original certified copies of your identification document(s) and Accountant's Certificate (if relevant) to us.

One Managed Investment Funds Limited
PO Box R1471
Royal Exchange NSW 1225

Please ensure that you have transferred your Application Monies or enclose a cheque for payment.

2. COMPANY – APPLICATION FORM

Complete this section if you are investing for, or on behalf of, a company.

2.1 COMPANY DETAILS

Full Company Name

Country of Formation, Incorporation or Registration

Country of Residence for Tax Purposes (if not Australia)

ARBN (if registered with ASIC)

ACN/ABN (if registered in Australia)

Tax File Number or Exemption Code (Australian residents)

AFS Licence Number (if applicable)

Name of Regulator (if licenced by an Australian Commonwealth, State or Territory statutory regulator)

Name of Two Directors and Date of Birth:

Director 1 – Full Name

Date of Birth

Director 2 – Full Name (if not a Sole Director Company)

Date of Birth

Registered Business Address in Australia or in Country of Formation

Suburb

State

Postcode

Country

Principal Place of Business (not a PO Box address)

Suburb

State

Postcode

Country

If an Australian Company, registration status with ASIC.

Proprietary Company

Public Company

If a Foreign Company, registration status with the relevant foreign registration body.

Private/Proprietary Company

Public Company

Other – Please Specify

Name of Relevant Foreign Registration Body

Foreign Company Identification Number

Is the Company Listed?

No

Yes – Name of Market/Stock Exchange

Is the company a majority-owned subsidiary of an Australian listed company?

No

Yes – Name of Australian Listed Company

– Name of Market/Stock Exchange

If the company is **registered as a proprietary company by ASIC** or is a **private company registered by a foreign registration body**, please list the name of each director of the company.

Director 1 – Full Name

Director 4 – Full Name

Director 2 – Full Name

Director 5 – Full Name

Director 3 – Full Name

Director 6 – Full Name

If there are more than six directors please provide their full names on a separate page and attach to this Application Form.

If the company is an **Australian proprietary** or a **foreign private company which is NOT regulated**, please provide details for each Beneficial Owner having more than 25 per cent of the company's issued share capital.

Beneficial Owner 1

Given Names

Surname

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

Beneficial Owner 2

Given Names

Surname

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

Beneficial Owner 3

Given Names

Surname

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

2.2 CONTACT PERSON DETAILS (Financial Adviser details not accepted)

Given Names

Surname

Postal Address

Suburb

State

Postcode

Country

Mobile Number

Telephone

Email (we encourage you to provide your email address so that you can receive a copy of the relevant reports)

Certain reports will only be sent by email.

2.3 INVESTMENT DETAILS

Initial Investment Amount

Amount: AUD

(Minimum Initial Application is \$10,000)

Tick to indicate how your initial investment amount will be made:

Electronic Funds Transfer or Direct Deposit

Bank: St. George

Reference: "Investor surname/company or trust name" (as applicable)

Account Name: One Managed Investment Funds Limited Applications Account 5

BSB: 332-127

Account number: 554 164 365

Cheque

Made payable to: One Managed Investment Funds Limited Applications Account 5

Distribution Instructions

Bank/Institution

Branch

Account Name

BSB

Account Number

The name of your nominated bank account must be the same as the Investor's name.

2.4 IDENTIFICATION DOCUMENTS

To comply with Australia's Anti-Money Laundering and Counter-Terrorism Financing ("AML/CTF") legislation, we must collect certain identification documents from prospective investors supported by ORIGINAL CERTIFIED COPIES of relevant identification documents for all investors.

Please refer to page 26 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process your Application for Investment.

Provide an **ORIGINAL CERTIFIED COPY** of one of the following documents

A certificate of registration or incorporation issued by ASIC or the relevant foreign registration body (must show full name of company, name of registration body, company identification number and type of company – private or public); and

The most recent Company Statement issued by ASIC; and

Provide an **ORIGINAL CERTIFIED COPY** of a photographic identification document for each Officeholder who has signed the Application Form.

Driver's licence that contains a photograph of the licence/permit holder; or

Passport that contains a photograph and signature of the passport holder

If you do not have one of the above options, please contact Investor Services for assistance.

2.5 WHOLESALE CLIENT

I acknowledge that the offer of Units issued by the Fund is a wholesale offer and therefore:

- does not require the giving of a product disclosure statement under the Corporations Act;
- does not require the giving of any other disclosure document that would require to be provided if the offer of Units in the Fund was made to a 'retail client' as defined in the Corporations Act;
- One Managed Investment Funds Limited does not have any other obligation to me under Chapter 7 of the Corporations Act that the Trustee would otherwise have if the offer of Units in the Fund was made to a 'retail client' as defined in the Corporations Act; and

one of the following circumstances apply to me (please indicate):

- (a) I am applying for units at a price, or for the value of at least \$500,000 under this Application Form
- (b) I have net assets of at least \$2.5 million, and am applying for Units in the Fund for a purpose other than for use in connection with a business
- (c) I have a gross income for each of the last two financial years of at least \$250,000 per year, and am applying for Units in the Fund for a purpose other than for use in connection with a business
- (d) I am a 'professional investor' as defined in the Corporations Act

If (b), (c) or (d) applies, please ensure you have the Accountant's Certificate (see page 27) completed.

