

PRODUCT DISCLOSURE STATEMENT

ATLAS AUSTRALIAN EQUITY INCOME FUND

15 August 2024

IMPORTANT INFORMATION

This product disclosure statement (PDS) contains a summary of significant information in relation to the Atlas Australian Equity Income Fund ARSN 618 658 567 (Fund). It also includes references to additional important information (all of which forms part of this PDS) contained in the document titled 'Additional Information Booklet' that can be obtained free of charge on request by calling One Managed Investment Funds Limited (OMIFL) on +61 (02) 8277 0000 or by downloading it from the website www.oneinvestment.com.au/atlas_or_www.atlasfunds.com.au/PDS. You should read and consider both this PDS and the Additional Information Booklet before making a decision about the Fund.

The information provided in this PDS and the Additional Information Booklet is general in nature and does not take into account your personal objectives, financial situation or needs. Investors should seek independent financial advice tailored to their own needs and circumstances before making a decision about the Fund. The PDS (including an electronic version) does not constitute an offer of interests in any jurisdiction other than Australia and the offer under the PDS may only be accepted in Australia. Applications from outside Australia will not be accepted through the PDS. Units are not intended to be sold to US Persons as defined under Regulation S of the US federal securities laws. A paper copy of this PDS may be obtained free of charge on request by calling OMIFL on +61 (02) 8277 0000.

None of OMIFL, Atlas Funds Management Pty Ltd or any of their related entities, directors or officers guarantees the repayment of capital, the receipt of distributions or the performance of the Fund.

The **Responsible Entity** of the Atlas Australian Equity Income Fund is:

One Managed Investment Funds Limited

ABN 47 117 400 987
AFSL 297042

Level 16
Governor Macquarie Tower 1 Farrer Place
Sydney NSW 2000

PO Box R1471
Royal Exchange NSW 1225
Phone: +61 (02) 8277 0000

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Website: www.oneinvestment.com.au

The **Investment Manager** of the Atlas Australian Equity Income Fund is:

Atlas Funds Management Pty Ltd

ABN 83 612 499 528
AFSL 491395

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ATLAS AUSTRALIAN EQUITY INCOME FUND
ARSN 618 658 567
APIR OMF9290AU
mFund AFM01

UPDATED INFORMATION

Information in this PDS is subject to change from time to time and may be updated by us if it is not materially adverse to you. Please check the website (www.atlasfunds.com.au) or call your financial adviser or OMIFL for updated information before investing. A paper copy of any updates will be provided free of charge on request by calling OMIFL on +61 (02) 8277 0000.

1. About One Managed Investment Funds Limited

The Responsible Entity

One Managed Investment Funds Limited (**OMIFL** or **Responsible Entity** or **we, us, our**) is the issuer of this PDS and of units in the Fund. OMIFL is the responsible entity of the Fund and is the holder of AFSL No. 297042 issued by ASIC and holds title to the assets of the Fund. OMIFL is part of the One Investment Group (**OIG**). OIG is an independent funds management business specialising in providing responsible entity, trustee, custody and administration services. OIG is responsible for a large number of funds investing in a wide range of underlying asset classes including infrastructure, real estate, equities, fixed income, private equity and fund of funds. As responsible entity of the Fund, our role is to ensure the operation of the Fund is in accordance with the Constitution and, where relevant, the Corporations Act. OMIFL currently holds the assets of the Fund on trust for the Investors but from time to time, may appoint a custodian to hold all of some of the assets.

The Investment Manager

OMIFL has appointed Atlas Funds Management Pty Ltd (**Atlas**) (AFSL 491395) as the investment manager for the Fund. Atlas is a Sydney based boutique asset manager, established in 2017, specialising in investments in listed and unlisted securities and the enhancing of the income generated by implementing a call option strategy. Please see Section 5 of this PDS for more information. Its management team has a long track record of producing consistent returns for retail and institutional investors. Hugh Dive BEc/LLB, CFA is the Chief Investment Officer of Atlas. Further Information about Atlas' key personnel may be found on its website: www.atlasfunds.com.au. The Investment Manager has given, and at the date of this PDS has not withdrawn, its consent to inclusion in the PDS of the statements concerning them in the form and context in which they are included.

Custodian

OMIFL currently holds legal title to some of the assets of the Fund and OMIFL has appointed a suitably qualified custodian. The role of the custodian is limited to holding assets of the Fund and it has no supervisory role in relation to the operation of the Fund.

The custodian does not make investment decisions in respect of the assets held nor manage those assets and has no liability or responsibility to investors in the Fund. OMIFL may change the appointed custodian from time to time, without notice to you.

2. How the Fund works

Structure of the Fund

The Fund is a registered managed investment scheme under the Corporations Act.

