



Product Disclosure Statement

Russell Investments Australian Opportunities Fund – Class A

About this Product Disclosure Statement (PDS)

This PDS was issued 25 October 2023 and issued by Russell Investment Management Ltd ABN 53 068 338 974, AFS Licence Number 247 185 (**Responsible Entity, we, us, our, RIM**) as the Responsible Entity of the Russell Investments Australian Opportunities Fund (**Fund**). RIM is responsible for the operation of the Fund and has the power to delegate certain duties in accordance with the Corporations Act 2001 and the constitution of the Fund (**Constitution**). The Responsible Entity is part of Russell Investments, a global financial services organisation with headquarters in Seattle, USA.

This PDS describes the main features of the Russell Investments Australian Opportunities Fund – Class A. In preparing this PDS, we did not take into account your particular investment objectives, financial situation or needs. As investors' needs and aspirations differ, you should consider whether investing in the Fund is appropriate for you in light of your particular needs, objectives and financial circumstances. You should obtain independent financial advice tailored to your personal circumstances.

The offer or invitation to apply for investment in Class A units in the Fund (**Units**) under this PDS is subject to the terms and conditions described in this PDS. We reserve the right to accept or decline applications in full or in part and reserve the right to change these terms and conditions. Notice would be provided before or as soon as practicable after the change occurs.

Investors who qualify as 'Wholesale Clients' as defined under section 761G of the Corporations Act 2001 (**Wholesale Clients**) may invest in Units in the Fund. Applications for Units may only be made using the Application Form attached to this PDS. This PDS can only be used by persons receiving it (electronically or in hard copy) in Australia and does not constitute an offer or recommendation of securities in any jurisdiction, or to any person to whom it would be unlawful to make such an offer.

'Retail Clients' as defined under section 761G of the Corporations Act 2001 can only access Units in the Fund through master trusts, wrap accounts, investor directed portfolio services and nominee or custody services. We call these services 'platforms' and refer to people who invest through them as 'Indirect Investors'. To invest, Indirect Investors need to complete the application forms provided by the platform operator.

Please read this PDS to find out more about the features, costs and benefits, as well as the risks involved in investing in the Fund. It is important that you read this PDS before making any decision to invest in the Fund. Neither RIM nor any of its related bodies corporate, associates, officers or affiliates guarantees the performance of the Fund or the repayment of capital from the Fund. Any investor in the Fund could lose all or a substantial part of its investment in the Fund.

The information in this PDS is current as at the issue date. Information that is not materially adverse may change from time to time. We will update this information by publishing changes on our website <https://russellinvestments.com/au>. A paper copy of the PDS and any updated information is available free of charge on request by contacting us using the details under the 'How to contact us' set out below. For Indirect Investors investing through a platform, updated information may also be obtained from your platform operator.

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How to contact us

If you are an Indirect Investor accessing the Fund through a platform you should first contact the operator of the platform. Other investors can contact or find us as follows:

In writing:

Russell Investment Management Ltd
GPO Box 3279
Sydney NSW 2001, Australia

Our Website:

<https://russellinvestments.com/au>

Email:

syd-fundoperations@russellinvestments.com

For Wholesale Clients:

Russell Investments Fund Operations

Tel: 1300 728 208 (in Australia)

Tel: +612 9229 5204 (outside Australia)

Fax:

1300 768 040 (in Australia)

+612 9229 5116 (outside Australia)

This PDS is issued on 25 October 2023 and applies from 25 October 2023. Applications will be processed on or after 25 October 2023.

1. Fund Overview

Features of the Fund	Detail	Further Information
About the Fund		
Fund Name	Russell Investments Australian Opportunities Fund (ARSN 108 895 469)	
Fund Structure	Australian registered managed investment scheme	
Responsible Entity	Russell Investment Management Ltd.	Section 2 and 3
Custodian and Administrator	State Street Australia Ltd (SSAL)	Section 2 and 3
Securities Lending Program Provider	State Street Bank & Trust Company (SSBT)	Section 2, 3 and 4
Securities Borrowing Counterparty	Macquarie Bank Limited (MBL)	Section 2, 3 and 4
Auditor	PricewaterhouseCoopers (PwC)	Section 2 and 3
Investment Objective	The Fund aims to significantly outperform its benchmark (before costs and tax) over the long term by providing exposure to a diversified portfolio of predominantly Australian shares.	Section 4
Key Benefits	The Fund delivers value to investors through: Real diversification The Fund systematically incorporates a selection of the strongest Australian equities investment ideas across a range of strategies and styles to help the portfolio weather various market conditions and economic scenarios. Effective components The Fund applies an open architecture approach to deliver appropriate exposures to achieve the investment objective. Russell Investments devotes significant resources, expertise and time to identify the most effective strategies, the right funds and the most efficient modes of implementation. Agility The Fund's investment team continually monitors the Fund, and adjusts the strategy and asset class exposures as the market changes and new opportunities arise.	
Benchmark	S&P ASX 300 Accumulation Index	Section 4
Investment Strategy	The Fund invests predominantly in shares and unit trusts listed or about to be listed on the Australian Securities Exchange (ASX). The Fund may also engage in short selling of securities. Derivatives may be used to obtain or reduce exposure to securities and markets, to implement investment strategies and to manage risk.	Section 2 and 4
Investment Managers	In order to achieve the Fund's objectives, multiple managers and strategies are adopted and implemented as a combined portfolio. The Fund is actively managed and as such, the underlying investment managers are regularly reviewed and may be changed at any time to capture market opportunities. Current information about the underlying investment managers appointed by Russell Investments can be found on our website at https://russellinvestments.com/au	Section 2, 3 and 4

Features of the Fund	Detail	Further Information
Recommended Investment Timeframe	Seven years	Section 4
Suitability	Suitable for investors with a long-term investment horizon who are seeking share-like returns. Investors must be willing to accept the possibility of negative returns over the short to medium term.	Section 4
Risk Level	High. The risk level assigned to the Fund is based on our assessment of how often the Fund may experience a negative annual return in a 20 year period. Relevant risks associated with an investment in the Fund of this nature are set out in section 5.	Section 5
Fees		
Entry/Contribution Fee	Nil	Section 6 and 7
Withdrawal Fee	Nil	
Switching Fee	Nil	
Management fees and costs	1.13% p.a. comprising: • Management fee – 1.05% • Indirect costs – 0.00% • Expense recoveries – 0.07%	
Transaction costs	Estimated to be 0.38% p.a. of the NAV of the Fund.	
Transacting (For investors accessing the Fund through a master trust or wrap account, please contact the operator for this information)		
Applications and Withdrawals	Application and withdrawal requests need to be received by 12:00pm Sydney time on any business day.	Section 2 and 8
Distributions	Any income distributions are usually paid half yearly. You can request to reinvest distributions as additional units in the Fund or have them paid to your bank account.	Section 8
Reporting on Your Investment (Indirect Investors should contact the operator for information on the reports you will receive.)		
Confirmations	We'll send you a transaction statement each time you transact.	Section 10
Monthly Reporting	We'll send you a monthly transaction statement. In addition, we'll also make specific investment information in accordance with RG 240 requirements available on our website.	
Annual investment statement and tax statement	We'll send you an annual tax statement (if the Fund is an Attribution Managed Investment Trust (AMIT), we'll send you an AMIT Member Annual (AMMA) Statement). If you are a retail investor, we will also send you an annual investment statement and specific investment information in accordance with RG 240 requirements. The RG 240 information will also be available on our website.	
Distributions	We'll send you a distribution statement each time a distribution is made.	

2. ASIC Benchmarks and Disclosure Principles

The ASIC Benchmarks and Disclosure Principles (contained in ASIC's regulatory guide 240) outlined below are key risk areas that investors should understand before making a decision to invest into the Fund.

Disclosure Benchmarks for the Fund

Description of requirement	Is this Benchmark met?	Further Information
1. Valuation of assets		
The Responsible Entity has and implements a policy requiring valuations of the fund's assets that are not exchange traded to be provided by an independent administrator or an independent valuation service provider.	The Fund meets this benchmark. The Fund's assets that are not exchange traded are valued by the Fund's independent administrator, SSAL in accordance with our Securities Valuation Policy. Where the Fund has exposure to an underlying fund, we value that fund using an independent source.	Section 3 and 8
2. Periodic reporting		
The Responsible Entity has and implements a policy to provide periodic reports on certain key information relating to the Fund on an annual and monthly basis.	The Fund meets this benchmark. The Responsible Entity will make the monthly and annual reports available on our website https://russellinvestments.com/au . The annual reports will also be sent to you if you are a Retail Client.	Section 10

The ASIC Disclosure Principles require responsible entities of hedge funds to provide information about the following matters in disclosures to Retail Clients.

1. Investment Strategy

The Fund invests predominantly in Australian equities and unit trusts listed or about to be listed on the ASX. It may also invest in listed equities on foreign exchanges in situations where the securities are also, or have been, listed on the ASX. Other securities available for investment include exchange traded derivatives, over-the-counter (OTC) derivatives and cash equivalent instruments.

It is intended that the Fund will be fully invested in a diversified portfolio of securities. Australian listed equities will typically be held in Australian dollars. Securities that are listed on foreign exchanges will be denominated in the currency of the relevant market.

Derivatives may be used to obtain or reduce exposure to securities and markets, to implement investment strategies and to manage risk. The Fund may engage in short selling of securities as part of its investment strategy in order to benefit from falling security prices. The use of derivatives and short selling will not result in the Fund being leveraged on a net basis, however the Fund may have gross exposure up to 150% of net asset value (NAV), including 25% in short positions and 125% total in long positions.

The Fund's ability to produce investment returns will be dependent on market return and the investment selection skills of the investment team. The success of the Fund's investment strategy will depend on market conditions and may be influenced by certain risk factors.

The specific risks associated with the Fund's investment strategy with an accompanying description of the Fund's risk management strategy are set out in detail in Section 5 of this PDS.

The Responsible Entity may, at its discretion, alter the Fund's investment objectives and strategy. Whilst there is no intention to change the Fund's investment strategy, we will notify you of any such changes.

Further information: Section 4 and 5

2. Investment Manager

Russell Investment Management Ltd is the investment manager of the Fund.

James Harwood is primarily responsible for the management of the Fund, in conjunction with Andrew Zenonos. James is a Senior Portfolio Manager and Andrew Zenonos is a Portfolio Manager, both focusing on Australasian equities. They are suitably qualified and experienced in the management of the Fund. James will dedicate upwards of 35% of his time and Andrew will dedicate upwards of 15% of his time to the implementation of the Fund's investment strategy.

In order to achieve the Fund's objectives, multiple managers and strategies are adopted and implemented as a combined portfolio. RIM may appoint a number of different money managers (including other members of Russell Investments) (each an "investment manager" or "manager") to manage some or all of the assets of the Fund. We may also manage the Fund's assets ourselves. The Fund is actively managed and as such, the underlying investment managers are regularly reviewed and may be changed at any time to capture market opportunities. Current information about the underlying investment managers appointed by the Fund can be found on our website at <https://russellinvestments.com/au>.

Each investment manager's appointment is governed by a standard investment management agreement (IMA), which specifies the rights and obligations of the relevant parties, including the process of termination should the arrangement no longer be appropriate. We may also invest in underlying funds managed by RIM or third party investment managers ("underlying funds"). In such cases, we invest pursuant to the terms and conditions of the underlying fund's constitution and offer document, and we have the same rights and obligations as other investors in the underlying fund.

Further information about the underlying managers and the terms of their appointment can be found in Section 3 of this PDS.

Further information: Section 3

*James Harwood,
Senior Portfolio
Manager for the Asia-
Pacific region, is
primarily responsible
for the management
of the Fund.*

3. Fund Structure

The Fund is an unlisted Australian registered managed investment scheme (MIS). Russell Investment Management Ltd is the Responsible Entity of the Fund. You can find further information about MIS in Section 8.

The key service provider involved in the operation of the Fund is SSAL. SSAL has been appointed as custodian and administrator of the Fund, and is Australian based.

The Responsible Entity monitors SSAL's compliance with its obligations under relevant service agreements and applicable laws by requiring weekly service meetings and reporting, quarterly compliance attestations, and bi-annual service reviews.

MBL is the securities borrowing counterparty for the securities that the Fund borrows. You can find more information about this arrangement in Section 3.