2.6 DECLARATION AND SIGNATURES

I/we declare and agree:

- that I/we have read the Offering Memorandum to which this application applies and have received and accepted the offer in it in Australia;
- that my/our application is true and correct;
- to be bound by the provisions of the Trust Deed governing the Trust, as amended from time to time, the terms of the Offering Memorandum, including this Application Form (together "Documents") as amended from time to time;
- that I/we acknowledge that none of the Trustee, their related entities, directors or officers have guaranteed or made any representation as to the performance or success of the Trust, or the repayment of capital from the Trust. Investments in the Trust are subject to investment risk, including delays in repayment and loss of income or principal invested;
- not to hold the Trustee or their employees liable for any inaccurate information on its website and agree to the terms and conditions as set out on the website;
- that, where appropriate, I/we have obtained my/our own independent financial advice prior to investing in the Trust;
- that if this application is signed under Power of Attorney, the Attorney declares he/she has not received notice of revocation of that power (a certified copy of the Power of Attorney should be submitted with this application);
- that if I am a sole signatory signing on behalf of a company that I am signing as a sole director and secretary of the company;
- that I am/we are an individual(s) over 18 years of age or I am a duly incorporated body; and if investing as trustee, on behalf of a superannuation fund or trust, I/we confirm that I/am we/are acting in accordance with my/our designated powers and authority under the constituent deed. In the case of superannuation funds, I/we also confirm that it is a complying fund under the Superannuation Industry (Superannuation) Act 1993;
- to indemnify the Trustee and each of its related bodies corporate, directors and other officers, shareholders, servants, employees, agents and permitted delegates ("the Indemnified Parties") and to hold each of them harmless from and against any loss, damage, liability, cost or expense, including reasonable legal fees (collectively, a "Loss") due to or arising out of a breach of representation, warranty or agreement by me/us contained in any document provided by me/us to the Trustee in connection with my/our investment in the Trust. I/we hereby agree to indemnify the Trustee and any of the Indemnified Parties and to hold each of them harmless against all Loss arising out of the sale or distribution of the Units by me/us in violation of applicable law or any misrepresentation or breach by me/us with respect to the matters set forth in this Application Form. In addition I/we agree to indemnify the Trustee and any of the Indemnified Parties and to hold each such person harmless from and against, any and all Loss, to which they may be put or which they may reasonably incur or sustain by reason of or in connection with any misrepresentation made by me/us with respect to the matters about which representations and warranties are required by the terms of this Application Form, or any breach of any such warranty or any failure to fulfil any covenants or agreements set forth herein or included in and as defined in the Documents. The indemnification obligations provided herein survive the execution and delivery of this Application Form, any investigation at any time made by the Trustee and the issue and sale of units and shall be in addition to any liability I/we may have;
- that by signing this Application Form and applying for units I/we release each of the Indemnified Parties from all claims, actions, suits or demands whatsoever and howsoever arising that you, as a Unit Holder, may have against any Indemnified Party in connection with the Offer or your holding units;

- that if I am/we are executing this Application Form as an authorised representative, I/we further agree and confirm that the representations, warranties, and covenants made in this Application Form are made by me/us on behalf of myself/ourselves and the Investor(s). I/we have all requisite power and authority from the Investor(s) to execute and perform the obligations under this Application Form and will provide the Trustee any information reasonably requested by them or required by any applicable law or regulation with respect to the Investor(s);
- that by signing the Application Form, I/we acknowledge that I/we have reviewed and understood any updated or supplemental information on the website or supplied by other means.

I/we acknowledge and agree that:

- the Trustee may deliver and make reports, statements and other communications available in electronic form, such as e-mail or by posting on a website;
- investments in the Trust are not deposits with or other liabilities of the Trustee or any related bodies corporate or associates;
- the Trustee is authorised to apply the TFN or ABN provided above and it will be applied to all investments unless I/we advise the Trustee otherwise;
- the Trustee reserves the right to reject any application or scale back an application in their absolute discretion;
- if my/our application monies are dishonoured, the Trustee will not process my/our application and will notify me/us of such;
- I/we have read the information on privacy and personal information contained in the Offering Memorandum booklet and consent to my/our personal information being used and disclosed as set out in the Documents;
- application monies will be held in an account until invested in the Trust or returned to me/us. Interest will not be paid to applicants in respect of their application monies regardless of whether their monies are returned;
- the Trustee may disclose to related bodies corporate or to any other service provider to the Trust or to any regulatory body any information; and
- copies of the Application Form and any information concerning the Investor provided by the subscriber to the Trustee and any such disclosure will not be treated as a breach of any restriction upon the disclosure of information imposed on such person by law or otherwise.

I/we acknowledge and agree that:

- the collection of my personal information may be required by the Financial Transaction Reports Act 1988, the Corporations Act 2001, the Income Tax Assessment Act 1936 and the Anti-Money Laundering and Counter-Terrorism Financing Act 2006. Otherwise, the collection of information is not required by law, but I acknowledge that if I do not provide personal information, the Trustee may not allow me to invest in the Trust.

If you complete this application, you may supply us with information which is personal information subject to the Privacy Act. You can obtain a copy of our policy or access your personal information we hold about you by requesting it from the Trustee at Level 13, 20 Hunter Street, Sydney NSW 2000.