The Fund accepts money from investors and directly invests this money in accordance with its investment strategy. It does not currently invest through an underlying fund, although it may do so in the future. Should the Fund invest in another one of Atlas' funds in the future, management costs will be rebated.

The Fund is structured as a unit trust. This means that as a unit holder you have a fixed beneficial interest in the assets of the Fund calculated as the proportion your unit holding bears to all of the units in the Fund which are on issue at the relevant time. You do not however have a right to demand that any particular assets of the Fund be transferred to you. ASIC has a website www.moneysmart.gov.au that has more information on managed investment schemes.

Prices of your units

When you invest in the Fund you will be issued units based on the issue price. When you withdraw from the Fund your units are redeemed at the withdrawal or exit price.

The issue price and the exit price of your units are determined on each business day. In summary, the price per unit is determined by dividing the total current value

of the Fund's assets (after deducting any liabilities) by the number of units on issue. The unit price may therefore be influenced by movements in the value of the Fund's investments and the unit price may vary as the market value of the Fund's investments rises and falls.

When applying for or redeeming units, the unit price you pay or receive will also be adjusted on account of the buy-sell spread. The buy-sell spread is an adjustment which takes into account any buying and selling costs associated with the underlying assets of the Fund (e.g. brokerage). See Section 6 of this PDS. For a copy of OMIFL's unit pricing policy, please contact OMIFL. Unit prices for the last year are available at <https://asx.com.au/mfund-prices.htm> or from Atlas. Older prices can be obtained by contacting OMIFL.

Investors should be aware that the unit price may vary by material amounts, even over short periods of time, including during the period between a redemption request being made and the time the exit price is calculated.

Minimum Investment

The minimum investment you may make in the Fund is \$10,000. Subsequently, amounts in addition to this minimum investment may be contributed in amounts of not less than \$2,000. OMIFL reserves the right to change these amounts at any time either generally or on a case by case basis.

Transacting via mFund

The Fund was admitted as an mFund product under the ASX Operating Rules on 22 June 2017. mFund is a managed fund settlement service that uses CHES, the ASX's electronic settlement service. When and while the units are admitted as an mFund product, you may apply for units and make withdrawal requests through mFund using your ASX Broker. The mFund Settlement Service does not facilitate on-market buying and selling between investors. The units settled through the mFund Settlement Service are issued and redeemed by us. If the Fund is no longer available via mFund, we will provide an update on the Responsible Entity's website.

Applications

An application for units may be made in either of the following ways:

- by completing the application form which can be found at www.oneinvestment.com.au/atlas and on Atlas' website - www.atlasfunds.com.au (*Direct application*)
- while the units are admitted as an mFund product, by using your ASX Broker through the mFund Settlement Service (*mFund application*).

For more information please see Section 8 of this PDS on how to apply.

Applications will generally be processed on a business day. The cut-off time each business day for receiving applications is 11.00am Sydney time. However, the cut-off times for some ASX Brokers may be earlier or later. Completed applications received before the Fund's cut-off time will be processed using the issue price for that day. Applications received or completed after that time will be taken to have been received before the cut-off time on the next business day and will be processed on that day.

A direct application will only be considered a "completed application" when OMIFL receives the application form, the identification documents required under the application form and the application money in cleared funds. For mFund applications, any errors made on the application instruction, may result in the order being rejected by the Registrar. Any rejected orders will not be processed and will require resubmission through your ASX Broker.

Confirmation of an investment will normally be issued within 5 business days after the application is processed. Interest will not be paid on your application money.

You can increase your investment at any time:

- by completing and sending to us an Additional Investment form which is available at www.oneinvestment.com.au/atlas together with your investment amount
- when and while the units in the Fund are admitted as a mFund product, by contacting your ASX Broker to increase your investment using the mFund Settlement Service.

OMIFL reserves the right to accept or reject any applications for units in whole or in part.

Withdrawals

Atlas recommends that you keep your investment in the Fund for a minimum period of 5 years.

When the Fund is 'liquid' (as defined in the Corporations Act), you may make withdrawal requests for all or part of your investment in accordance with the procedure set out in the Constitution. To withdraw all or some of your investment;

- you will need to complete a Redemption Request form available at www.oneregistryservices.com.au/investors
- while the units are admitted as an mFund product, by using your ASX Broker through the mFund Settlement Service.

The cut-off time for receiving withdrawal requests for units is 11.00am Sydney time on each business day. However, the cut-off times for certain ASX Brokers may be earlier or later. Withdrawal requests received before the cut-off time will be processed using the withdrawal price calculated on that business day. Withdrawal requests received after the cut-off time will be taken to be received on the next business day and will be processed on that day at that day's withdrawal price.