In addition, the Responsible Entity has engaged Russell Investments Implementation Services LLC (RIIS), a related party based in Seattle, USA to provide implementation and execution services for the Fund on an arm's length basis. You can find further information about related party payments in Section 7 of this PDS.

The Fund and the compliance plan for the Fund are required to be audited annually. We have appointed PwC as auditor to the Fund and its compliance plan.

You can find further information about key service providers and a diagram showing the flow of investment money through the Fund's structure in Section 3.

Further information: Section 3, 5 and 7

4. Valuation, location and custody of assets

The Fund's assets are generally valued daily by the Fund's administrator, SSAL, at the current market value.

In addition, the Responsible Entity has and implements a Securities Valuation Policy, which governs the valuation of the securities of the Fund in accordance with our legal obligations.

Key aspects of the valuation policy include:

- pricing sources for all exchange-traded assets;
- valuation methods to be used by the administrator;
- factors to be considered by the administrator when undertaking a valuation; and
- how valuations of securities for which market quotations are not readily available will be dealt with.

Asset values are determined from an independent source, or by the administrator in consultation with the Responsible Entity and investment manager and in accordance with industry standards.

The NAV of the Fund is established in accordance with the process set out in the Constitution.

The types of assets that the Fund does or may invest in include Australian listed equities, Australian unlisted equities, international listed equities, cash equivalent instruments, OTC derivatives and exchange traded derivatives. The allocation range for each of these asset types can be found in section 4.

All assets will be custodied in Australia in segregated custodial accounts provided by SSAL, the custodian for the Fund. Assets that are listed in a foreign market are held in segregated custodial accounts through a sub-custodian of SSAL in that market. There may be risks associated with holding assets through third party service providers such as a custodian. These risks are outlined in Section 5. In addition to the above arrangements, the Responsible Entity may also hold some of the assets of the Fund, in accordance with its licence and the terms of the Constitution.

Further information Sections 3, 4, 5 and 8

5. Liquidity

The Responsible Entity reasonably expects that it will be able to realise at least 80% of the assets of the Fund, at the value ascribed to those assets in calculating the Fund's NAV, within 10 days.

Further information: Section 8

6. Leverage

The Fund is exposed to leverage through its use of short selling strategies only. See disclosure principle 8 for an explanation of short selling. Other than this, the Fund does not borrow money to generate leverage.

Where the Fund is exposed to leverage through its use of short selling, it can become leveraged on a gross basis, but it will not be leveraged on a net basis. The maximum amount of short selling permitted for the Fund is 25% of the NAV of the Fund. The cash generated from short selling enables the Fund to extend its long exposure to securities to a maximum of 125% of the NAV of the Fund. Combined, the maximum gross exposure to securities is 150% of the NAV of the Fund.

The Fund currently runs at a gross exposure of approximately 120% of the NAV of Fund. This is comprised of approximately 110% in long positions, and approximately 10% in short positions. The Fund will provide collateral equal to the value of at least 100% of the value of the assets borrowed. The Fund may use cash, cash equivalents or shares as collateral. These assets are only encumbered to the extent that collateral is held as security against the value of the stock borrowed for short positions.

For more information and for an example of the impact of leverage on gains and losses please refer to Section 4.

Further information: Sections 4 and 5

7. Derivatives

The Fund is permitted to trade in both exchange-traded and over-the counter derivative instruments. Derivatives such as futures, options, swaps and forward contracts may be used by the Fund from time to time to:

- achieve a desired investment position without buying or selling the underlying asset;
- implement investment strategies;
- as a hedging mechanism to protect against changes in the market value of existing investments; or
- to manage actual or anticipated risk.

In particular, the Fund may use futures contracts to equitise cash holdings. Derivatives may also be used to create net short positions in specific underlying assets of the Fund.

We have procedures in place covering the use of OTC derivatives and managing counterparty risk. These include:

- assessing the creditworthiness of the counterparty to determine the potential risk and assigning them a rating accordingly;
- obtaining a credit report on the counterparty prior to initial dealings with it; and
- ensuring there is an appropriate contract in place between us and the counterparty.

We also monitor total exposure to counterparties against established limits on a regular basis. Information about the key risks associated with using derivatives is set out in Section 5 of this PDS.

Further information: Sections 4 and 5

8. Short selling

Short selling is an investment strategy employed by the Fund in order for the Fund to benefit from falling security prices.

MBL is the securities borrowing counterparty used to facilitate the Fund's short selling strategy. It is the Fund's only counterparty to any leveraged transactions (e.g. short selling). Where we invest in an underlying fund, short selling strategies may be used by the underlying fund's investment manager.

You can find further information about the Fund's short selling program in Section 4 of this PDS. Information about the risks of short selling and the Responsible Entity's associated risk management strategy are set out in Section 5.

Further information: Sections 4 and 5

9. Withdrawals

The Fund generally processes withdrawal requests each business day.

Daily withdrawal requests must be received by the administrator by 12:00pm Sydney time on any business day. The process for making withdrawals and the limitations in relation to withdrawals, for example, where the Fund is illiquid are set out in Section 8 of this PDS.

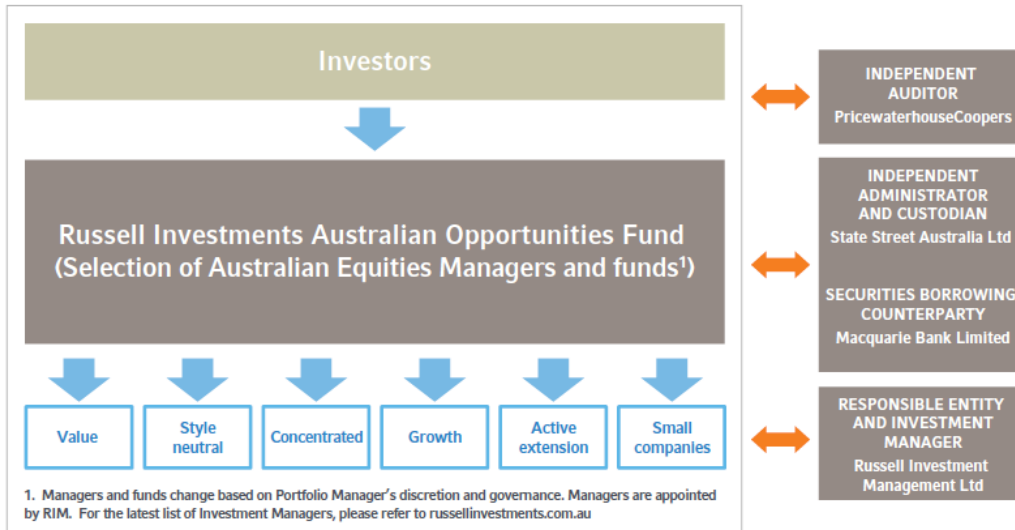
We will notify you in writing of any changes to the Fund's withdrawal requirements, including if your withdrawal rights are suspended.

You can find more information about withdrawing from the Fund in section 8 of this PDS.

Further information: Section 8

3. Responsible Entity and Key Service Providers

Fund Structure



The Responsible Entity

Russell Investment Management Ltd (RIM) is the Responsible Entity for the Fund. RIM is an Australian public company that is part of Russell Investments – a global asset manager.

Russell Investments is a global investment solutions partner, dedicated to helping investors reach their long-term goals. Building on an 87-year legacy of continuous innovation to deliver exceptional value to clients, Russell Investments offers investment solutions in 30 countries, managing over A\$447 billion in assets (as of 30 June 2023). Russell Investments specialises in multi-asset solutions, scouring the globe for investment strategies, managers and asset classes to deliver to its clients around the world.

Headquartered in Seattle, Washington, Russell Investments has offices in 17 cities, including in New York, London, Tokyo and Shanghai. For more information about how Russell Investments helps to improve financial security of its clients, visit <https://russellinvestments.com/au>.

As Responsible Entity, we are responsible for ensuring that the Fund is operated in accordance with its Constitution and the Corporations Act 2001.

Under the Corporations Act 2001, the Responsible Entity may be changed with a resolution passed by at least 50% of the total votes that may be cast by unitholders entitled to vote on the resolution.

The diagram depicts the Fund's structure and the selection of Managers that provide exposure to one or more of the characteristics listed.

Key Service Providers

The key service providers involved in the operation of the Fund are named in the Fund Overview in Section 1 of this PDS. We will notify you of any change to these service providers on our website at <https://russellinvestments.com/au>.

The Fund has a compliance program which, together with the compliance plan, is applied to ensure that its key service providers comply with their service agreement obligations.

Further information about our key service providers is set out below.

Custodian

We have appointed SSAL as the custodian of the Fund.

The appointment has been made pursuant to an agreement entered into between the Responsible Entity and SSAL (Custodian Agreement). The custodian is responsible for holding the assets of the Fund, as well as providing the Responsible Entity with certain other services in connection with the custody of the Fund's assets in accordance with the terms and conditions of the Custodian Agreement. As noted previously, in addition to the above arrangements, the Responsible Entity may also hold some of the assets of the Fund, in accordance with its licence and the terms of the Constitution.

The Responsible Entity may replace SSAL as the custodian of the Fund without notice to investors.

Administrator

We have appointed SSAL as administrator of the Fund.

The appointment has been made pursuant to an agreement entered into between the Responsible Entity and SSAL (Administrative Services Agreement). The administrator is responsible for certain services including but not limited to accountancy, administrative, taxation, unit pricing and registry services.

The Responsible Entity may replace SSAL as the administrator of the Fund without notice to investors.

Securities Borrowing Counterparty

We have entered into a securities borrowing arrangement with MBL to facilitate the Fund's short selling strategy. The appointment is pursuant to an agreement between the Responsible Entity and MBL. The Responsible Entity may replace MBL without notice to investors.

Auditor

The Fund and the compliance plan for the Fund are required to be audited annually. We have appointed PwC as auditor to the Fund.

Investment Approach

The Responsible Entity is the investment manager for the Fund and is responsible for making investment decisions in relation to the Fund and implementing the Fund's investment strategy.

We devote significant resources and expertise to identifying the most effective strategies and exposures to achieve the Fund's objective. The Fund's Portfolio Manager is responsible for identifying investment managers based on a rigorous research process that is unlimited by location, ownership structure, investment approach, availability on exchanges or management responsibility.

The allocation to underlying strategies is determined and adjusted by the Portfolio Manager drawing on the insights, research and analysis from our strategist, capital market researchers and manager research teams to determine the most appropriate allocation to achieve the objectives of the Fund given existing and expected market conditions.

James Harwood is primarily responsible for the management of the Fund, in conjunction with Andrew Zenonos. They are suitably qualified and experienced in the management of the Fund. James will dedicate upwards of 35% of his time, and Andrew will dedicate upwards of 15% of his time to the implementation of the Fund's investment strategy.

James is a Senior Portfolio Manager in the investment division of Russell Investments and has managed Australian equity portfolios since joining Russell Investments in 2013. He oversees a number of active investment strategies and outcome-oriented equity funds.

James's portfolio management responsibilities cover strategy design, manager selection, dynamic management and fund construction.

James holds a BA (Hons) Financial Economics from the University of Coventry and is a CAIA charterholder. James has extensive global industry experience and has held senior investment positions in London, Singapore and Sydney.

Andrew is a Portfolio Manager focussing on equity portfolios, and has been part of the Australian equity team at Russell Investments since 2012. His experience covers portfolio construction, equity research and strategy, and implementation across active multi-strategy and systematic funds.

Andrew is a member of the equity strategy team, responsible for process enhancement as well as tactical trade idea generation for Russell Investments' global equity and multi-asset funds. He is also a voting member of Russell Investments' global active ownership committee, with responsibility for proxy voting and company engagement.

Andrew holds a Bachelor of Commerce (Finance) from the University of Queensland and is a CFA charterholder.

To read the latest information on the underlying managers of the Fund please visit <https://russellinvestments.com/au>

Underlying Investment Managers

Underlying investment managers to the Fund are subject to a rigorous selection process. The selection and monitoring process is conducted by our experienced investment team.

Once selected, investment managers are monitored continuously to ensure the 'fit' and to ensure that their strategies continue to align with the objectives of the Fund. Hence there is a constant evaluation of styles and investment processes in order to reaffirm confidence in managers and to review potential replacements. In this respect, there is very close communication between the portfolio manager, the manager research analysts and the underlying managers themselves. This process seeks to identify opportunities to improve the manager line-up as new talent emerges.