If there are any changes to your personal details, or you find that information we hold about you is incorrect, please contact us immediately.

We collect information for the following reasons:

- to assess and process your application;
- to establish and maintain a register of Unit Holders;
- to monitor, audit, evaluate and otherwise administer your investment;
- to communicate with you in relation to your investment and all transactions relating to your investment; and
- for planning, product development and research purposes and to seek feedback on our products and services.

Disclosing your information

The Trustee may exchange personal and credit information about you with a related body corporate for any of the purposes listed above.

We may also disclose information we hold about you in the following circumstances:

- to your usual stockbroker, legal or financial adviser;
- to companies that provide services on our behalf (for example printing statements or notices which we send to you);
- if the disclosure is required or authorised by law; or
- if you consent to the disclosure (in this form or otherwise).

By applying to invest in the Trust you represent and agree that:

- you are not aware and have no reason to suspect that the monies used to fund your investment in the Trust have been or will be derived from or related to any money laundering, terrorism financing or similar or other activities illegal under applicable laws or regulations or otherwise prohibited under any international convention or agreement ("AML/CTF Law");
- the proceeds of your investment in the Trust will not be used to finance any illegal activities;
- you will provide us with all additional information and assistance that we may request in order for us to comply with any AML/CTF Law; and
- we may decide to delay or refuse any request or transaction, including by suspending the issue or redemption of units in the Trust, if we are concerned that the request or transaction may breach any obligation of, or cause us to commit or participate in an offence under, any AML/CTF Law, and we will incur no liability to you if we do so.

Signature 1*

Full Name

Date

Tick capacity (mandatory for companies):

- Sole Director and Company Secretary
- Director
- Secretary

Company Seal (if applicable)

Signature 2*

Full Name

Date

Tick capacity (mandatory for companies):

- Director
- Secretary

*Company applications must be signed by two Directors, a Director and Secretary or the Sole Director of the company details of which appear in Section 2.1.

Post your original signed Initial Application Form, original certified copies of your identification document(s) and Accountant's Certificate (if relevant) to us.

One Managed Investment Funds Limited
PO Box R1471
Royal Exchange NSW 1225

Please ensure that you have transferred your Application Monies or enclose a cheque for payment.

3. TRUST/SUPERANNUATION FUND WITH INDIVIDUAL TRUSTEE – APPLICATION FORM

Complete this section if you are investing for, or on behalf of, a Trust/Superannuation Fund with an individual trustee.

3.1 TRUST/FUND DETAILS

Full Name of Trust/Superannuation Fund

Country of Establishment

Country of Residence for Tax Purposes

Tax File Number or Exemption Code

Australian Business Number (if any)

TYPE OF TRUST

(Please tick **ONE** box from the list below to indicate the type of Trust and provide the required information)

Type A: Regulated Trust (e.g. self-managed superannuation fund)

Name of regulator (e.g. ASIC, APRA, ATO)

Registration/Licensing details

Type B: Government Superannuation Fund

Name of the legislation establishing the fund

Type C: Foreign Superannuation Fund

Name of Regulator

Registration/Licensing Details

Type D: Other Type of Trust

Trust Description (e.g. family, unit, charitable, discretionary)

3.2 BENEFICIARY DETAILS (only applicable for Type D Trusts)

Do the terms of the Trust identify the beneficiaries by reference to a membership of a class?

Yes – Describe the class of beneficiaries below (e.g. unit holders, family members of named person, charitable purposes)

No – Provide the full names of all company and individual beneficiaries

Beneficiary 1 – Full Name

Beneficiary 4 – Full Name

Beneficiary 2 – Full Name

Beneficiary 5 – Full Name

Beneficiary 3 – Full Name

Beneficiary 6 – Full Name

If there are more than six beneficiaries please provide their full names on a separate page and attach to this Application Form.

3.3 TRUSTEE DETAILS

INDIVIDUAL TRUSTEE 1

Title

Date of Birth

Given Names

Surname

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

INDIVIDUAL TRUSTEE 2

Title

Date of Birth

Given Names

Surname

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

If there are more than two trustees, please provide details of each additional trustee on a separate page, including each additional trustee's specimen signature and attach the page to this form.

3.4 CONTACT DETAILS (must be the Individual Trustee 1 as nominated above)

Mobile Number

Telephone

Email (we encourage you to provide your email address so that you can receive a copy of the relevant reports).

Certain reports will only be sent by email.

3.5 INVESTMENT DETAILS

Initial Investment Amount

Amount: AUD

(Minimum Initial Application is \$10,000)

Tick to indicate how your initial investment amount will be made:

Electronic Funds Transfer or Direct Deposit

Bank: St. George

Reference: "Investor surname/company or trust name" (as applicable)

Account Name: One Managed Investment Funds Limited Applications Account 5

BSB: 332-127

Account number: 554 164 365

Cheque

Made payable to: One Managed Investment Funds Limited Applications Account 5

Distribution Instructions

Bank/Institution

Branch

Account Name

BSB

Account Number

The name of your nominated bank account must be the same as the Investor's name.