Withdrawal proceeds are usually paid within 10 business days after the withdrawal request is processed (although the Constitution allows for 21 days) and are paid by direct credit to your nominated Australian financial institution account. If you are investing through mFund, any errors made on the withdrawal instruction may result in the order being rejected by the Registrar. Any rejected orders will not be processed and will require resubmission through your ASX Broker.

In certain circumstances, such as a suspension of withdrawals, or where the Fund is 'illiquid' (as defined in the Corporations Act), or where we stagger the withdrawal in accordance with the Constitution provisions, you may have to wait a longer period of time before you can redeem your investment.

Investing in the Fund through an IDPS operator

If you are investing in the Fund via an IDPS you are an indirect investor. This means that it is the IDPS which invests for you and has the rights of an investor. As an indirect investor you do not have to complete any of the investment forms specified in this PDS. We will not send any confirmation letters, distribution statements or annual tax statements. These will be provided by your IDPS operator.

Distribution policy

Atlas' objective is for the Fund to distribute all its net income each year to unit holders. It is intended that as from the date of this PDS quarterly distributions of at least 1.75% of the Net Asset Value (NAV) per unit are made each quarter. Should the Fund not generate sufficient net income to cover the distribution in any distribution period, then part or all of any distribution may be a return of capital. Distributions for the quarters ending 30 September, 31 December and 31 March will generally be made within 14 days following the end of the distribution period. The final distribution (for the June quarter) is intended to be the higher of 1.75% of NAV or the excess net income and realised capital gains generated during the year less any distributions already paid and Fund expenses for that financial year, and may take longer than 14 days for payment.

The value and/or frequency of any distribution is not guaranteed.

Distribution reinvestment plan

You may choose on the application form to have your distributions reinvested as additional units via the Fund's distribution reinvestment plan, or paid directly to your nominated Australian bank account. Thereafter, if you wish to change your distribution payment instructions, a Payment Election form can be obtained by contacting the Registrar on +61 (02) 8188 1510 or by downloading a form from www.oneregistryservices.com.au/investors. Distribution payments will not be paid by cheque. If at any time you have not nominated a current Australian bank

account into which the Fund may credit payments to you, OMIFL will reinvest your distributions. The buy spread does not apply to a reinvestment.

Investors should be aware that there may be tax implications associated with the reinvestment of your income entitlement.

You should read the important information about how the Fund works before making a decision. Go to the Additional Information Booklet available from www.oneinvestment.com.au/atlas; in particular, see Section 1.2 *Investing in the Fund via mFund* Section 1.5 *Withdrawals*, Section 5 *Distributions*, Section 6 *Investing in the Fund* and Section 9 *mFund investors*. This material may change between the time when you read this PDS and the day when you make your application for Units.

3. Benefits of investing in the Fund

Significant features

The Fund is an actively managed portfolio predominantly of Australian listed securities, as well as certain derivatives and cash. Atlas will strive to ensure that the Fund maintains a competitive edge through:

- exploiting many years of management team experience available from Atlas; and
- deploying persistent and focused research processes which seek to generate continual enhancement to investment and risk management strategies.

Significant benefits

An investment in the Fund offers the following significant benefits:

- access to an active investment strategy that seeks to provide stable and regular returns that over time are expected to exceed the Fund's chosen benchmark;
- access to the investment expertise of Atlas;
- access to investment opportunities and diversification that individual investors usually cannot achieve on their own;
- participation in any distributions from the Fund (which are intended to be paid quarterly); and
- investor communications including monthly updates and annual tax statements to keep you up to date on your investment.

You should read the important information about the benefits of investing and the features of the Fund before making a decision. Go to the Additional Information Booklet available from www.oneinvestment.com.au/atlas; in particular, Section 1: *Features and benefits*. The material relating to the benefits and features may change between the time when you read this PDS and the day when you make your application for units.

4. Risks of managed investment schemes

You should read the important information about the risks of managed investment schemes before making a decision. Go to the Additional Information Booklet available from www.oneinvestment.com.au/atlas; in particular, Section 2: *Risks of managed investment schemes*. The material relating to risks of investing may change between the time when you read this PDS and the day when you make your application for units.

All investments carry a certain level of risk. Managed investment schemes may invest in a range of asset classes, for example, cash, bonds, equities and property, each of which offers different levels of risk. The likely investment return, and the level of risk of losing money, differs among managed investment schemes depending on the underlying mix of assets. Typically, those assets with potentially the highest return also have the highest risk of losing money over the short term.

When considering investing in any managed investment scheme, it is important to understand that:

- the value of your investment will go up and down;

- returns are not guaranteed;
- you may lose some or all of your money;
- the level of returns will vary, and past performance and returns are not a reliable guide of future performance and returns;
- laws affecting your investment in a managed investment scheme may change; and
- the appropriate level of risk for you will depend on your age, investment time frame, where other parts of your wealth are invested and how tolerant you are to the possibility of losing some of your money.