We also use qualitative and quantitative techniques to monitor managers. Specifically we examine performance, the manager's organisation (especially key portfolio management staff) and whether the manager is abiding by their investment process and style. Quantitative tools are used to continually monitor the individual manager portfolios, as well as the combined portfolio.

Manager portfolios and performance against expectations is monitored at two levels: by the manager research analyst responsible for the sector, and by the Portfolio Manager responsible for the Fund. Regular reviews with the managers (generally quarterly) are used to assess portfolios and their performance, and to seek justification from managers when they diverge from expectations.

Each investment manager's appointment is governed by an IMA, which specifies the rights and obligations of the relevant parties, including the process of termination should the arrangement no longer be appropriate. We are able to terminate any investment manager's appointment under an IMA at any time subject to contractual notice periods. Termination in these circumstances is without payment of any penalty.

We may also invest in underlying funds managed by third party investment managers. In such cases, we invest pursuant to the terms and conditions of the underlying fund's constitution and offer document, and we have the same rights and obligations as other investors in the underlying fund.

Because the Fund is actively managed, and the underlying investment managers and underlying funds are regularly reviewed, we can change the investment managers and/or underlying funds of the Fund at any time without notice.

Current information about underlying investment managers can be found on our website at <https://russellinvestments.com/au/disclosures>. You can contact us if you would like a paper copy of this information free of charge.

4. How the Fund Invests

Investment objective

The Fund aims to significantly outperform its benchmark (before costs and tax) over the long term by providing exposure to a diversified portfolio of predominantly Australian shares.

Recommended Investment Timeframe

The recommended investment timeframe for the Fund is seven years.

Fund Suitability

The Fund is suitable for investors with a long-term investment horizon who are seeking share-like returns. Investors must be willing to accept the possibility of negative returns over the short to medium term.

Investment Strategy

The Fund invests predominantly in shares and unit trusts listed or about to be listed on the ASX. The Fund may also invest in listed equities on foreign exchanges in situations where the securities are also, or have been, listed on the ASX.

The Fund may also engage in short selling of securities. Derivatives may be used to obtain or reduce exposure to securities and markets, to implement investment strategies and to manage risk. You can find more information about short selling, derivatives and leverage below.

In order to achieve its investment objective, the Fund utilises multiple investment managers and strategies to reduce 'scenario risk'. These multiple strategies are in the form of multiple investment styles (e.g. growth, value and style neutral). Managers within the Fund specialise in a diverse range of alternative and higher risk strategies and select products including active extension, small capitalisation, absolute return and concentrated portfolios not normally available to many investors.

The Fund's ability to produce investment returns will be dependent on market return and the investment selection skills of the investment team. The success of the Fund's investment strategy will depend on market conditions and may be influenced by certain risk factors. You can find more information about risk factors in Section 5 of this PDS.

For detailed information on the Fund's ESG considerations, refer to 'ESG considerations' at page 18.

Investment Management

As well as appointing investment managers to manage the assets of the Fund, we, or other members of Russell Investments, may directly manage a portion of the assets of the Fund or of an underlying fund in which the Fund is invested.

We may alter the Fund's investment objectives and strategy at any time. Whilst there is no current intention to change the Fund's investment strategy, we will notify you of any changes.

Diversification and Holdings

It is intended that the Fund will be fully invested in a diversified portfolio of securities. Australian listed equities will typically be held in Australian dollars. Assets that are listed on foreign exchanges will be denominated in the currency of the relevant market.

The typical asset type in which the Fund invests are Australian listed equities, exchange traded derivatives, OTC derivatives and cash equivalent instruments.

Exposure	(% of NAV)
Australian listed equities	80 – 100
International listed equities	0 – 20
Derivatives:	
Exchange traded	0 – 20
OTC	0 – 10
Cash	0 – 10

Derivatives

Derivatives such as futures, options, swaps and forward contracts may be used by the Fund from time to time to:

- achieve a desired investment position without buying or selling the underlying asset;
- implement investment strategies;
- as a hedging mechanism to protect against changes in the market value of existing investments; or
- to manage actual or anticipated risk.

In particular, the Fund may use futures contracts to equitise cash holdings.

Derivatives may also be used to create net short positions in specific underlying assets of the Fund.

Where the Fund has foreign currency exposures it may use derivatives to manage currency exposure.

Leverage

The Fund is exposed to leverage through its use of short selling strategies only. The Fund borrows securities from MBL to facilitate its short selling strategy.

The fund has no material borrowings.

Short selling

The Fund may undertake short selling as an investment strategy. Differing from traditional equity funds which generally take only long positions, it may simultaneously hold both long and short positions.

The Fund may borrow securities from its counterparty MBL. In exchange, the Fund will provide collateral equal to the value of at least 100% of the value of the assets borrowed. The Fund may use cash, cash equivalents or shares as collateral. These assets are only encumbered to the extent that collateral is held as security against the value of the stock borrowed for short positions.

In taking a long position (buying a share with the expectation that the share will rise in value or outperform) the Fund aims to gain from a company which it believes will increase in share price.

Short positions (selling a borrowed share with the expectation that the share will fall in value or underperform, with an agreement to purchase an identical share back at a later date) are taken against companies the Fund believes will decrease in share price relative to other companies, with the aim of profiting from this decline in share price.

Short selling and leverage example

If the Fund borrows 100 shares, and sells those shares for \$50 per share, the Fund would receive \$5,000 in sale proceeds. If the price of the share subsequently falls to \$40 per share, the Fund can buy back the 100 shares it borrowed at \$40 per share (\$4,000) and return the 100 shares to the lender. Excluding any borrowing expenses, the Fund would have made a gain of \$1,000. However, if the price of the share increases to \$100 per share, the Fund would be required to buy back the 100 shares at \$100 per share (\$10,000) making a loss of \$5,000, excluding any borrowing expenses incurred.

The maximum net investable exposure for the Fund is 100% however as the Fund's long and short position limits are 125% and 25% respectively, the exposure of \$1 invested long may be magnified up to the value of \$1.25. Conversely, the value of \$1 invested short may be concurrently exposed up to \$0.25.

ESG considerations

Russell Investments' policy is to, where relevant, integrate responsible investing into our third party investment manager evaluation and our portfolio management processes. This section explains what responsible investing means for the Fund.

Russell Investments employs a ranking system in our manager research process. It incorporates factors that we believe impact third party investment managers' ability to generate returns for our clients. We have an environmental, social and governance (ESG) rank which considers labour standards and environmental considerations. Each manager we research has an explicit ESG rank on a scale of 1-5, with 5 being the highest ESG rating a manager can attain. There are 4 sub-scores based on a

manager's commitment to ESG, their awareness of the risk and return impact of ESG, their implementation of ESG insights, and their active ownership. A ranking of 3 represents a ranking consistent with the peer group average. This rank is incorporated into our:

- (a) third party investment manager evaluation process to determine whether the manager appropriately assesses the risk and return impacts of ESG related considerations on individual portfolio holdings and the overall portfolio construction process; and
- (b) our overall view of the manager.

There may be additional ESG considerations employed in the underlying funds.

For additional information on responsible investing, including our ESG Rank, active ownership and engagement policy, refer to <https://russellinvestments.com/au/about-us/responsible-investing>.

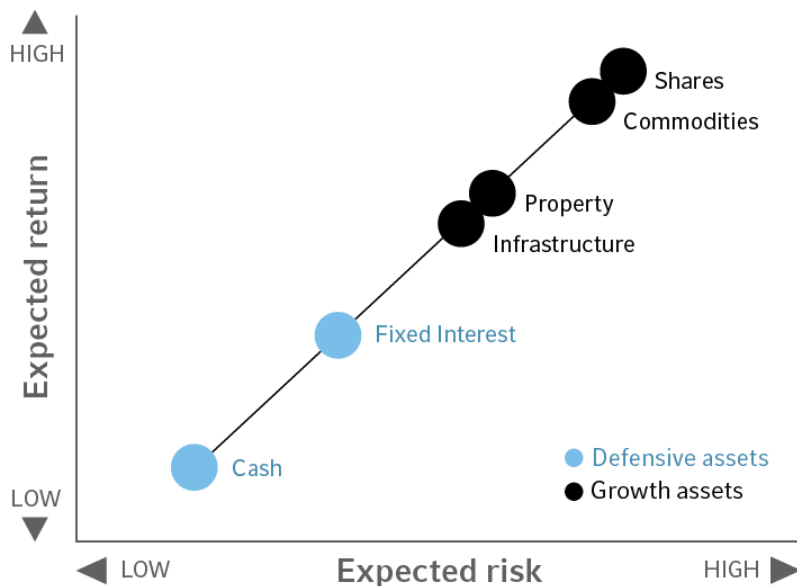
Standard Risk Measure

We have adopted the Standard Risk Measure (SRM) approach to describe the Fund's risk level. The SRM measures the likelihood of a product experiencing a loss based on its expected return and risk profile. This is commonly expressed as the expected number of negative annual return over a 20 year period. The table below gives the risk label that corresponds to the different expected frequency of negative annual returns. The Fund has been categorised as High Risk based on its SRM result. The SRM is not a complete assessment of all forms of investment risk, for instance it does not detail what the size of a negative return could be or the potential for a positive return to be less than an investor may require to meet their objectives.

Investors should ensure they are comfortable with the risks and potential losses associated with their choice of investment as described in the PDS.

Low	Expected to have up to 1 negative annual return over a 20 year period (SRM 1 to 2)
Medium	Expected to have between 1 to 4 negative annual returns over a 20 year period (SRM 3 to 5)
High	Expected to have between 4 to 6 negative annual returns over a 20 year period (SRM 6)
Very high	Expected to have 6 or more negative annual returns over a 20 year period (SRM 7)

5. The Risks of Investing



Source: Russell Investment Management Ltd.

General risks

All investments carry risk. Different strategies may carry different levels of risk, depending on the assets that make up the strategy. Assets with the highest long-term returns may also carry the highest level of short term risk.

As with most investing, it is not guaranteed that you will make money from an investment in the Fund. The value of your investment can go up or down with the value of the underlying assets. The risks may result in loss of income, loss of principal invested and/or possible delays in repayment. You could receive back less than you invested and there is no guarantee that you will receive any income.

Growth investments (shares and property) have relatively higher risk, and higher expected return, than defensive investments (fixed interest and cash).

Short-term fluctuations in the value of investments are common, particularly with respect to growth-oriented investments. Different types of investments perform differently at different times and carry varying forms of risk.

The risk/return graph above indicates the relative position of each major asset class.

In relation to the Fund, the significant risks you should be aware of include:

Market risk

The performance of the Fund will depend on the performance and market value of the assets that it holds. Investments in securities and other financial instruments and products that are subject to market forces, risk the permanent loss of capital as a result of adverse market developments, which can be unpredictable.

Risk Management:

Market risk is managed by diversifying across investment managers, investment styles as well as individual securities.

Derivatives risk

The Fund is exposed to exchange-traded and OTC derivative instruments including but not limited to equity futures, options, swaps and currency forwards. Derivatives usually derive their value from the value of a physical asset, exchange rate or market index. They can be used to manage certain risks in investment portfolios; however, they can also expose a portfolio to additional risks. A risk, though not unique to derivatives, includes the possibility that the position is difficult or costly to reverse or that there is an adverse movement in the asset, exchange rate or index underlying the derivative, as derivatives do not always perfectly or even highly correlate or track the value of the assets or indices they are designed to track.

A derivative contract may involve leverage i.e. it provides exposure to a potential gain or loss from a change in the level of the market price of a security or basket index in a notional amount that exceeds the amount of cash or assets required to establish or maintain the derivative contract. Consequently, an adverse change in the relevant price level can result in a loss of capital that is more exaggerated than would have resulted from an investment that did not involve the use of leverage. Accordingly, derivative instruments can be highly volatile and expose investors to a high risk of loss.

Risk Management:

Futures and options transactions are typically conducted through regulated exchanges using listed instruments.

We have procedures in place covering the use of OTC derivatives. These include assessing the creditworthiness of the counterparty, obtaining a credit report on the counterparty and ensuring there is an appropriate contract in place between us and the counterparty.

Short selling risk

The Fund is exposed to short selling risk. This is where an asset is sold that the Fund does not actually own, with the aim of gains being made if the asset's price falls, and can be bought back later at a lower price. Short selling involves a higher level of risk than normal investment in shares. This is because when the Fund invests in shares the maximum loss is generally limited to the amount invested. With short positions, there is theoretically no limit on the loss because the loss will continue to increase as the price of the share increases.