3.6 IDENTIFICATION DOCUMENTS

To comply with Australia's Anti-Money Laundering and Counter-Terrorism Financing ("AML/CTF") legislation, we must collect certain information from prospective investors supported by ORIGINAL CERTIFIED COPIES of relevant identification documents for all investors.

Please refer to page 26 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process your Application for Investment.

Superannuation Funds/Trusts

Provide an ORIGINAL CERTIFIED COPY of the following document

Certified copy or certified extract of the Trust Deed containing the signature page.

AND for the Individual Trustee(s), who completed Section 3.3, enclose an ORIGINAL CERTIFIED COPY of one of the following current documents

Driver's licence that contains a photograph of the licence/permit holder; or

Passport that contains a photograph and signature of the passport holder.

If you do not have one of the above options please contact Investor Services for assistance.

3.7 WHOLESALE CLIENT

I acknowledge that the offer of Units issued by the Fund is a wholesale offer and therefore:

- does not require the giving of a product disclosure statement under the Corporations Act;
- does not require the giving of any other disclosure document that would require to be provided if the offer of Units in the Fund was made to a 'retail client' as defined in the Corporations Act;
- One Managed Investment Funds Limited does not have any other obligation to me under Chapter 7 of the Corporations Act that the Trustee would otherwise have if the offer of Units in the Fund was made to a 'retail client' as defined in the Corporations Act; and

one of the following circumstances apply to me (please indicate):

- (a) I am applying for units at a price, or for the value of at least \$500,000 under this Application Form
- (b) I have net assets of at least \$2.5 million, and am applying for Units in the Fund for a purpose other than for use in connection with a business
- (c) I have a gross income for each of the last two financial years of at least \$250,000 per year, and am applying for Units in the Fund for a purpose other than for use in connection with a business
- (d) I am a 'professional investor' as defined in the Corporations Act

If (b), (c) or (d) applies, please ensure you have the Accountant's Certificate (see page 27) completed.

3.8 DECLARATION AND SIGNATURES

I/we declare and agree:

- that I/we have read the Offering Memorandum to which this application applies and have received and accepted the offer in it in Australia;
- that my/our application is true and correct;
- to be bound by the provisions of the Trust Deed governing the Trust, as amended from time to time, the terms of the Offering Memorandum, including this Application Form (together "Documents") as amended from time to time;
- that I/we acknowledge that none of the Trustee, their related entities, directors or officers have guaranteed or made any representation as to the performance or success of the Trust, or the repayment of capital from the Trust. Investments in the Trust are subject to investment risk, including delays in repayment and loss of income or principal invested;
- not to hold the Trustee or their employees liable for any inaccurate information on its website and agree to the terms and conditions as set out on the website;
- that, where appropriate, I/we have obtained my/our own independent financial advice prior to investing in the Trust;
- that if this application is signed under Power of Attorney, the Attorney declares he/she has not received notice of revocation of that power (a certified copy of the Power of Attorney should be submitted with this application);
- that if I am a sole signatory signing on behalf of a company that I am signing as a sole director and secretary of the company;
- that I am/we are an individual(s) over 18 years of age or I am a duly incorporated body; and if investing as trustee, on behalf of a superannuation fund or trust, I/we confirm that I/am we/are acting in accordance with my/our designated powers and authority under the constituent deed. In the case of superannuation funds, I/we also confirm that it is a complying fund under the Superannuation Industry (Superannuation) Act 1993;
- to indemnify the Trustee and each of its related bodies corporate, directors and other officers, shareholders, servants, employees, agents and permitted delegates ("the Indemnified Parties") and to hold each of them harmless from and against any loss, damage, liability, cost or expense, including reasonable legal fees (collectively, a "Loss") due to or arising out of a breach of representation, warranty or agreement by me/us contained in any document provided by me/us to the Trustee in connection with my/our investment in the Trust. I/we hereby agree to indemnify the Trustee and any of the Indemnified Parties and to hold each of them harmless against all Loss arising out of the sale or distribution of the Units by me/us in violation of applicable law or any misrepresentation or breach by me/us with respect to the matters set forth in this Application Form. In addition I/we agree to indemnify the Trustee and any of the Indemnified Parties and to hold each such person harmless from and against, any and all Loss, to which they may be put or which they may reasonably incur or sustain by reason of or in connection with any misrepresentation made by me/us with respect to the matters about which representations and warranties are required by the terms of this Application Form, or any breach of any such warranty or any failure to fulfil any covenants or agreements set forth herein or included in and as defined in the Documents. The indemnification obligations provided herein survive the execution and delivery of this Application Form, any investigation at any time made by the Trustee and the issue and sale of units and shall be in addition to any liability I/we may have;
- that by signing this Application Form and applying for units I/we release each of the Indemnified Parties from all claims, actions, suits or demands whatsoever and howsoever arising that you, as a Unit Holder, may have against any Indemnified Party in connection with the Offer or your holding units;

- that if I am/we are executing this Application Form as an authorised representative, I/we further agree and confirm that the representations, warranties, and covenants made in this Application Form are made by me/us on behalf of myself/ourselves and the Investor(s). I/we have all requisite power and authority from the Investor(s) to execute and perform the obligations under this Application Form and will provide the Trustee any information reasonably requested by them or required by any applicable law or regulation with respect to the Investor(s);
- that by signing the Application Form, I/we acknowledge that I/we have reviewed and understood any updated or supplemental information on the website or supplied by other means.