When deciding whether to invest in this Fund, you must decide whether your financial situation permits you to participate in an investment that involves a medium to high degree of risk. You may lose a substantial portion or even all of the money you invest in the Fund.

Risk can be managed but it cannot be completely eliminated. Some of the significant risks of an investment in the Fund are listed below.

Fund Specific Risks

Liquidity and withdrawal risk:

Under abnormal or difficult market conditions some normally liquid assets may become illiquid, restricting our ability to sell them and to make withdrawal payments to investors without a potentially significant delay.

Fund risk:

These are risks specific to managed investment schemes. These risks include that the Fund could terminate, the fees and expenses of the Fund could change, OMIFL may be replaced as the responsible entity, Atlas may be replaced as investment manager and Atlas' investment team may change.

Derivatives risk:

Derivatives will be used by the Fund to reduce risk. Risks associated with investing in derivatives may include: the value of the derivative failing to move in line with an underlying investment; potential illiquidity of the derivative; the Fund not being able to meet payment obligations as they arise and counterparty risk (where the counterparty to the derivative contract cannot meet its obligations under the contract). Atlas will seek to minimise derivatives risk by generally investing in exchange traded derivatives with central counterparty risk or only dealing with investment grade counterparties.

Investment Risks

Investment risk:

Changes in economic, political, legal, interest rates or market sentiment can result in volatility in the value of listed investments and the overall level of liquidity in the ASX listed market. This can affect the value of the Fund's investments and Atlas' ability to realise the Fund's investments in an efficient manner. Further, a change in the company's internal operations or management or its business environment may impact the value of the listed investment.

External risk:

External factors are outside the control of either OMIFL or Atlas and can affect both the value of the investment and also the income that the investment might produce. These factors include such things as interest rates, government policies, taxation and other laws, global stock market and economic conditions/volatility in general. Whilst external risk factors cannot be eliminated, Atlas has regard to these factors in its management of the Fund.

5. How we invest your money

Investment objective

You should consider the Fund's investment objective, risk level, your individual circumstances and your time frame before choosing to invest in the Fund.

The Fund aims to deliver quarterly income, which is seen as being suitable for pension phase investors and self-managed superannuation funds and for those who want to retain an exposure to listed equity in their portfolio.

The minimum suggested investment time frame is 5 years. The aim is to deliver returns higher than the RBA Cash Rate plus 3% over rolling 5 year periods, after all ongoing fees and expenses, before taxation. The investment objective is not intended to be a forecast. It is only an indication of what the investment strategy aims to achieve over rolling 5-year periods, assuming financial markets remain relatively stable during that time. The Fund may not achieve its investment objective. Returns are not guaranteed.

Investment Strategy

The Fund aims to provide investors with income primarily through the acquisition of securities in the S&P/ASX 200 Index. There will be an overlay of an active strategy of selling call options over a portfolio of ASX-listed securities. A portion of the additional income may be used to purchase put options to reduce capital risk.

Atlas will use its quantitative and qualitative analysis to identify securities within the S&P/ASX 200 Index listed that may:

- deliver a consistently higher than average distribution yield; and
- allow Atlas to generate additional income via writing call options over the securities held.

Additionally, between 40-85% of the securities held (by value) will be subject to an overlay strategy of selling call options. These options will be security specific over-the-counter or exchange-traded options or index options. Additionally, Atlas will look at buying put options either specific security exchange-traded options or index options to protect capital.

In determining the call and put option positions, Atlas has regard to reducing portfolio risk whilst also capturing incidental income opportunities.

Atlas may use derivatives instruments to reduce risk when deemed appropriate. Atlas will not use derivatives speculatively, and when they are used Atlas will make sure that all of the associated obligations which come with them can be paid from the investments of the Fund.

Atlas will actively adjust the investment mix within the investment guideline ranges below.

	Min	Max
Australian listed securities	0%	100%
Exchange traded derivatives	0%	80%
Over-the-counter (OTC) derivatives	0%	80%
Cash	0%	100%

The investment mix can change within the ranges significantly and sometimes quickly.

Further general information in relation to the Fund's investment strategy, including a monthly newsletter, can be obtained from www.atlasfunds.com.au.

Other investment considerations

Atlas does not take labour standards or environmental, social or ethical considerations into account when making investment decisions. However, these issues may affect the financial performance of an investment and that financial effect would influence investment decisions.

Risk Level

Medium to high

Atlas believes that the investment strategy employed by the Fund has a higher risk profile to that of cash and fixed interest, though a lower risk profile to that of ASX 200 listed equities.

The Fund has a risk band of medium to high, meaning there is a risk of between 3 and less than 4 periods (on average) of negative annual returns over any 20 year period (See FSC's Standard Risk Measure Guidance Paper for Trustees).