Risk Management:

Short selling risk is managed through the use of MBL as a securities borrowing

counterparty, which greatly reduces credit risk as the long/short positions are held at the Fund's custodian. This also removes risks related to re-hypothecation and provides more control over its assets. Securities are borrowed from MBL. The collateral is transferred to MBL and could be re-hypothecated. The Fund's exposure is limited to the difference between the borrowed securities and the collateral transferred. In the event of default, the value of the borrowed securities and collateral transferred are netted against each other to determine which party has excess exposures.

The risk is also reduced through diversification between investment managers with long and short positions, limiting the size of short positions in the portfolio. The Fund limits the short positions to 25% of the NAV of the Fund.

Where we invest in an underlying fund, alternative sources of leverage may be used by the third party investment manager.

Counterparty & settlement risk

The Fund is exposed to counterparty and settlement risk. These risks are influenced by, amongst other things, market practices (e.g. settlement and custody practices) and the creditworthiness of the parties the Fund is exposed to.

Risk Management:

Counterparty risk is managed by monitoring exposures regularly against established limits for different counterparties, depending on each counterparty's creditworthiness. A regular credit report is sourced for each counterparty.

Other potential risks which the Fund may be exposed to include:

Liquidity risk:

The Fund may be exposed to assets that have restricted or limited liquidity. In extreme circumstances this may result in delays in processing withdrawal requests due to general market interruptions or inadequate market depth.

Operational Risk:

The Fund is subject to a number of operational risks. In particular, we rely on a number of key service providers to operate the Fund. Failure by these service providers to deliver the required services to the standards which are expected by the Responsible Entity, may adversely impact on the operation and performance of the Fund.

Currency risk:

Where the Fund has exposure to foreign assets it will be exposed to currency risk. Currency movements may affect the performance of the Fund.

Performance fee risk:

Performance fees may be charged by an underlying investment manager or underlying fund. Performance fees are based on realised and unrealised gains. Therefore, a performance fee may be paid on unrealised gains that may never

subsequently be realised. In addition, performance fees may provide an incentive to make investments that carry more risk than those made in the absence of a performance fee.

Hostilities, terrorist and pandemic risks:

Acts of terrorist violence, political unrest, armed regional and international hostilities and international responses to these hostilities, natural disasters, global health risks or pandemics or the threat of or perceived potential for these events could have a negative impact on the performance of the Fund. These events could adversely affect levels of business activity and precipitate sudden significant changes in regional and global economic conditions and cycles. These events also pose significant risks to people and physical facilities and operations around the world.

A global pandemic may cause extreme volatility and limited liquidity in securities markets and such markets may be subject to governmental intervention. Certain Governments may impose restrictions on the manufacture of goods and the provision of services in addition to the free movement of persons. This may have a material impact on the activities of businesses, their profitability and their ability to generate positive cash flow. In these market conditions there is a much higher risk of credit defaults and bankruptcies. As a result, this may have a material impact on the performance of the Fund, result in greater market or liquidity risk, or cause difficulty valuing the Fund's assets or achieving the Fund's objective.

There is a possibility with the severe decline in economic activity and restrictions imposed, of disruption of electricity, other public utilities or network services, as well as system failures at facilities or otherwise affecting businesses which could adversely affect the performance of the Fund. A global pandemic may result in employees of Russell Investments and certain of the other service providers to the Fund to be absent from work or work remotely for prolonged periods of time. The ability of the employees of Russell Investments and/or other service providers to the Fund to work effectively on a remote basis may adversely impact the day to day operations of the Fund.

Political risk:

The Fund's investments may be affected by uncertainties such as political developments, or changes in government policies.

Regulatory risk:

There may be a change in law or regulation affecting the Fund (such as taxation) at any time which could affect your investment in the Fund.

Operational risk:

This is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. Adverse impacts may arise internally through human error, technology or infrastructure changes, or through external events, such as third-party failures or crisis events. Russell Investments has processes in place designed to manage these risks. Even then, errors may on occasion occur in operating the Fund. If an error occurs we will endeavour to rectify it. Similarly, if you identify an error, please let us know and we will endeavour to rectify it.

Fund risk:

As the Fund is a managed investment scheme, there are a number of risks. These include risk that the Fund may terminate under the terms of its Constitution, the terms, fees and charges could change, the Constitution could be amended or we could be replaced as Responsible Entity of the Fund.

To manage your risks, you should obtain professional investment advice that is tailored to your investment objectives, financial situation and particular needs. A proper risk assessment should take into account your age, your investment timeframe, your risk tolerance and the other investments that you hold.

6. Fees and other costs

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns. For example, total annual fees and costs of 2% of your account balance rather than 1% could reduce your return by up to 20% over a 30 year period (for example, reduce it from \$100 000 to \$80 000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to pay negotiate lower fees. Ask the Fund or your financial planner.

TO FIND OUT MORE

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

The section shows the fees and other costs that you may be charged. This information can be used to compare costs between different MISs. These fees and costs can be paid directly from your account or deducted from your investment returns. Taxes are set out in another part of this document.

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

Types of Fees or Cost ¹	Amount	How and when paid
Ongoing annual fees and costs ³		
Management fees and costs The fees and costs for managing your investment	Estimated to be 1.13% p.a. of the net asset value (NAV) of the Fund comprised of: 1. A management fee of 1.05% p.a. of the NAV of the Fund ² ; 2. Estimated indirect costs of 0.00% p.a. of the NAV of the Fund; and 3. Estimated expense recoveries of 0.07% p.a. of the NAV of the Fund	1. The management fee is calculated and accrued daily in the unit price and paid monthly in arrears. The management fee for a month is paid on or after the first day of the following month. This fee is payable from the assets of the Fund. The amount of this fee can be negotiated. 2. Indirect costs are paid out of the Fund's assets or an underlying fund's assets as and when incurred. 3. Expense recoveries are paid out of the Fund's assets as and when incurred.
Performance fees⁺ Amounts deducted from your investment in relation to the performance of the product	Estimated to be 0.15%p.a. of the NAV of the Fund. ¹	Performance fees are payable from the assets of the underlying fund as and when incurred, calculated and accrued daily in the unit price. ⁺⁺
Transaction costs The costs incurred by the scheme when buying or selling assets	Estimated to be 0.38% p.a. of the NAV of the Fund ⁴	Transaction costs generally arise when the value of the assets of the Fund are affected by the day-to-day trading of the Fund and are paid out of the assets of the Fund as and when incurred.
Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)³		
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	Estimated to be 0.25% of the application amount on application and / 0.25% of the withdrawal amount on withdrawal ⁵	Buy/sell spreads apply to the Fund. As at the date of this PDS, a buy spread of 0.25% is charged on each application and a sell spread of 0.25% is charged on each withdrawal. The

Types of Fees or Cost ¹	Amount	How and when paid
incurred in transactions by the scheme		buy/sell spread is reflected in the buy price and sell price respectively for units in the Fund and is not separately charged to the investor
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

+ RIM does not charge a performance fee at the Fund level, however underlying fund and managers may charge a performance fee. This estimated fee is based on the average of actual performance fees incurred over the past 5 financial years. Please refer to the 'Additional explanation of fees and costs' section below for further details and the basis for RIM's estimates.

++ Different performance fees can be charged by the underlying fund and managers and paid at different times.

1 Unless otherwise stated, the fees and costs shown are inclusive of GST and net of any applicable input tax credits and reduced input tax credits and are shown without any other adjustment in relation to any tax deduction available to RIM.

2 The amount of the management fee may be negotiated if you are a wholesale client pursuant to the Corporations Act.

3 All estimates of fees and costs in this section are based on information available as at the date of this PDS. All fees reflect RIM's reasonable estimates of the typical fees for the current financial year. All costs reflect the actual amount incurred for previous financial year and may include RIM's reasonable estimates where information was not available as at the date of this PDS or where RIM was unable to determine the exact amount. These costs can vary from period to period, and the actual costs incurred in future periods may differ from the numbers shown here. Please refer to the 'Additional explanation of fees and costs' section below for more information on fees and costs that may be payable. Management fees and costs may not equal the management fee plus indirect costs plus expense recoveries due to rounding.

4 The transaction costs disclosed in this section are shown net of any recovery received by the Fund from the buy/sell spread charged to transacting Unitholders.

5 In estimating the buy/sell spread, RIM has assumed that the applications or withdrawals are made during normal market conditions, as in times of stressed or dislocated market conditions (which are not possible for RIM to predict) the buy/sell spread may increase significantly and it is not possible to reasonably estimate the buy/sell spread that may be applied in such situations. RIM may vary the buy/sell spreads from time to time, including increasing these costs without notice when it is necessary to protect the interests of existing investors and if permitted by law. The updated information will be disclosed on our website.

Example of annual fees and charges for a balanced investment choice

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

Example: Russell Investments Australian Opportunities Fund		Balance of \$50,000 with a contribution of \$5,000 ¹ during the year
Contribution fees	Nil	For every \$5,000 you put in, you will be charged \$0.
PLUS Management fees and costs ^{3,4}	1.13% p.a. of the NAV of the Fund	And, for every \$50,000 you have in the Fund, you will be charged or have deducted from your investment \$565 each year.
PLUS Performance fees	0.15% p.a. of the NAV of the Fund	And, you will be charged or have deducted from your investment \$75 in performance fees each year
PLUS Transaction costs	0.38% p.a. of the NAV of the Fund	And, you will be charged or have deducted from your investment \$190 in transaction costs
EQUALS Cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, then for that year you will be charged fees and costs of \$830^{2,3}. What it costs you will depend on the investment option you choose and the fees you negotiate.

¹ The additional management fees and costs will be on a pro-rata basis and will vary depending on when you have made the additional investment during the year. This example is prescribed by the Corporations Act, assumes that the \$50,000 is invested for the entire year, the value of the investment is constant over the year and that the additional \$5,000 is invested on the last day of the year (and therefore, the management fees and costs are calculated using an investment balance of \$50,000 only). Please note this is an example only. In practice your actual investment balance will vary daily, and hence the actual management costs charged, will also vary daily

² Additional fees may apply. A buy/sell spread may also apply to investments into and withdrawals from the Fund, which is not taken into account in this example.

³ All estimates of fees and costs in this section are based on information available as at the date of this PDS. All fees reflect RIM's reasonable estimates of the typical fees for the current financial year. All costs reflect the actual amount incurred for previous financial year and may include RIM's reasonable estimates where information was not available as at the date of this PDS or where RIM was unable to determine the exact amount.

⁴ The amount of the management fee may be negotiated if you are a wholesale client pursuant to the Corporations Act.

7. Additional explanation of fees and costs

The following information has been provided to help you understand the Fees and Costs section.

Changes in Fees and Costs

We have the right to change the fees described in this PDS at any time, without your consent, except if required by the Corporations Act. Any increase in the Fund's fees will be communicated to you at least 30 days before it occurs when legally required to do so. All estimates of fees and costs in this section are based on information available as at the date of this PDS.

Management costs

Management costs include:

- a management fee;
- indirect costs (including management fees and costs of underlying fund); and
- expense recoveries.

These amounts are payable out of Fund assets or the assets of underlying fund in which the Fund may invest and are reflected in the unit price.

Management fees and costs do not include transaction costs and other costs that an investor would incur if the investor invested directly in the underlying assets. More information on transaction costs is set out below under the heading "Transaction Costs".

Management costs do not include transaction costs and other costs that an investor would incur if the investor invested directly in the underlying assets. More information on transaction is set out below under the heading "Transaction Costs".

Management Fee

RIM charges an investment management fee for managing and operating the Fund and a Responsible Entity fee. These fees accrue daily and are generally payable to us monthly.

Indirect Costs

Indirect costs are generally any amount the Responsible Entity knows or reasonably ought to know, or where this is not the case, reasonably estimates has or will reduce, whether directly or indirectly, the Fund's returns or the amount or value of the income of, or assets attributable to the Fund or an underlying fund in which the Fund invests other than the management fee and expense recoveries.

In particular, indirect costs include but are not limited to:

- management fees and costs (comprising management fees, indirect costs and expense recoveries of the underlying fund); and

-
- a reasonable estimate of the costs (if any) of investing in over-the-counter (OTC) derivatives used for investment exposure purposes (both at the Fund level or in the underlying fund).

Transaction costs of all OTC derivatives are set out below under the heading “Transaction costs”.