I/we acknowledge and agree that:

- the Trustee may deliver and make reports, statements and other communications available in electronic form, such as e-mail or by posting on a website;
- investments in the Trust are not deposits with or other liabilities of the Trustee or any related bodies corporate or associates;
- the Trustee is authorised to apply the TFN or ABN provided above and it will be applied to all investments unless I/we advise the Trustee otherwise;
- the Trustee reserves the right to reject any application or scale back an application in their absolute discretion;
- if my/our application monies are dishonoured, the Trustee will not process my/our application and will notify me/us of such;
- I/we have read the information on privacy and personal information contained in the Offering Memorandum booklet and consent to my/our personal information being used and disclosed as set out in the Documents;
- application monies will be held in an account until invested in the Trust or returned to me/us. Interest will not be paid to applicants in respect of their application monies regardless of whether their monies are returned;
- the Trustee may disclose to related bodies corporate or to any other service provider to the Trust or to any regulatory body any information; and
- copies of the Application Form and any information concerning the Investor provided by the subscriber to the Trustee and any such disclosure will not be treated as a breach of any restriction upon the disclosure of information imposed on such person by law or otherwise.

I/we acknowledge and agree that:

- the collection of my personal information may be required by the Financial Transaction Reports Act 1988, the Corporations Act 2001, the Income Tax Assessment Act 1936 and the Anti-Money Laundering and Counter-Terrorism Financing Act 2006. Otherwise, the collection of information is not required by law, but I acknowledge that if I do not provide personal information, the Trustee may not allow me to invest in the Trust.

If you complete this application, you may supply us with information which is personal information subject to the Privacy Act. You can obtain a copy of our policy or access your personal information we hold about you by requesting it from the Trustee at Level 13, 20 Hunter Street, Sydney NSW 2000.

If there are any changes to your personal details, or you find that information we hold about you is incorrect, please contact us immediately.

We collect information for the following reasons:

- to assess and process your application;
- to establish and maintain a register of Unit Holders;
- to monitor, audit, evaluate and otherwise administer your investment;
- to communicate with you in relation to your investment and all transactions relating to your investment; and
- for planning, product development and research purposes and to seek feedback on our products and services.

Disclosing your information

The Trustee may exchange personal and credit information about you with a related body corporate for any of the purposes listed above.

We may also disclose information we hold about you in the following circumstances:

- to your usual stockbroker, legal or financial adviser;
- to companies that provide services on our behalf (for example printing statements or notices which we send to you);
- if the disclosure is required or authorised by law; or
- if you consent to the disclosure (in this form or otherwise).

By applying to invest in the Trust you represent and agree that:

- you are not aware and have no reason to suspect that the monies used to fund your investment in the Trust have been or will be derived from or related to any money laundering, terrorism financing or similar or other activities illegal under applicable laws or regulations or otherwise prohibited under any international convention or agreement ("AML/CTF Law");
- the proceeds of your investment in the Trust will not be used to finance any illegal activities;
- you will provide us with all additional information and assistance that we may request in order for us to comply with any AML/CTF Law; and
- we may decide to delay or refuse any request or transaction, including by suspending the issue or redemption of units in the Trust, if we are concerned that the request or transaction may breach any obligation of, or cause us to commit or participate in an offence under, any AML/CTF Law, and we will incur no liability to you if we do so.

Signature 1*

Full Name

Date

Signature 2*

Full Name

Date

*For Trust/Superannuation Fund applications each individual trustee must sign.

Post your original signed Initial Application Form, original certified copies of your identification document(s) and Accountant's Certificate (if relevant) to us.

One Managed Investment Funds Limited
PO Box R1471
Royal Exchange NSW 1225

Please ensure that you have transferred your Application Monies or enclose a cheque for payment.

4. TRUST/SUPERANNUATION FUND WITH CORPORATE TRUSTEE – APPLICATION FORM

Complete this section if you are investing for, or on behalf of, a Trust/Superannuation Fund with a corporate trustee.

4.1 TRUST/FUND DETAILS

Full Name of Trust/Superannuation Fund

Country of Establishment

Country of Residence for Tax Purposes

Tax File Number or Exemption Code

Australian Business Number (if any)

TYPE OF TRUST

(Please tick **ONE** box from the list below to indicate the type of Trust and provide the required information)

Type A: Registered Managed Investment Scheme

ARSN

Type B: Regulated Trust (e.g. self-managed superannuation fund)

Name of regulator (e.g. ASIC, APRA, ATO)

Registration/Licensing details

Type C: Government Superannuation Fund

Name of the legislation establishing the fund

Type D: Foreign Superannuation Fund

Name of Regulator

Registration/Licensing Details

Type E: Other Type of Trust

Trust Description (e.g. family, unit, charitable, discretionary)

4.2 BENEFICIARY DETAILS (only applicable for Type D and Type E Trusts)

Do the terms of the Trust identify the beneficiaries by reference to a membership of a class?