Changes to Fund details

We have the right to make changes to the Fund at any time, and in some cases without prior notice. This could

include closing or terminating the Fund, amending its investment parameters, including the investment objective and strategy, or changing the asset class allocation ranges and currency strategy (if applicable). We will inform you about any material change to the Fund's details in your next regular communication or as otherwise required by law.

You should read the important information about How we invest your money before making a decision. Go to the Additional Information Booklet available from www.oneinvestment.com.au/atlas; in particular, see Section 1.3 *Investment approach*, Section 1.4 *What the Fund can invest in*, and Section 8 *Communications*. This material may change between the time when you read this PDS and the day when you make your application for Units.

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

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

You may be able to negotiate to pay lower fees. Ask the Fund or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your 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 table below shows fees and other costs that you may be charged and can be used to compare costs between different managed investment schemes. These fees and costs may be deducted from the money you invest, from the returns on your investment or from the Fund's assets as a whole. You should read all the information about fees and costs as it is important to understand their impact on your investment.

Unless otherwise specified, all dollar amounts are Australian dollars.

Taxes are set out in another part of this document.

Fees and Costs Summary

Atlas Australian Equity Income Fund		
Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs ¹		
Management fees and costs The fees and costs for managing your investment ²	0.95% p.a. of the NAV of the Fund	The management fees component of management fees and costs are accrued daily and paid from the Fund monthly in arrears and reflected in the unit price of the Fund as they are incurred.
Performance fees Amounts deducted from your investment in relation to the performance of the product	Nil	

Transaction costs The costs incurred by the scheme when buying or selling assets	0.09% p.a. of the NAV of the Fund	Transaction costs are variable and deducted from the Fund as they are incurred and reflected in the unit price. They are disclosed net of amounts recovered by the buy-sell spread.
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Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)^{1, 3}

Establishment fee The fee to open your investment	Not Applicable	Not Applicable
Contribution fee The fee on each amount contributed to your investment	Not Applicable	Not Applicable
Buy-sell spread An amount deducted from your investment representing costs incurred in transactions by the scheme	0.15% upon entry and 0.15% upon exit	These costs are an additional cost to the investor but are incorporated in the unit price and arise when investing monies and funding withdrawals from the Fund and are not separately charged to the investor. The buy spread is paid into the Fund as part of an application and the sell spread is left in the Fund as part of a redemption.
Withdrawal fee The fee on each amount you take out of your investment	Not Applicable	Not Applicable
Exit fee The fee to close your investment	Not Applicable	Not Applicable
Switching fee The fee for changing investment options	Not Applicable	Not Applicable

1. All fees quoted above are inclusive of Goods and Services Tax (**GST**) and net of any Reduced Input Tax Credits (**ITC**). See below for more details as to how the relevant fees and costs are calculated.
2. The management fee component of management fees and costs can be negotiated. See "Differential fees" in the "Additional Explanation of Fees and Costs" below.
3. If you have a financial adviser, then you may also have to pay additional fees to your adviser. See the section below "Fees paid to a Financial Adviser."

Example of annual fees and costs for the Fund

This table gives an example of how the ongoing annual 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 schemes.

EXAMPLE - ATLAS AUSTRALIAN EQUITY INCOME FUND		
Balance of \$50,000 with a cash contribution of \$5,000 during the year		
Contribution Fees	Nil	For every additional \$5,000 you put in, you will be charged \$0
PLUS Management Fees and Costs ¹	0.95% p.a.	AND , for every \$50,000 you have invested in the Fund, you will be charged or have deducted from your investment \$475.00 each year.

PLUS Performance Fees	Nil	AND , you will be charged or have deducted from your investment \$0 in performance fees each year.
PLUS Transaction Costs	0.09% p.a.	AND , for every \$50,000 you have invested in the Fund, you will be charged \$45 in transaction costs.
EQUALS Cost of Fund	1.04% p.a.	If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during the year, you would be charged fees and costs of: \$520² What it costs you will depend on the investment option you choose and the fees you negotiate.

1. Management fees and costs are calculated based on the NAV of the Fund.
2. Additional fees may apply. Please note that this example does not capture all the fees and costs that may apply to you, such as financial adviser fees or the buy/sell spread. The indirect costs and expenses components of management fees and costs, and transaction costs, incorporate estimated amounts with reference to the relevant costs incurred during the financial year ended 2024. As a result, the total fees and costs that you are charged may differ from the figures shown in the table. Please see "Additional Explanation of Fees and Costs" below.

This example assumes the \$5,000 contribution occurs at the end of the first year, therefore the fees and costs are calculated using the \$50,000 balance only. Ongoing annual fees and costs actually incurred will depend on the market value of your investment and the timing of contributions (including the reinvestment of distributions). The example assumes no abnormal expenses are incurred, no services fees are charged and the fees are not individually negotiated. ASIC provides a fee calculator on www.moneysmart.gov.au, which can be used to calculate the effects of fees and costs on account balances.