The indirect costs component of the management fees and costs figure set out in the fees and costs summary in each Fund's PDS is calculated on the basis of the actual amount incurred by that Fund for the previous financial year and RIM's reasonable estimate of such costs where information was not available as at the date of this PDS or where RIM was unable to determine the exact amount.

Indirect costs are reflected in the unit price of the Fund as and when incurred. Indirect costs are not an additional fee paid to RIM. Indirect costs may vary from year to year, including to the extent that they rely on estimates. This amount is not an indication or guarantee of the amount that may be charged in the future.

Expense recoveries (including taxes)

Normal operating expenses

All expenses relating to the proper performance of our duties as Responsible Entity of the Fund are recoverable from the Fund, including but not limited to custody, administration, registry costs, GST (less any reduced input tax credits), legal fees, reporting and audit expenses.

The expense recoveries component of the management fees and costs figure set out in the fees and costs summary of each Fund's PDS includes the estimated normal operating expense recoveries of that Fund, which is the actual amount incurred by that Fund for the previous financial year and RIM's reasonable estimates of such normal operating expenses where information was not available as at the date of this PDS or where RIM was unable to determine the exact amount.

Abnormal expense recoveries

RIM may also recover abnormal expenses (such as litigation, the cost of investor meetings or other costs if incurred in the future). Such abnormal expenses may be recovered from the assets of the Fund as an additional expense where permitted under the constitution.

Abnormal expenses are not generally incurred during the day-to-day operation of the Fund and are not necessarily incurred in any given year. In circumstances where such events do occur, we may decide not to recover these from the Fund.

The management fees and costs figure disclosed in the fees and costs summary of each Fund's PDS includes the estimated abnormal expense recoveries of that Fund, which is the actual amount incurred by that Fund for the previous financial year and RIM's reasonable estimates of such abnormal expenses where information was not available as at the date of this PDS or where RIM was unable to determine the exact amount.

Abnormal expenses may vary from year to year including to the extent that they rely on estimates. This amount is not an indication or guarantee of the amount that may be charged in the future.

Performance fees

Performance fees may be charged by the underlying fund or the investment managers in the Fund if they meet specific investment performance targets. Performance fees provide an incentive for investment managers and underlying fund to achieve superior performance.

Investment managers (including those of underlying managers or Fund) may earn a performance fee irrespective of the Fund's overall performance (see example below). Generally, a performance fee is only payable to the extent that a return in excess of the relevant hurdle rate or benchmark has been achieved and past underperformance by the investment manager or that of the underlying manager or fund (whichever is relevant) has been recovered.

Please note that past performance is not a reliable indicator of future performance and it is impossible to accurately forecast the performance fees that will be payable.

Performance fees are based on realised and unrealised gains. Therefore, a performance fee may be paid on unrealised gains that may never subsequently be realised. Performance fees are accrued daily. RIM does not charge a performance fee at the Fund level.

RIM may cause the Fund to invest in an underlying fund or underlying manager which charges a performance fee. Such fees, if charged, would reduce the value of the Fund's investment.

RIM's reasonable estimate of the performance fees charged by an underlying manager or underlying fund that the Fund invests in are based on:

- the average fee incurred for the previous five financial years; or
- if the underlying manager or fund was not in operation for the past five financial years, the average fee incurred for all of the financial years in which the underlying manager or fund was in operation; or
- if the underlying manager or fund was first offered in the current financial year, RIM's reasonable estimate of the fee for the current financial year adjusted to reflect a 12-month period.

The estimated performance fees charged by underlying fund or manager for the Fund are as follows:

Fund	Performance fee charged for the previous financial year at the Fund level	Performance fee charged for the previous financial year by underlying fund or managers	Average performance fee for the previous 5 financial years (by underlying fund or managers)
Russell Investments Australian Opportunities Fund	Nil	0.16%	0.15%

It is not possible to disclose the actual performance fee payable in any given period, as we cannot forecast what the performance of the Fund will be.

Transaction costs

In managing the investments of the Fund, transactional and operational costs such as brokerage, settlement costs, clearing costs, government taxes and charges, buy-sell spreads of underlying fund, and bid/offer spreads may be incurred. Transaction costs of over-the-counter (OTC) derivatives may also be incurred by the Fund or an underlying fund. These costs may be incurred by investing directly in the underlying securities but may also include costs incurred by an underlying fund that would be transaction costs if they had been incurred by the Fund.

Such costs arise whenever the Fund buys or sells assets to invest applications, fund withdrawals or to generally manage the Fund in accordance with its investment objective.

Where these costs arise as a result of applications and withdrawals, these costs will generally be covered by the inclusion of a buy/sell spread in the purchase or withdrawal price. Please refer to the 'Buy/sell' spread section below for further details.

Transaction costs are paid out of the Fund's assets as and when incurred and they are an additional cost of investing to the investor where they have not already been recovered by the buy/sell spread and are not a fee paid to RIM.

The amount of transaction costs will vary from year to year depending on the type, size and frequency of transactions. This means that estimated and/or historical costs may not be an accurate indicator of the transaction costs an investor may pay in the future.

The estimated transaction costs disclosed in the fees and costs summary in the PDS are shown net of any amount recovered by the buy/sell spread charged by RIM and are calculated using the Fund's actual transaction costs incurred for the previous financial year and RIM's reasonable estimate of such costs where information was not available as at the date of the PDS or where RIM was unable to determine the exact amount.

The information in the table below sets out for the Fund, the estimated total gross transaction costs, the amount that will be recouped through the buy/sell spread, and the net transaction costs after buy/sell spread recoveries (or an estimate if the amount is not known for the Fund), presented as a percentage of the Fund's net assets. The resulting estimated net transaction costs are borne by all investors in the Fund and are reflected in the unit price

Fund	Estimated total gross transaction costs (% p.a.) ^{2,3}	Estimated costs recouped through buy/sell spread (% p.a.)	Estimated net transaction costs (% p.a.) ⁴
Russell Investments Australian Opportunities Fund	0.44%	0.06%	0.38%

Each Fund's estimated and/or historical transaction costs may not be an accurate indicator of the actual transaction costs you may incur in the future.

Buy/sell spread

The difference between the unit price and the entry price is called the 'buy spread'. The difference between the unit price and the exit price is called the 'sell spread'. The buy/sell spread covers our estimate of the transaction costs (such as brokerage and settlement costs) of buying or selling underlying assets when you invest into or withdraw from the Fund. The buy/sell spread is retained by the Fund, not by us or the underlying managers.

Where there is a significant aggregate application or aggregate withdrawal from the Fund (i.e. by one or more investors), the market costs of buying or selling securities may be significantly higher than the stated buy-sell spread. Russell Investments retains discretion to allocate full market costs associated with a large transaction to the transacting investor(s) to ensure non-transacting investors are not significantly adversely affected.

We reserve the right to change the buy/sell spread for the Fund at any time. For updated information visit <https://russellinvestments.com/au/disclosures>.

The table below provides a hypothetical example of how the cost of the buy-sell spread can affect a \$10,000 application for units that is subsequently withdrawn from the fund. For simplicity, the daily unit price for the Fund is assumed to be constant at \$1.00 per unit.

Assume the Fund currently has a buy spread of 0.25% and a sell spread of 0.25%. This means that the "entry price" of a unit would be 0.25% higher than the daily unit price (ie \$1.0025 per unit), and the "exit price" would be 0.25% lower than the daily unit price (ie \$0.9975 per unit).

On a \$10,000 application at the entry price of \$1.0025 per unit, an investor would receive 9,975 units. These units would be worth \$9,975 at the daily unit price of \$1.00 per unit.

Application fee	Entry Price (daily unit price plus buy spread)	No of units issued
\$10,000	\$1.0025 per unit ($\$1 + (\$1 \times 0.0025)$)	9,975

On a withdrawal of these 9,975 units at the exit price of \$0.9975 per unit the investor would receive approximately \$9,950.

² This amount includes net transaction costs incurred in any underlying fund, where applicable.

³ This amount reflects the total gross transaction costs incurred for the relevant Fund for the previous financial year including RIM's reasonable estimate of such costs where information was not available as at the date of the PDS or where RIM was unable to determine the exact amount.

⁴ This is the estimated percentage by which the Fund's investment return has been reduced by transaction costs. Numbers may not equal the transaction costs minus the costs recouped due to rounding.

No of units redeemed	Exit Price (daily unit price less sell spread)	Withdrawal amount
9,975	\$0.9975 per unit (\$1 - (\$1 x 0.0025))	9,950

The example shows that the total cost of the 0.25% buy spread and a 0.25% sell spread for a \$10,000 application is approximately \$50 as the investor only receives \$9,950 on withdrawal.

Please note this example is provided for illustrative purposes only. The actual cost to you of the buy-sell spread depends on the amount you invest into or withdraw from the Fund.

Different Fees

We may negotiate different fees with investors who are Wholesale Clients. Accordingly, we may waive or rebate some of our fees (or issue units in the Fund) to these 'Wholesale Clients so that they pay reduced fees. This is generally because they invest large amounts of money in the Fund. We cannot enter into individual fee arrangements with Retail Clients. Please contact us if you require further information.

Commissions and Other Benefits Received

We, or members of Russell Investments, may receive commissions and other benefits (e.g. research) from brokers in respect of trades for the Fund. These benefits may flow to the Fund and to other Fund managed by us. We instruct the investment managers of the Fund to trade only with brokers who will provide best execution, regardless of whether these trades are placed with brokers related to us or not.

Related Party Payments

Members and affiliates of Russell Investments may receive fees on normal commercial terms for providing services to the Fund. In particular, Russell Investments Implementation Services LLC (RIIS), a related party of the Responsible Entity based in Seattle, USA provides implementation and execution services for the Fund on an arm's length basis. RIIS receives brokerage of up to 0.2% of the value of a trade for providing these services to the Fund.

Russell Investments engages an external company to provide comparative cost and best execution analysis on a regular basis, so as to ensure that the RIIS services are provided on an arm's length basis.

As the abovementioned related party transaction occurs on an arm's length basis, unitholder approval is not required. We do not see any risks associated with this related party transaction other than normal arm's length business risks. The Responsible Entity has policies and procedures that govern related party transactions. Specifically the compliance plan for the Fund contains a section covering related party transactions and the Responsible Entity also has a conflicts policy that is relevant to such transactions.

Adviser Service Fees

Warning: If you consult a financial adviser, you may have to pay additional fees to the adviser. Your financial adviser may agree adviser service fees with you. If you invested in the Fund through the Russell Private Investment Series and if agreed between you and your adviser in accordance with the law, we will facilitate the payment of an adviser service fee by withdrawing some of your units in the Fund and paying the proceeds to your financial adviser. Please contact your financial adviser for information on any applicable adviser remuneration or adviser service fees.

Records of alternative forms of remuneration that is not conflicted remuneration

Occasionally, we may provide benefits of small value to Australian financial services licensees and/or their representatives who recommend the Fund to Retail Clients such as professional development, sponsorship and entertainment for financial advisers and dealer groups, where the law permits. The cost of any alternative remuneration will be paid out of our investment management fee, so it does not represent any additional cost to you. We maintain records of these benefits as required by the Corporations Regulations. These records will be provided to you on request within one month and we may charge a reasonable cost for obtaining and giving the particulars to you.

Payments to platforms

We may make payments to platform operators that distribute the Fund. Any such payments will be paid out of our investment management fee, so it does not represent an additional cost to you.

Updated information

The indirect costs, performance fees and transactional and operational costs as described in this PDS are based on the knowledge or reasonable estimates of the Responsible Entity. These estimates may be based on a number of factors including previous financial year information and information provided by investment managers and/or underlying fund.

These fees and costs are subject to change from time to time. Updated information that is not materially adverse to investors will be updated online at <https://russellinvestments.com/au> or you may obtain a paper copy of any updated information from us free of charge on request.

Taxes

Information about taxes is set out on page 42 of this PDS.

Unless otherwise stated, the fees and costs shown are inclusive of GST and net of any applicable input tax credits and reduced input tax credits, and are shown without any other adjustment in relation to any tax deduction available to RIM.

8. Investing in the Fund

The Fund is a managed investment scheme (**MIS**) registered with the Australian Securities and Investments Commission (**ASIC**). 'Interests' in a scheme are 'financial products' and are governed by the *Corporations Act 2001* and the constitution of the MIS. When you invest in the Fund, your money is pooled with investments from other investors and used to buy assets for the Fund, which we manage on behalf of all investors. We, rather than you, have control over the Fund's assets, management and operation. Your investment is not a direct investment in any particular asset of the Fund and does not give you an interest in it.