Yes – Describe the class of beneficiaries below (e.g. unit holders, family members of named person, charitable purposes)

No – Provide the full names of all company and individual beneficiaries

Beneficiary 1 – Full Name

Beneficiary 4 – Full Name

Beneficiary 2 – Full Name

Beneficiary 5 – Full Name

Beneficiary 3 – Full Name

Beneficiary 6 – Full Name

If there are more than six beneficiaries please provide their full names on a separate page and attach to this Application Form.

4.3 CORPORATE TRUSTEE DETAILS

Full Company Name

Country of Formation, Incorporation or Registration

Country of Residence for Tax Purposes (if not Australia)

ARBN (if registered with ASIC)

ACN/ABN (if registered in Australia)

Tax File Number or Exemption Code (Australian residents)

AFS Licence Number (if applicable)

Name of regulator (if licenced by an Australian Commonwealth, State or Territory statutory regulator)

Name of Two Directors and Date of Birth:

Director 1 – Full Name

Date of Birth

Director 2 – Full Name (if not a Sole Director Company)

Date of Birth

Registered Business Address in Australia or in Country of Formation

Suburb

State

Postcode

Country

Principal Place of Business (not a PO Box address)

Suburb

State

Postcode

Country

If an Australian Company, registration status with ASIC.

Proprietary Company

Public Company

If a Foreign Company, registration status with the relevant foreign registration body.

Private/Proprietary Company

Public Company

Other – Please Specify

Name of Relevant Foreign Registration Body

Foreign Company Identification Number

Is the Company Listed?

No

Yes – Name of Market/Stock Exchange

Is the company a majority-owned subsidiary of an Australian listed company?

No

Yes – Name of Australian Listed Company

– Name of Market/Stock Exchange

If the company is **registered as a proprietary company by ASIC** or is a **private company registered by a foreign registration body**, please list the name of each director of the company.

Director 1 – Full Name

Director 4 – Full Name

Director 2 – Full Name

Director 5 – Full Name

Director 3 – Full Name

Director 6 – Full Name

If there are more than six directors please provide their full names on a separate page and attach to this Application Form.

If the company is an **Australian proprietary** or a **foreign private company which is NOT regulated**, please provide details for each Beneficial Owner having more than 25 per cent of the company's issued share capital.

Beneficial Owner 1

Given Names

Surname

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

Beneficial Owner 2

Given Names

Surname

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

Beneficial Owner 3

Given Names

Surname

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

4.4 CONTACT DETAILS (Financial Adviser details not accepted)

Given Names

Surname

Postal Address

Suburb

State

Postcode

Country

Mobile Number

Telephone

Email (we encourage you to provide your email address so that you can receive a copy of the relevant reports)

Certain reports will only be sent by email.

4.5 INVESTMENT DETAILS

Initial Investment Amount

Amount: AUD

(Minimum Initial Application is \$10,000)

Tick to indicate how your initial investment amount will be made:

Electronic Funds Transfer or Direct Deposit

Bank: St. George

Reference: "Investor surname/company or trust name" (as applicable)

Account Name: One Managed Investment Funds Limited Applications Account 5

BSB: 332-127

Account number: 554 164 365

Cheque

Made payable to: One Managed Investment Funds Limited Applications Account 5

Distribution Instructions

Bank/Institution

Branch

Account Name

BSB

Account Number

The name of your nominated bank account must be the same as the Investor's name.

4.6 IDENTIFICATION DOCUMENTS

To comply with Australia's Anti-Money Laundering and Counter-Terrorism Financing ("AML/CTF") legislation, we must collect certain information from prospective investors supported by ORIGINAL CERTIFIED COPIES of relevant identification documents for all investors.

Please refer to page 26 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process your Application for Investment.

Superannuation Funds/ Trusts

Provide an ORIGINAL CERTIFIED COPY of one of the following documents

The Trust Deed

Certified copy or certified extract of the Trust Deed containing the signature page

AND for the Corporate Trustee, who completed Section 4.3, enclose an ORIGINAL CERTIFIED COPY of one of the following current documents

A certificate of registration or incorporation issued by ASIC or the relevant foreign registration body (must show full name of company, name of registration body, company identification number and type of company – private or public); and

The most recent Company Statement issued by ASIC.

AND Provide an ORIGINAL CERTIFIED COPY of a photographic identification document for each Officeholder who has signed the Application Form.

Driver's licence that contains a photograph of the licence/permit holder; or

Passport that contains a photograph and signature of the passport holder.

If you do not have one of the above options please contact Investor Services for assistance.

4.7 WHOLESALE CLIENT

I acknowledge that the offer of Units issued by the Fund is a wholesale offer and therefore:

- does not require the giving of a product disclosure statement under the Corporations Act;
- does not require the giving of any other disclosure document that would require to be provided if the offer of Units in the Fund was made to a 'retail client' as defined in the Corporations Act;
- One Managed Investment Funds Limited does not have any other obligation to me under Chapter 7 of the Corporations Act that the Trustee would otherwise have if the offer of Units in the Fund was made to a 'retail client' as defined in the Corporations Act; and

one of the following circumstances apply to me (please indicate):

- (a) I am applying for units at a price, or for the value of at least \$500,000 under this Application Form
- (b) I have net assets of at least \$2.5 million, and am applying for Units in the Fund for a purpose other than for use in connection with a business
- (c) I have a gross income for each of the last two financial years of at least \$250,000 per year, and am applying for Units in the Fund for a purpose other than for use in connection with a business
- (d) I am a 'professional investor' as defined in the Corporations Act

If (b), (c) or (d) applies, please ensure you have the Accountant's Certificate (see page 27) completed.