Warning: If you have consulted a financial adviser, you may pay additional fees. You should refer to the Statement of Advice or Financial Services Guide provided by your financial adviser in which details of the fees are set out.

Additional explanation of fees and costs

You should read the important information about fees and costs before making a decision to invest in the Fund. Go to the Additional Information Booklet available from www.oneinvestment.com.au/atlas or www.atlasfunds.com.au/PDS; in particular, Section 3: *Fees and costs*. The material relating to fees and costs may change between the time when you read this PDS and the day when you make your application for units.

Management fees and costs

The management fees and costs include amounts payable for administering and operating the Fund, managing the assets of the Fund, expenses and reimbursements for the Fund and indirect costs (if applicable).

Management fees and costs do not include performance fees or transaction costs, which are disclosed separately.

The management fees component is accrued daily and paid monthly from the Fund in arrears and reflected in the unit price. As at the date of this PDS, the management fees component covers certain ordinary expenses such as Responsible Entity fees, investment management fees, custodian fees, registry fees and administration and audit fees (see Operating costs and expenses below).

The indirect costs and other expenses components of the Fund are estimated to be 0.00% p.a. of the NAV of the Fund and may include other ordinary expenses of operating the Fund, as well as management fees and costs (if any) arising from any interposed vehicles in or through which

the Fund invests and certain over the counter derivatives. The indirect costs and other expenses component is variable and reflected in the unit price of the Fund as the relevant fees and costs are incurred. They are borne by investors, but they are not paid to the Responsible Entity or Investment Manager. It is not anticipated that there will be any indirect costs for the Fund.

Operating costs and expenses

It is intended the management fee payable to Atlas will cover the day-to-day fees and expenses of the Fund, including the following (together, **Ordinary Expenses**):

- the fees payable to OMIFL (being the responsible entity management fee and the custody fee detailed above);
- administration fees;
- costs of preparation of annual tax statements;
- registry fees; and
- fees for the audit of Fund's financial reports and compliance plan.

To the extent the management fee is insufficient to cover the Fund's Ordinary Expenses, then Atlas will cover any Ordinary Expenses out of its own funds.

However, if Atlas does not pay any Ordinary Expenses, then under the Constitution OMIFL is entitled to, and we will, collect them from the assets of the Fund.

OMIFL is entitled to be reimbursed out of the assets of the Fund for all other miscellaneous Fund-related expenses, for example legal fees, taxation advice and costs of members' meetings.

Investors should be aware that the expenses charged to the Fund may fluctuate from time to time. Generally, operating costs and expenses are paid as and when incurred or reimbursed to the Responsible Entity or Atlas, as appropriate.

Transaction costs

When buying or selling units of the Fund through the ASX's mFund settlement service investors will incur ordinary brokerage costs charged by their ASX Broker.

Transaction costs incurred by the Fund will include brokerage on all purchases and sales of securities and options held by the Fund.

Transaction costs will differ depending on the type of assets and will be paid out of the Fund's assets. We estimate that the Fund's gross transaction costs will be approximately 0.10% of the NAV of the Fund. For the year end 30 June 2024, net transaction costs were 0.09% of the NAV of the Fund as the buy-sell spread did not recover all transaction costs. The transaction costs figure in the Fees and Costs Summary is shown net of any amount recovered by the buy-sell spread charged by the Responsible Entity.

Our estimate of the total transaction costs for the Fund was calculated using the Fund's actual transactions during the year ended 30 June 2024. We expect this amount to vary from year to year as it will be impacted by the Fund's volume of trading, brokerage arrangements and other factors. The amount recovered through the buy-sell spread was calculated using actual applications and redemptions during the last financial year. We expect this amount to vary from year to year as it will be impacted by the volume of applications and withdrawals and any changes to the buy-sell spread for the Fund.

We will provide notification of the current net transaction costs for the Fund on our website at www.oneinvestment.com.au/atlas or www.atlasfunds.com.au.

Buy-Sell spread

As from the date of this PDS, the Fund's buy-sell spread is 0.15%. The buy-sell spread reflects OMIFL's estimate of the transaction costs in buying and selling underlying financial products as a result of investments in, and withdrawals from the Fund. The purpose of the buy-sell spread is to ensure that those investors transacting in the Fund's units at a particular time bear the costs of buying and selling the Fund's assets as a consequence of their transaction. The dollar value of the buy-sell spread based on an application or a withdrawal of \$10,000 is \$15 for each transaction. The buy-sell spread is an additional cost to investors but is not a fee paid to any party; rather it is retained as an asset of the Fund.