Retail Clients - Investing through a platform

You can invest in Units through platforms. We authorise the use of the PDS as a disclosure document for people who wish to access the Fund indirectly through these platforms.

To invest, Indirect Investors must complete the application forms provided by the platform operator. Indirect Investors will receive reports from their platform operator, not us.

For Indirect Investors and you have a complaint about us or the Fund itself, contact your platform operator who is required to take reasonable steps to facilitate dispute resolution between investors and financial product issuers, such as RIM. Alternatively, you can access our dispute resolution system via the contact details in the PDS.

To withdraw, Indirect Investors need to contact their platform operator for instructions.

To invest or withdraw, platform operators need to follow the same steps as Wholesale Clients.

Indirect Investors do not themselves become investors in the Fund. Instead it is generally the platform operator who invests on behalf of Indirect Investors and who has the rights of an investor in the Fund. Platform operators exercise those rights or not in accordance with their arrangements with the Indirect Investor.

Some provisions of the Constitution and the PDS are not relevant for Indirect Investors. For example, Indirect Investors cannot attend unitholder meetings or transfer units.

Any reference to 'you' in the PDS, unless otherwise indicated, should be construed by an Indirect Investor as a reference to the platform operator or any other person who is a Wholesale Client in the Fund.

Wholesale Client

Initial Investment

To make an initial investment in the Fund you need to firstly contact Russell Investments Fund Operations for instructions on how to invest. You will then need to complete the Application Form attached to this PDS and the forms contained in the

Client Account Manual, which is available from Russell Investments Fund Operations to apply for units in the Fund.

Additional Investments

Please contact Russell Investments Fund Operations for instructions on how to make any additional investments.

Processing Applications

Generally, applications for units are processed each business day. If we receive your completed Application Form or additional investment instruction and application money by the 'cut off time' on a business day, we will generally process your application using the entry price for that business day. The 'cut off time' is 12:00 noon Sydney time.

The cut-off time for processing changes on a business day is 12:00 pm Australian EST.

If your application for units is received after the 'cut off time' or on a day which is not a business day, we will generally process your application using the entry price for the next business day.

Generally, we will send you a confirmation of your investment within 5 business days of us processing your application for units.

The Constitution allows us more time to process withdrawal requests and pay withdrawal monies than outlined above.

Application monies that have been received but are not able to be invested will be held without bearing interest for up to one month following receipt, after which time the monies will be returned to you.

Please note that we may, without giving any reason, refuse all or part of an application for units in the Fund.

Reinvestment of distributions occurs after a distribution has been declared and therefore the reinvestment may occur on a non business day if the distribution period ends on a non-business day.

When you invest directly you will be issued a number of Units in the Fund based upon the amount invested and the current entry price for Units. Entry prices for Units are determined in accordance with the Constitution based on the net asset value of Units (**NAV**) divided by the number of Units on issue in the Fund, plus any buy spread as referred to in section 7 of this PDS. The NAV for Units is calculated based on the assets of the Fund attributable to Class A units less the liabilities (including costs and expenses) of the Fund attributable to Class A units.

Your Units represent your proportionate share of the Fund and the value of your investment. As a result, each Unit has a dollar value or 'unit price'. In accordance with the Constitution we may create and issue additional classes of units in the Fund.

Unit prices in the Fund will vary as the market value of the assets of the Fund rises or falls.

You can increase your investment in the Fund at any time by applying for more Units in the Fund and decrease your investment by transferring or withdrawing some of your Units in the Fund.

Switching

You can request to switch between funds by sending us details of the funds you wish to switch from and to, the dollar amount, your name and your account ID. The request needs to be signed by the relevant authorised signatures.

If you are switching into a fund in which you have not previously held units, you will need to fill out the application form that accompanies the relevant fund PDS.

As a switch is a withdrawal from one fund and an application into another, there may be tax consequences. We recommend that you seek tax advice. Please note that buy-sell spreads will also apply.

Unit Prices and Valuation

We generally determine the Fund's entry and exit prices each business day. The unit prices for each class of units in the Fund are calculated using the net asset value of that class, divided by the number of units in that class. The entry and exit prices are the unit prices of that class adjusted for any buy-sell spreads.

Assets of the Fund are valued by an independent administrator, SSAL in accordance with our Securities Valuation Policy, usually at the current market value. The policy outlines our price source for all exchange traded assets.

The Fund does not typically hold non-exchange traded assets unless a particular asset becomes delisted after purchase or is purchased as part of an Initial Public Offering.

In these instances the Responsible Entity will request the independent administrator to apply fair value procedures in accordance with its Securities Valuation Policy and acceptable industry standards.

Where the Fund has exposure to underlying funds, we value the underlying fund using an independent source.

You can contact us for a copy of our policies on exercising discretions when calculating unit prices, free of charge.

Your Account Balance

Your account balance changes as investments are made and as investment returns are added. Fees, taxes, expenses, income and investment gains and losses will affect your account balance.

The unit price fluctuates in line with the market value of assets held in the Fund. Generally, if market values are going up, the unit price rises, and if market values are declining, the unit price falls.

If the unit price increases relative to the original unit price at which you received your units, you have made an investment gain and your account balance rises accordingly. If the unit price decreases, you've made an investment loss and your account balance will fall.

Making a Withdrawal

Please contact Russell Investments Fund Operations for more information on making a withdrawal from the Fund.

Generally, withdrawal requests are processed each business day. The 'cut off time' is 12:00 noon Sydney time. If we receive a withdrawal request by the 'cut off time' on a business day, we will generally process the request using the exit price for that day. If we receive a request after the 'cut off time' or on a day which is not a business day for us, we will generally process the request using the exit price for the next business day after we receive it.

Generally, withdrawal monies will be paid within 14 days of us processing a withdrawal request. We will send you a transaction statement with details of your withdrawal.

The Constitution allows us more time to process withdrawal requests and pay withdrawal monies than outlined above.

Please note that whilst every endeavour is made to comply with the payment terms set out above, the Constitution provides that we have up to 30 days to process your withdrawal request (unless withdrawals are suspended), and up to 30 days to pay the withdrawal monies after the date your withdrawal request is processed.

Subject to certain conditions, we may transfer assets of the Fund to the investor in satisfaction of that withdrawal request.

The withdrawal conditions described above assume that the Fund is 'liquid' for the purposes of the Corporations Act 2001. We are currently of the view that the Fund is 'liquid'. Under the Corporations Act 2001, if the Fund is not liquid, we may offer investors the opportunity to withdraw from the Fund on a periodic basis, but we are not obliged to do so. Where no such offer is made, investors have no right to withdraw from the Fund.

Suspension of transactions

We may suspend the processing of application and withdrawal requests in certain circumstances including, for example, where it is impractical to calculate the exit price due to market closures or trading restrictions. Application and withdrawal requests received by us during a period of suspension and any redemption requests received but not redeemed before a period of suspension are deemed to be received on the first business day after cessation of the suspension.

Transferring units

All transfers must be made in the form that we require. We have the discretion to refuse to register any transfer of units in the Fund.

Contact Russell Investments Fund Operations for more information in relation to how you may transfer units in the Fund. A transfer may have tax implications. We recommend you seek legal and tax advice before requesting a transfer.

Fund income – when and how?

Any income of the Fund is usually distributed on a six monthly basis - within 30 business days after the end of June and December each year.

In addition to the six monthly distribution:

- where there are large withdrawals from the Fund on any one day, we may determine that part of a withdrawal amount payable consists of income. If this circumstance affects a withdrawal you have made, this will be advised to you in your annual tax statement.
- where there are large applications to the Fund on any one day, we may determine to calculate and pay a special distribution to all investors of the Fund. If this occurs, you will be issued with a distribution statement.

The distribution amount you will receive for Units will be the pro rata proportion of the income available for distribution to Units, calculated according to the number of Units you hold relative to the number of Units on issue at the relevant time. Unit prices may fall after a distribution is paid. If you invest just before income is distributed, you may find you quickly get back some of your capital as income.

Distributions are reinvested unless you elect otherwise. You can elect to have your distributions paid directly into a nominated Australian bank account by notifying us.

All reinvested distributions are reinvested at the price next calculated after the income distribution is made. There is no buy-sell spread associated with income reinvestment.

If you are an Indirect Investor through a master trust or wrap account, distributions are paid to the operator on your behalf.

Please note that, whilst the Fund will generally distribute income as specified above, there is no guarantee that income will be available in any distribution period.

Cooling Off Rights

If you are a retail client, you have a cooling off period to reconsider your investment. If you decide to exercise your cooling off rights, we must receive your written request within 14 days from the earlier of the date you receive your application confirmation or five business days after you become an investor in the Fund. Your request must state that you are exercising your cooling off rights. The amount payable to you may be different to the amount you invested. Adjustments may be made for tax and administration costs and to reflect any change in unit prices since your investment was made. Indirect Investors investing through a platform should consult the PDS of the platform operator in relation to cooling-off terms.

9. Tax

The following summary of Australian taxation matters is a general guide in relation to the Australian taxation implications applicable to the Fund for Australian resident unit holders who hold their units in the Fund on capital account and are not considered to be carrying on a business of investing, trading in investments or investing for the purpose of profit making by sale. It is intended as an outline of some of the Australian tax issues which may affect an investment in the Fund and should not be relied upon as a complete statement of all the potential tax considerations which may arise upon investing in the Fund.

The summary is based on the Australian tax laws as at the date of the PDS. The Australian tax laws are subject to continual change, and as the tax treatment applicable to unitholders may differ, it is recommended that all unitholders seek their own professional advice on the taxation implications before investing in the Fund.

Non-residents should seek specific advice from their tax advisers on the Australian tax implications of investing in the Fund.

Tax position of the Fund

The Fund is an Australian resident unit trusts for Australian tax purposes. The tax position of the Fund and unit holders will depend on whether the Fund qualifies as a Managed Investment Trust (MIT) and in turn, an Attribution Managed Investment Trust (AMIT) for the income year, as described below.

Income tax

The Fund may qualify as a MIT for a given year of income. In turn, a MIT may further qualify and elect to be treated as an AMIT. Regardless of the classification, it is intended that the Fund be treated as 'flow through' for income tax purposes, where for each year of income, the unit holders of the Fund are taxed on the taxable income of that Fund and not the Responsible Entity.

If the Fund incurs a tax loss for an income year, the Fund cannot pass that loss to unit holders. Instead, the Fund may carry the loss forward to offset taxable income of subsequent income years, subject to the Fund meeting certain conditions.

Capital gains

In the first year that the Fund qualifies as a MIT, an irrevocable election may be made to treat eligible assets (such as company shares and units in unit trusts but excluding derivatives and foreign exchange contracts) on capital account. Where the election has been made, realised gains on certain assets may be eligible for the capital gains discount concession (after capital losses have been recouped). If the election is not made, gains/(losses) from the disposal of eligible investments should be treated as revenue gains or losses. The Fund has made the capital account election.

The MIT capital account election will continue to apply to the Fund under the AMIT regime.

Where the Fund is also an AMIT, it may attribute trust components (including capital gains or income, arising on the sale of securities to meet a significant redemption, on a fair and reasonable basis to the redeeming unit holder, as permitted by the AMIT regime. Furthermore, for a given income year:

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- (a) where cash distributed by an AMIT is greater than the trust components attributed, the cost base of units may be reduced and reductions in excess of the cost base may result in an immediate capital gain; and conversely
 - (b) where cash distributed is less than the trust components attributed by an AMIT, the cost base of units may increase.

For a Fund that is not an AMIT, only (a) above applies and not (b). This could mean that unitholders are taxed twice on any undistributed taxable income. For this reason, when a Fund is not an AMIT the Responsible Entity would seek to distribute cash (or reinvest a distribution) at least equal to the proportionate share of the taxable income of the Fund allocated to the unitholder on a present entitlement basis.

Refer to 'Tax position of Australian unit holders' below for more information.

The former Australian Government announced a proposed amendment to the law to remove the CGT discount at the trust level. Unit holders would not then be required to gross up discount capital gains from the Fund, before applying any applicable discount to the gross gain from the Fund. This proposed amendment is currently awaiting confirmation from the current Government as to whether it will proceed. If it proceeds, it is expected to apply to income years commencing on or after three months after the date of Royal Assent of enabling legislation.