4.8 DECLARATION AND SIGNATURES

I/we declare and agree:

- that I/we have read the Offering Memorandum to which this application applies and have received and accepted the offer in it in Australia;
- that my/our application is true and correct;
- to be bound by the provisions of the Trust Deed governing the Trust, as amended from time to time, the terms of the Offering Memorandum, including this Application Form (together "Documents") as amended from time to time;
- that I/we acknowledge that none of the Trustee, their related entities, directors or officers have guaranteed or made any representation as to the performance or success of the Trust, or the repayment of capital from the Trust. Investments in the Trust are subject to investment risk, including delays in repayment and loss of income or principal invested;
- not to hold the Trustee or their employees liable for any inaccurate information on its website and agree to the terms and conditions as set out on the website;
- that, where appropriate, I/we have obtained my/our own independent financial advice prior to investing in the Trust;
- that if this application is signed under Power of Attorney, the Attorney declares he/she has not received notice of revocation of that power (a certified copy of the Power of Attorney should be submitted with this application);
- that if I am a sole signatory signing on behalf of a company that I am signing as a sole director and secretary of the company;
- that I am/we are an individual(s) over 18 years of age or I am a duly incorporated body; and if investing as trustee, on behalf of a superannuation fund or trust, I/we confirm that I/am we/are acting in accordance with my/our designated powers and authority under the constituent deed. In the case of superannuation funds, I/we also confirm that it is a complying fund under the Superannuation Industry (Superannuation) Act 1993;
- to indemnify the Trustee and each of its related bodies corporate, directors and other officers, shareholders, servants, employees, agents and permitted delegates ("the Indemnified Parties") and to hold each of them harmless from and against any loss, damage, liability, cost or expense, including reasonable legal fees (collectively, a "Loss") due to or arising out of a breach of representation, warranty or agreement by me/us contained in any document provided by me/us to the Trustee in connection with my/our investment in the Trust. I/we hereby agree to indemnify the Trustee and any of the Indemnified Parties and to hold each of them harmless against all Loss arising out of the sale or distribution of the Units by me/us in violation of applicable law or any misrepresentation or breach by me/us with respect to the matters set forth in this Application Form. In addition I/we agree to indemnify the Trustee and any of the Indemnified Parties and to hold each such person harmless from and against, any and all Loss, to which they may be put or which they may reasonably incur or sustain by reason of or in connection with any misrepresentation made by me/us with respect to the matters about which representations and warranties are required by the terms of this Application Form, or any breach of any such warranty or any failure to fulfil any covenants or agreements set forth herein or included in and as defined in the Documents. The indemnification obligations provided herein survive the execution and delivery of this Application Form, any investigation at any time made by the Trustee and the issue and sale of units and shall be in addition to any liability I/we may have;
- that by signing this Application Form and applying for units I/we release each of the Indemnified Parties from all claims, actions, suits or demands whatsoever and howsoever arising that you, as a Unit Holder, may have against any Indemnified Party in connection with the Offer or your holding units;

- that if I am/we are executing this Application Form as an authorised representative, I/we further agree and confirm that the representations, warranties, and covenants made in this Application Form are made by me/us on behalf of myself/ourselves and the Investor(s). I/we have all requisite power and authority from the Investor(s) to execute and perform the obligations under this Application Form and will provide the Trustee any information reasonably requested by them or required by any applicable law or regulation with respect to the Investor(s);
- that by signing the Application Form, I/we acknowledge that I/we have reviewed and understood any updated or supplemental information on the website or supplied by other means.

I/we acknowledge and agree that:

- the Trustee may deliver and make reports, statements and other communications available in electronic form, such as e-mail or by posting on a website;
- investments in the Trust are not deposits with or other liabilities of the Trustee or any related bodies corporate or associates;
- the Trustee is authorised to apply the TFN or ABN provided above and it will be applied to all investments unless I/we advise the Trustee otherwise;
- the Trustee reserves the right to reject any application or scale back an application in their absolute discretion;
- if my/our application monies are dishonoured, the Trustee will not process my/our application and will notify me/us of such;
- I/we have read the information on privacy and personal information contained in the Offering Memorandum booklet and consent to my/our personal information being used and disclosed as set out in the Documents;
- application monies will be held in an account until invested in the Trust or returned to me/us. Interest will not be paid to applicants in respect of their application monies regardless of whether their monies are returned;
- the Trustee may disclose to related bodies corporate or to any other service provider to the Trust or to any regulatory body any information; and
- copies of the Application Form and any information concerning the Investor provided by the subscriber to the Trustee and any such disclosure will not be treated as a breach of any restriction upon the disclosure of information imposed on such person by law or otherwise.

I/we acknowledge and agree that:

- the collection of my personal information may be required by the Financial Transaction Reports Act 1988, the Corporations Act, 2001, the Income Tax Assessment Act 1936 and the Anti-Money Laundering and Counter-Terrorism Financing Act 2006. Otherwise, the collection of information is not required by law, but I acknowledge that if I do not provide personal information, the Trustee may not allow me to invest in the Trust.