The buy-sell spread disclosed above apply at the date of this PDS. Please refer to www.oneinvestment.com.au/atlas for any updates which are not materially adverse from time to time.

Can the fees change?

Yes, all fees can change without investor consent, subject to the maximum fee amounts specified in the Constitution. The current maximum management fee to which OMIFL is entitled is 3.00% p.a. of the GAV. However, OMIFL does not intend to charge that amount and will generally provide at least 30 days' notice of any proposed increase to the management fees component of management fees and costs. In most circumstances, the Constitution defines the maximum level that can be charged for fees described in this PDS. OMIFL also has the right to recover all expenses incurred for the proper performance of its duties in managing the Fund and as such these expenses may increase or decrease accordingly, without notice.

Differential Fees

The Responsible Entity or Atlas may from time to time negotiate a different fee arrangement with certain Wholesale Clients (by way of a rebate or waiver of fees) based on larger investment amounts. Please contact OMIFL on (02) 8277 0000 for further information.

7. How managed investment schemes are taxed

Warning: Your investment in a managed investment scheme is likely to have tax consequences. As tax matters for managed investment schemes are complicated, you are strongly advised to seek your own professional tax advice.

You should read the important information about tax before making a decision to invest in the Fund. Go to the Additional Information Booklet available from www.oneinvestment.com.au/atlas; in particular, Section 4: *Taxation*. The material relating to tax may change between the time when you read this PDS and the day when you make your application for units.

Tax consequences will generally occur on an annual basis even if you do not change your investment. The Fund will typically distribute all its taxable income each year so the Fund is not required to pay tax. As a member you will be assessed for your share of any tax on any income and capital gains generated by the Fund, even if your income entitlement is not paid to you but reinvested back into the Fund. In normal circumstances, you should expect that some income and/or capital gains will be generated each year. Tax may also be payable on withdrawals. The Fund will not pay tax on behalf of members of the Fund.

You will be issued with a taxation statement annually which sets out relevant taxation information.

8. How to apply

In order to apply, you must:

- Read this PDS and the Additional Information Booklet carefully and in their entirety. These are available at www.atlasfunds.com.au and at www.oneinvestment.com.au/atlas or by calling the Registrar on +61 (02) 8188 1510.
- You should seek independent legal, financial planning/taxation advice before applying for units in the Fund. If there is anything that you do not understand you should ask questions.
- Invest a minimum of \$10,000 in the Fund. See Section 2 of this PDS for the calculation of unit pricing.
- If you are not investing through the mFund Settlement Service, complete the application form and the sections that are relevant to you available at www.atlasfunds.com.au and at www.oneinvestment.com.au or by calling the Registrar on +61 (02) 8188 1510.
- If you are investing through the mFund Settlement Service and when and while units are admitted as an mFund product, you will need to apply via your ASX

Broker (broker-sponsored units) and all application money should be paid directly to your ASX Broker. Your holding of the broker-sponsored units is linked to your individual HIN, which is used to hold your other investments transacted through the ASX.

- Your direct application will not be considered complete and capable of being processed until OMIFL has received:
 - a correctly completed application form signed by all relevant parties;
 - application moneys in cleared funds transferred in the manner described in the application form;
 - your identification documents in accordance with the Anti-Money Laundering and Counter-Terrorism Financing Act (AML/CTF) requirements and any other tax payer identification requirements described in the application form.

Please note that as part of the application process OMIFL is required by law to verify your identity before accepting your application. Please refer to the AML/CTF information in the application form.

Cooling-off period

A 14-day cooling-off period applies to Retail Clients who invest in the Fund. Your cooling-off period commences on the earlier of:

- the date you receive confirmation of your transaction, and
- the end of the fifth day after we issue your units to you.

If you tell us in writing you want to withdraw your investment during your cooling-off period, then we will return your money to you and no fees will apply. However, if your units have already been issued to you, then they will be redeemed at the unit price on the day of the redemption which may be different (higher or lower) to the price at which they were issued (and the applicable buy-sell spread will apply). Tax consequences may also arise during the holding period (however brief). The right of a Retail Client to cool off does not apply in certain limited circumstances, such as if the investment is made under a distribution reinvestment plan, switching facility or represents additional contributions required under an existing agreement (like a regular savings plan). Also, the right terminated immediately if you exercise a right or power under the terms of the product, such as transferring your units or voting on any units held by you. Indirect investors should consult with the IDPS provider about any right to cooling off provisions, which may differ from those that apply to Retail Clients who purchase units in the Fund directly.

Complaints

You have a right to complain if you are not satisfied with the Responsible Entity's performance as Responsible Entity for the Fund. The Responsible Entity will take all complaints seriously and will provide you with a copy of the complaints handling policy on request and at no charge.