Non-AMIT status of the Fund

If the Fund does not qualify or ceases to qualify as a MIT, and thereby as an AMIT, for a given income year, the tax position of the Fund and unit holders may change for that year. In income years where a Fund does not meet the requirements to be a MIT, the characterisation of such eligible investments (on revenue or capital account) will be determined based on the application of ordinary tax principles.

If the Fund meets the eligibility requirements in a subsequent year, it may revert to being treated as a MIT or an AMIT as the case may be. In these circumstances the Responsible Entity shall make the necessary transition adjustments as required under tax laws.

Even where the Fund does not qualify as an AMIT for a year of income, flow through tax treatment is intended to remain available, however certain features pertaining to MITs and AMITs will not apply (see below).

Tax position of Australian unit holders

Distributions – Fund is an AMIT

Australian unit holders should not be taxed on the cash distributions they receive from the Fund but on the amount of income and capital gains of the Fund which has been attributed to them on a fair and reasonable basis. The tax character of income (e.g., dividends, capital gains - discounted or otherwise) will flow through the Fund to the unit holder.

Unit holders may also be attributed franking credits attached to dividend income and foreign income tax offsets (FITOs) for certain taxes paid on foreign income. Unit holders should seek their own tax advice on the additional criteria which has to be met (including the franking credit 45-day holding period rule and their FITO cap) to claim these credits and offsets against their tax liability. For an Australian resident individual or complying superannuation entity, where available franking credits exceed their tax liability for that year, a tax refund may arise. For a company this may give rise to tax losses.

If a unit holder receives distributions of cash in excess of trust components attributed to them, they should reduce the cost base of their units. Where the cost base of a unit holder's units be reduced below zero, the negative amount should be included in the calculation of the net capital gain or loss for the income year.

Conversely, if a unit holder receives distributions of cash less than trust components attributed to them, they should increase the cost base of their units.

Unit holders will be provided with an Attribution Managed Investment Trust Member Annual (AMMA) statement each year setting out the amounts to which they have been attributed and any adjustments to be made to the cost base of their units.

Distributions – Fund is not an AMIT

For each income year, Australian unit holders will be taxed on their share of the taxable net income (including realised capital gains) of the Fund in proportion to the share of the distributable income of the Fund to which they are 'presently entitled' to.

The share of taxable net income may comprise various components, including dividends, capital gains, tax credits and offsets, such as franking credits attached to dividend income and offsets for certain tax paid on foreign income (both of which are subject to the Fund and/or unit holder meeting certain eligibility criteria). Cash distributions in excess of taxable components will reduce the unit holders' cost base of their units and reductions in excess of the cost base may result in an immediate capital gain.

If the Fund does not qualify as a MIT (and thereby as an AMIT) a few consequences arise including:

- unit holders will not receive the benefit of the capital gains discount concession on distributions of realised gains for that year
- the Fund may not be able to claim certain carried forward losses from prior years; and
- if an unit holder is taxed on amounts which they have not received in cash, they are not entitled to increase the cost base of their units and consequently, could be taxed twice on the same amount of income.

Unit holders will be provided with an Annual Tax Statement each year setting out the amounts to include in their own tax return and any adjustments to be made to the cost base of their units.

Disposal of units

Unit holders may realise a taxable capital gain or capital loss if they redeem, switch, transfer or otherwise dispose of their units in the Fund. Resident individuals, trust or complying superannuation entities, that have held units for at least 12 months prior to the disposal or redemption of those units, may be entitled to discounted capital gains treatment. If the Fund attributes a discount capital gain to a unit holder, the unit holder must first multiply the discount capital gain by 2 to determine the nominal capital gain. Individual, trust and complying superannuation fund unit holders may then claim the relevant discount capital gains concession applicable to them against the nominal gain in determining the net capital gain included in their assessable income. The capital gains discount is 50% for a resident individual or trust, and 33 1/3rd % for a unit holder that is a complying superannuation entity. No discount is available to corporate unit holders.

The CGT discount concession may be denied in certain circumstances where a unit holder (together with associates) holds 10% or more of the issued units of the Fund,

the Fund has less than 300 beneficiaries and other requirements are met. Investors who together with associates are likely to hold more than 10% of the units in the Fund should seek advice on this issue.

Capital losses may only be offset against capital gains that the unit holder makes in the same income year and any excess capital losses may be offset against capital gains derived in subsequent income years, subject to certain loss integrity rules. Capital losses must be offset against the nominal capital gain before applying the discount concession. In calculating the capital gain or loss on the disposal of units, cost base adjustments (see above) may be required.

Tax position of non-resident unit holders

For non-resident unit holders, deductions of Australian tax will be made from distributions (or in the case where a Fund is an AMIT, attributions of taxable income components) comprising certain Australian-sourced income and capital gains. The amounts withheld will depend on the type of income and the country of residence of the unit holder.

Based on the Fund's expected investment portfolio, non-resident unit holders holding their units on capital account should not generally be subject to Australian capital gains tax on the disposal of units in the Fund unless the units were capital assets held by the unit holder in carrying on a business through a permanent establishment in Australia. Australian tax may apply in certain circumstances if the non-resident holds their units on revenue account.

We recommend that non-resident and temporary resident unit holders consult their tax adviser before investing so that they can consider their circumstances, the provisions of any relevant Double Taxation Agreement and /or Exchange of Information Agreement between Australia and their country of residence.

Disposal of Units by Non-Resident unit holders

Based on the Fund's investment profile, generally non-resident unit holders holding their units on capital account should not be subject to Australian income tax on the disposal of units in the Fund unless certain circumstances occur including for example: (1) the units were capital assets held by the unit holder in carrying on a business through a permanent establishment in Australia; (2) the units were held on capital account and the Fund held a direct or indirect interest in Australian real property; or (3) the units on revenue account and the disposal of units is considered Australian sourced and treaty protection is not available. We recommend that non-resident unit holders seek independent tax advice in relation to the tax consequences of the disposal of their units.

Foreign income

The Fund may derive income from sources outside Australia. The attributed or distributed income amount of the gross foreign income will be treated as foreign income of the unit holder. The unit holder may be entitled to a foreign income tax offset for foreign tax paid by the Fund in respect of the foreign income received by the Fund.

Controlled Foreign Company (CFC) & Foreign Hybrid Rules

The CFC rules may apply to certain interests in foreign companies where controlling interests are held by one or more Australian residents (including one or more of the Fund), in certain circumstances.

Under the CFC rules, the net (taxable) income of the Fund may include the Fund's share of a CFC's attributable income (generally passive income) for a year on an accruals basis, even though the income has not been distributed by the CFC. Further, if a CFC or an investment in a limited partnership is a 'foreign hybrid' under Australian tax law, the foreign hybrid partnership rules may alternatively apply to include a share of partnership tax income in the taxable income of the Fund. A holding of at least 10% is generally required to be an "attributable taxpayer" under the CFC rules, or to qualify certain investments in foreign entities as a foreign hybrid. However, it is generally expected that the Fund's interests in foreign companies and limited partnerships will not be CFC interests or foreign hybrids. If applicable, the Responsible Entity will monitor the concentration of Australian (or Australian associated) ownership of any foreign companies and limited partnerships to determine if any income attribution under the CFC rules or foreign hybrid rules is required.

Taxation of Financial Arrangements (TOFA) regime

The TOFA rules may apply to certain "financial arrangements" held by the Fund. In broad terms, in calculating the net (taxable) income of the Fund, returns on certain financial arrangements may be recognised on an accruals basis rather than a realisation basis, and on revenue account. The administrator of the Fund will assist the Responsible Entity with compliance with the TOFA rules, as required by the tax legislation.

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

US tax laws require Foreign Financial Institutions (FFIs) to comply with compliance obligations to ensure that FATCA withholding tax at the rate of 30% is not deducted from certain US sourced income. Australia has also implemented the Organisation for Economic Cooperation and Development's (OECD) approach for the automatic exchange of information (the Common Reporting Standard or "CRS") by "financial institutions" (as defined for CRS purposes) on non-resident account holders or unit holders. The CRS is also known as "global FATCA".

Generally speaking, the Funds will fall within the definition of an FFI for FATCA purposes and the definition of a "financial institution" for CRS purposes. Accordingly, the Responsible Entity may be required to request unit holders to provide additional information, and report annually to the ATO on non-resident reportable accounts, to comply with its compliance obligations under the FATCA and CRS rules.

Tax reform

The comments noted above are based on the taxation legislation and administrative practice as at the issue date of the PDS, together with changes to the taxation legislation as announced by the Government. However, it should be noted that the

Australian tax system is in a continuing state of reform, and based on the Government's reform agenda, reform is likely to escalate rather than diminish. Any reform of a tax system creates uncertainty, whether it be uncertainty as to the full extent of announced reforms, or uncertainty as to the meaning of new law that is enacted pending interpretation through the judicial process.

These reforms may impact on the tax position of the Fund and their unit holders. Accordingly, it will be necessary to closely monitor the progress of these reforms, and it is strongly recommended that unit holders seek their own professional advice, specific to their own circumstances, of the taxation implications of investing in the Fund.

Tax File Numbers (TFN) and Australian Business Numbers (ABN)

It is not compulsory for an Australian unit holder to quote their TFN or ABN. If an Australian unit holder is making this investment in the course of a business or enterprise carried on by the unit holder, the unit holder may quote an ABN instead of a TFN. Failure by an unit holder to quote an ABN or TFN or claim an exemption may cause the Responsible Entity to withhold tax at the top marginal rate plus the Medicare Levy, on gross payments including distributions of income to the unit holder. The unit holder may be able to claim a credit in the unit holders' tax return for any TFN/ABN tax withheld. By quoting their TFN or ABN, the unit holder authorises the Responsible Entity to apply it in respect of all the unit holder's investments with the Responsible Entity. If the unit holder does not want to quote their TFN or ABN for some investments, the Responsible Entity should be advised.

Goods and Services Tax (GST)

The Fund are registered for GST. The issue or withdrawal of units in the Fund and where applicable the receipt of any distributions is not subject to GST.

The Fund may be required to pay GST included in management and other fees, charges, costs, and expenses incurred by the Fund. However, to the extent permissible, the Responsible Entity will claim on behalf of the Fund a proportion of this GST as a reduced input tax credit.

Unless otherwise stated, fees and charges quoted in the PDS are inclusive of GST and consider any available reduced input tax credits.

To the extent that the Fund is investing in international securities, the Fund may be entitled to yet undetermined additional input tax credit on the fees, charges or costs incurred. If the Responsible Entity is unable to claim input tax credits on and/or reduced input tax credits on behalf of the Fund, the Responsible Entity retains the ability to recover the entire GST component of all fees and charges.

Unitholders should seek professional advice with respect to the GST consequences arising from their unit holding.

10. Additional Information

Our Legal Relationship with Investors

The Constitution provides the framework for the operation of the Fund, and together with the PDS and the Corporations Act 2001, sets out our relationship with investors. A copy of the Constitution is available free of charge on request.

However, remember that when you invest through a platform you do not become an investor in the Fund.

Some of the provisions in the Constitution are discussed elsewhere in the PDS. Others relate to:

- how we must calculate unit prices
- our powers – which are very broad – and how and when we exercise them
- our ability to refuse applications and transfers
- calling, attending and voting at unitholder meetings
- when we are not liable to investors
- changing the Constitution
- when we can terminate the Fund or retire as Responsible Entity, and what happens if we do (if we terminate the Fund, investors share the net proceeds from us selling the underlying assets).

We are not liable for any loss unless we fail to comply with our duties under the Corporations Act 2001 and the Constitution. An investor's liability is limited by the Constitution to the value of their units, however this position has not yet been fully tested in Australian courts

We may amend the Constitution if we consider that the amendment will not adversely affect investors' rights. Otherwise, the Constitution may be amended by way of a special resolution of investors.

We may change the terms of the PDS, but will notify investors of any material changes.

Unit Classes

The Fund may offer different classes of units. Identical rights attach to all units within a class. However, the rights and obligations attaching to different classes of units may vary, and are set out in the Constitution and the relevant offer document.

If you are an Indirect Investor, your first point of contact is the operator of your master trust or wrap account.

Compliance Plan and Compliance Committee

The Fund has a compliance plan which describes the measures that we undertake to ensure compliance with the Corporations Act 2001 and the Constitution. A Compliance Committee with a majority of independent members has been established by us to oversee compliance with the Constitution and the Corporations Act 2001.