If you complete this application, you may supply us with information which is personal information subject to the Privacy Act. You can obtain a copy of our policy or access your personal information we hold about you by requesting it from the Trustee at Level 13, 20 Hunter Street, Sydney NSW 2000.

If there are any changes to your personal details, or you find that information we hold about you is incorrect, please contact us immediately.

We collect information for the following reasons:

- to assess and process your application;
- to establish and maintain a register of Unit Holders;
- to monitor, audit, evaluate and otherwise administer your investment;
- to communicate with you in relation to your investment and all transactions relating to your investment; and
- for planning, product development and research purposes and to seek feedback on our products and services.

Disclosing your information

The Trustee may exchange personal and credit information about you with a related body corporate for any of the purposes listed above.

We may also disclose information we hold about you in the following circumstances:

- to your usual stockbroker, legal or financial adviser;
- to companies that provide services on our behalf (for example printing statements or notices which we send to you);
- if the disclosure is required or authorised by law; or
- if you consent to the disclosure (in this form or otherwise).

By applying to invest in the Trust you represent and agree that:

- you are not aware and have no reason to suspect that the monies used to fund your investment in the Trust have been or will be derived from or related to any money laundering, terrorism financing or similar or other activities illegal under applicable laws or regulations or otherwise prohibited under any international convention or agreement ("AML/CTF Law");
- the proceeds of your investment in the Trust will not be used to finance any illegal activities;
- you will provide us with all additional information and assistance that we may request in order for us to comply with any AML/CTF Law; and
- we may decide to delay or refuse any request or transaction, including by suspending the issue or redemption of units in the Trust, if we are concerned that the request or transaction may breach any obligation of, or cause us to commit or participate in an offence under, any AML/CTF Law, and we will incur no liability to you if we do so.

Signature 1*

Full Name

Date

Tick capacity (mandatory for companies):

- Sole Director and Company Secretary
- Director
- Secretary

Company Seal (if applicable)

Signature 2*

Full Name

Date

Tick capacity (mandatory for companies):

- Director
- Secretary

*For Trust/Superannuation Fund applications the company acting as trustee must be signed by two Directors, a Director and Secretary or the Sole Director of the company details of which appear in Section 4.3.

Post your original signed Initial Application Form, original certified copies of your identification document(s) and Accountant's Certificate (if relevant) to us.

One Managed Investment Funds Limited
PO Box R1471
Royal Exchange NSW 1225

Please ensure that you have transferred your Application Monies or enclose a cheque for payment.

CERTIFYING A COPY OF AN ORIGINAL DOCUMENT

All documents must be provided in a certified copy format – in other words, a copy of the original document that has been certified by an eligible certifier.

A 'certified extract' means an extract that has been certified as a true copy of some of the information contained in a complete original document by one of the persons described below.

Please note that we require the copy which was actually signed by the certifier (i.e. the original penned signature of the certifier).

People who can certify documents or extracts are:

1. A lawyer, being a person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner (however described).
2. A judge of a court.
3. A magistrate.
4. A chief executive officer of a Commonwealth court.
5. A registrar or deputy registrar of a court.
6. A Justice of the Peace.
7. A notary public (for the purposes of the *Statutory Declaration Regulations 1993*).
8. A police officer.
9. An agent of the Australian Postal Corporation who is in charge of an office supplying postal services to the public.
10. A permanent employee of the Australian Postal Corporation with 2 or more years of continuous service who is employed in an office supplying postal services to the public.
11. An Australian consular officer or an Australian diplomatic officer (within the meaning of the *Consular Fees Act 1955*).
12. An officer with 2 or more continuous years of service with one or more financial institutions (for the purposes of the *Statutory Declaration Regulations 1993*).
13. A finance company officer with 2 or more continuous years of service with one or more financial companies (for the purposes of the *Statutory Declaration Regulations 1993*).
14. An officer with, or authorised representative of, a holder of an Australian financial services licence, having 2 or more continuous years of service with one or more licencees.
15. A member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants with 2 or more years of continuous membership.

The following form is for the use of Australian Applicants only who are investing less than AUD \$500,000

ACCOUNTANT'S CERTIFICATE THAT CLIENT IS WHOLESALE UNDER SECTION 761G(7) OF THE CORPORATIONS ACT

To: One Managed Investment Funds Limited
Level 13, 20 Hunter Street
SYDNEY NSW 2000

I,

Of

Certify as follows:

1. I am a qualified accountant for the purposes of the Corporations Act, being a member of the Institute of Chartered Accountants in Australia/Australian Society of Certified Practising Accountants/National Institute of Accountants and am subject to, and comply with, that body's continuing education requirements.

2. I am giving this certificate in accordance with section 761G(7)(c) of the Corporations Act at the request of, and with reference to,
(Investor) and acknowledge that this certificate will be relied upon to make offers of financial products to the investor without disclosure under Part 7.9 of the Corporations Act.

3. I certify that, having reviewed the financial position of the investor:
 - (a) the investor has net assets of at least A\$2.5 million; or
 - (b) the investor had a gross income for each of the last two financial years of at least A\$250,000 a year.

Signature

Print name

Dated

Notes

The certificate should be:

1. Provided before any offer is made; and
2. Given no earlier than two years before the offer is made.