If you have a complaint in relation to the Fund, please notify the Responsible Entity immediately using the following contact details:

Phone: +61 2 8277 0000
 Email: complaints@oneasset.com.au
 Mail: Complaints Officer
 PO Box R1471
 Royal Exchange NSW 1225

In person: Level 16, Governor Macquarie Tower
 1 Farrer Place Sydney NSW 2000

Once the Responsible Entity receives a complaint, the Responsible Entity will acknowledge it within one Business Day and investigate the complaint with a view to resolving it and responding as soon as possible but not more than 30 days after receiving the complaint.

If you are not satisfied with the Responsible Entity's response to your complaint and you are a Retail Investor, you may be able to lodge a complaint with the Australian Financial Complaints Authority (AFCA).

Contact details are:

Online: www.afca.org.au

Phone: 1800 931 678

Email: info@afca.org.au

Post: GPO Box 3, Melbourne VIC 3001.

The external dispute resolution body is established to assist you in resolving your complaint where you have been unable to do so with the Responsible Entity. However, it's important that you contact the Responsible Entity first.

9. Additional information

Related party transactions and conflicts of interest

In our position as Responsible Entity of the Fund, we may from time to time face conflicts between our duties to the Fund as responsible entity, our duties to other funds we manage and our own interests. We will manage any conflicts in accordance with our conflicts of interest policy, the Constitution, ASIC policy and the law.

Atlas is not a related party of OMIFL. The contractual arrangements between OMIFL and Atlas are negotiated at arm's length between parties.

We may from time-to-time enter into other transactions with other related entities. All transactions will be undertaken at market rates or at no charge, and in accordance with the Corporations Act.

Continuous disclosure

As at the date of this PDS, the Fund is a disclosing entity for the purposes of the Corporations Act and is subject to regular reporting and disclosure obligations. We will follow ASIC's good practice guidance in satisfying our continuous disclosure obligations via website notices. Full year and half-year financial statements and other information and continuous disclosure notices for the Fund will be available by going to www.oneinvestment.com.au/atlas or by calling +61 (02) 8277 0000 during business hours. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office.

Target Market Determination

The Target Market Determination (TMD) for the Fund is available on OMIFL's or Atlas's website.

You should read the important information about our Privacy Policy before making a decision. Go to the Additional Information Booklet available from www.oneinvestment.com.au/atlas; in particular, Section 7 which includes information on our Privacy, Unit Pricing and Conflicts of Interest Policy, as well as information on the Constitution, AML/CTF, related party transactions and investing via an IDPS, and Section 8 which includes information on continuous disclosure and our communications with you. This material may change between the time when you read this PDS and the day when you make your application for Units.

10. Glossary

The following terms in the PDS have the meanings set out below:

AFSL	Australian Financial Services Licence
application form	Applications to for units in the Fund should be via the online application form which is available on the websites at www.atlasfunds.com.au and www.oneinvestment.com.au/atlas If you need a paper form this will only be available to Wholesale investors or Personally Advised Investors.
Atlas or Investment Manager	Atlas Funds Management Pty Ltd ABN 83 612 499 528, AFSL 491395

ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
ASX Broker	An mFund participating ASX broker or financial adviser who uses a stockbroking service your behalf
ASX Operating Rules	The operating rules issued by the ASX, as amended from time to time
business day	A day on which banks are open for business in Sydney, excluding Saturday, Sunday or public holidays
CHESS	(Clearing House Electronic Sub-Register System) is the computer system that is used by the ASX to record holdings and manage the settlement of transactions
Constitution	The deed establishing the Fund dated 9 March 2017 amended or replaced from time to time
Corporations Act	<i>Corporations Act 2001 (Cth)</i> and <i>Corporations Regulations 2001 (Cth)</i> , as amended from time to time
Custodian	OMIFL or any other provider selected by OMIFL.
derivatives	Has the meaning set out in Section 761D of the Corporations Act
Fund	Atlas Australian Equity Income Fund ARSN 618 658 567
GAV	Gross Asset Value of the Fund
GST	Goods and services tax as defined in <i>A New Tax System (Goods and Services Tax) Act 1999</i> as amended
HIN	Holder Identification Number
investor	A holder of units in the Fund
mFund	A settlement service that enables the automation of settlement of purchases (applications) and sales (withdrawals) for unlisted managed funds on the ASX, using CHESS
NAV	Net Asset Value of the Fund
PDS	This product disclosure statement
RBA Cash Rate	Reserve Bank of Australia official cash rate
Retail Client	An investor who not a Wholesale Client
Registrar	One Registry Services Pty Limited ABN 69 141 757 360
unit	An undivided share in the beneficial interest in the Fund
We, us, our OMIFL or Responsible Entity	One Managed Investment Funds Limited ABN 47 117 400 987, the responsible entity of the Fund
Wholesale Clients	A person who satisfies Sections 761G of the Corporations Act.