Consents

SSAL and PwC have given, and have not withdrawn before the date of this PDS, their written consent to be named in this PDS for the Fund in the form and context in which they are named. Except as otherwise stated in this PDS, the service providers listed above have been named for information purposes only. They have not been involved in the preparation of this PDS and do not accept any responsibility or liability for any information contained in this PDS.

Disclosing entity

If the Fund has 100 or more investors it will be a disclosing entity for the purposes of the Corporations Act 2001 and will be subject to regular reporting and disclosure requirements. Copies of documents lodged with ASIC in relation to the Fund may be obtained from ASIC. Where the Fund is a disclosing entity we will comply with our continuous disclosure obligations under the law by publishing material information about the Fund at <https://russellinvestments.com/au/disclosures> on our website, in accordance with ASIC's good practice guidance for website disclosure. For the Fund that is a disclosing entity, you can also obtain the annual and half year financial reports which were most recently lodged with ASIC and other information from our website. We encourage you to regularly check our website for new information that may be relevant to your investment.

Reporting on Your Investments

Investors accessing the Fund through a platform should contact their provider for information on reporting.

The below is a summary of the reports and statements that the Responsible Entity will provide you with when you invest in the Fund. For more information on the Fund's reporting, contact Russell Investments Fund Operations.

Type of report	What you can expect
Confirmations	You will receive an investment confirmation each time you invest in or redeem from the Fund.
Distributions	You will receive a distribution statement each time a distribution is made.
Monthly	Investment Statements You will receive an investment statement at the end of each month with details of any transactions you made over that month. Information to meet RG 240 Periodic Reporting benchmark requirements To meet our requirements in RG 240 the following information will be made available on our website at russellinvestments.com/au: 1. The current total NAV of the Fund and the redemption value of a unit in each class of units as at the date the NAV was calculated; 2. The key service providers that have changed since the last report given to investors (including any change to their related party status); 3. Net investment return after fees and costs; 4. Any material change in the Fund's risk profile; 5. Any material change in the Fund's strategy; and 6. Any change in the individuals playing a key role in investment decisions for the Fund.
Annual	Investment statements and exit statements If you are a Retail Client, you will receive an annual investment statement setting out information in relation to your investment since the last annual statement, including details of the return on your investment in the Fund and any transactions affecting your investment in the Fund. If you are a Retail Client, you will receive an exit statement within six months of exiting the Fund. Information to meet RG 240 Periodic Reporting benchmark requirements To meet our requirements in RG 240, the following information will be sent to you annually if you are a retail investor: 1. The Fund's actual allocation to each asset type; 2. The liquidity profile of the Fund's assets; 3. The Fund's leverage ratio; 4. A list of the derivative counterparties engaged by the Fund; 5. The Fund's annual investment returns over at least a five year period; and 6. Details of any changes to the Fund's key service provider.
Tax statement	We will provide you with an annual tax statement (which is referred to as an AMIT Member Annual Statement (AMMA)) in relation to your investments in the Fund.

Annual financial reporting

In addition to the reports identified in the table above, under the Corporations Act 2001 we are required to provide or make available to you a copy of the annual financial report, the annual directors' report and the auditor's report on the annual financial report ('Annual Report') for the Fund unless you have elected not to receive them. The Annual Report is published on the website at <https://russellinvestments.com/au/disclosures>.

Investor Identification and Verification

In making an application for units investors must provide and we must verify specified proofs of identity. Refer to the Client Account Manual and associated forms for further details of the information and identification that is required. The Client Account Manual and associated forms can be obtained by contacting Russell Investments Fund Operations.

The protection of your investments is an important matter. We have investor identification and verification procedures (ID Procedures) in place to manage risks associated with fraud and unauthorised transactions. At times these procedures may cause inconvenience or delay to you. Please remember that the procedures are applied to safeguard your investments.

In addition, under Anti-Money Laundering and Counter Terrorism Financing (AML/CTF) legislation, we are required to establish and enforce appropriate risk control programs with accompanying ID Procedures and transaction monitoring procedures. The procedures require investors to provide satisfactory proof of identity which must be verified before an application for units can be accepted. The ID Procedures may also require us, from time to time, to re-verify that information or request additional identification, or related information, from you before we can process a requested transaction on your behalf.

As noted in section 9 'Tax', the Responsible Entity may be required to request unitholders to provide additional information in order to comply with FATCA and CRS compliance obligations.

We do not accept any liability for any loss you may incur (whether by delay in acceptance of an application; transaction processing or otherwise), arising from the application of our ID Procedures.

If you invest in the Fund through a platform, you will need to comply with your platform operator's investor identification and verification procedures.

Information in this PDS is subject to change. Where information in this PDS changes which is not materially adverse to an investor we may update this information by publishing the changes on our website: <https://russellinvestments.com/au>

Complaints

If you make a complaint, we will acknowledge your complaint as soon as practicable after we receive it. We will assess your complaint and inform you of the outcome within 30 days of receiving your complaint. If you have any complaints, please contact us:

The Complaints Manager

Russell Investment Management Ltd
GPO Box 3279
SYDNEY NSW 2001, Australia

Email: disputeresolution@russellinvestments.com

Fax number:

1300 768 040 (in Australia)
+612 9229 5116 (outside Australia)

Phone number:

(02) 9229 5111 (in Australia)
+612 9229 5111 (outside Australia)

We are also a member of an external dispute resolution ("EDR") scheme, which you can contact if we have not resolved an issue to your satisfaction.

The scheme we are currently a member of is the Australian Financial Complaints Authority ("AFCA"). AFCA provides fair and independent financial services complaint resolution that is free to consumers.

Website: www.afca.org.au

Email: info@afca.org.au

Telephone: 1800 931 678 (in Australia)

In writing to: Australian Financial Complaints Authority,

GPO Box 3, Melbourne VIC 3001, Australia

If you are an Indirect Investor and you have a complaint about the Fund itself contact your platform operator who is required to take reasonable steps to facilitate dispute resolution between investors and financial product issuers, such as RIM. Alternatively, you can access our dispute resolution system via the contact details above.

Your Privacy

The way that we collect, use, disclose, keep secure and give people access to their personal information is regulated by the Privacy Act 1988. Our Privacy Policy states how we manage personal information and includes details about:

- how we use personal information (for example, we may share it with related companies and external service providers, or use it to tell you about other products and services that we offer – but you can elect to stop receiving such information at any time);
- how we store and maintain personal information;
- how you can access or correct your personal information; and

-
- how you can make a complaint to us about a breach of the Privacy Act 1988.

You do not need to give us any of the personal information requested in the Application Form or any other document or communication relating to the products or services that we supply to you. However, without this information, we may not be able to process your application or provide you with an appropriate level of service.

By completing the Application Form accompanying the PDS, you agree to us collecting, holding and using personal information about you in the way set out in our Privacy Policy; and to process your application, and administer and manage the products and services we provide to you. This includes monitoring, auditing and evaluating the products and services, modelling data, data testing, communicating with you and dealing with any complaints or enquiries.

You also agree to us disclosing your personal information to other Russell Investments companies as well as our external service providers, which provide services in connection with our products and services.

We may also disclose your personal information:

- if, acting in good faith, we believe that the law requires or permits us to do so;
- if you consent; or
- to any party proposing to acquire an interest in our business.

For full details on how we manage personal information, a copy of our Privacy Policy can be obtained on our website at <https://russellinvestments.com/au> or by contacting us.

If you wish to update or request access to your information or if you have any queries regarding our Privacy Policy, please contact us at:

The Privacy Officer
Russell Investments
GPO Box 3279
SYDNEY NSW 2001

Email: aus-compliance@russellinvestments.com

Phone: 02 9229 5111

Note for Indirect Investors:

When you invest in the Fund through a platform, we will not collect or hold personal information about you. You should contact your platform operator for details on how they manage your personal information.

What You Need to Remember

The PDS contains general information only. It has not been prepared having regard to your investment objectives, financial situation or specific needs. Before making a decision to invest in the Fund, you need to consider whether the Fund is appropriate to your objectives, financial situation and needs. We encourage you to talk to a financial adviser before making an investment decision.

As with most investing, it is not guaranteed that you will make money from investing in the Fund. The value of your investment can go up or down and you could get back less than you invested. Please note that neither we nor any other member of Russell Investments guarantees the repayment of your capital or the performance of the Fund.

Updated Information

Information in this PDS is subject to change. Where information in this PDS changes which is not materially adverse to an investor (e.g. changes to investment managers and underlying funds), we may update this information by publishing the changes on our website: <https://russellinvestments.com/au>.

You can contact us if you would like a paper copy of this information, free of charge.

We may also be required to issue a supplementary PDS as a result of certain changes. Certain other changes will be deemed to be incorporated into this PDS by reference.

Electronic or paper copies of this PDS can be obtained free of charge from us by using the details on the back cover.

Terms used in this PDS

‘Application Form’ refers to the application form attached to this PDS.

‘Client Account Manual’ refers to the documentation that is required to be completed in addition to the Application Form when you apply for units in a Fund.

‘Business Day’: a day other than a Saturday, Sunday, public holiday or day on which banks are generally closed for business in Sydney.

‘Fund’ refers to Russell Investments Australian Opportunities Fund.

‘PDS’ means Product Disclosure Statement.

‘Retail Client’ has the meaning given under section 761G of the *Corporations Act 2001*.

‘Russell Investments’ is a global financial services organisation with headquarters in Seattle, USA.

‘Underlying fund’ means a managed investment scheme that the Fund holds units or shares in. The underlying fund may be domiciled in Australia or in another jurisdiction and may be managed by Russell Investments or by a third party investment manager.

‘Unit’ refers to the Class A units of the Fund.

‘We’, ‘our’ or ‘us’ means Russell Investment Management Ltd., the Responsible Entity of the Fund.

‘Wholesale Client’ has the meaning given under section 761G of the *Corporations Act 2001*.

Helpline

For Wholesale Clients:

1300 728 208

Monday to Friday, 9am – 5pm

Fax

1300 768 040

Address

Russell Investment Management Ltd
PO Box 3279
Sydney, NSW 2001

Website

<https://russellinvestments.com/au>

Email

syd-fundoperations@russellinvestments.com



Russell Investments Australian Opportunities Fund - Class A

Application Form

Investor details

Account number:		Investor name/s:	
			<i>(For joint applicants, include both names)</i>
Investor address:			
		Postcode:	
		Contact number:	
			<i>(In case we need to contact you about your application)</i>

You need to firstly contact Russell Investments Fund Operations for instructions on how to invest and to obtain a copy of the Client Account Manual and complete the forms required by it (including proof of investor ID requirements). You must have received the Product Disclosure Statement issued 25 October 2023 for the Russell Investments Australian Opportunities Fund – Class A Units.

Application amount		Application date
\$AU	FR087 Russell Investments Australian Opportunities Fund – Class A Units	/ /

Signature

I/We:

- » confirm that I/we have read the PDS to which this Application Form relates;
- » agree to be bound by the terms and conditions of the PDS and the Constitution;
- » acknowledge that the repayment of investment capital and the payment of any income is not guaranteed;
- » acknowledge that I/we am/are a 'wholesale client' within the meaning of section 761G of the Corporations Act 2001 and indemnify Russell Investment Management Ltd for any consequences that may arise if I/we am/are not a 'wholesale client';
- » consent to the use of my/our personal information in accordance with the 'Your privacy' section of the PDS;
- » acknowledge that the law prohibits a person from giving another person this Application Form (either electronically or otherwise) without also giving them a copy of the PDS. Paper copies of PDS are available free of charge.
- » Confirm that I/we accept all documentation and notices relating to the Fund in electronic form.

This Application Form must be signed by the applicant or all applicants if it is a joint application. If signed under power of attorney, the attorney verifies that no notice or revocation of power has been received. A certified copy of the power of attorney must be forwarded with the Application Form. Corporate applications must be signed in accordance with the corporation's constitution and the *Corporations Act 2001 (Cth)*. Joint applications will be treated as joint tenants. This means that on the death of one holder, the survivor will have title to the units.

Investor			
	<i>Signature</i>	<i>Printed name</i>	<i>Date</i>
Investor			
	<i>Signature</i>	<i>Printed name</i>	<i>Date</i>

Please note Indirect Investors should complete the application forms provided by the platform operator