



Product Disclosure Statement

Russell Australian Opportunities Fund – Class A

About this Product Disclosure Statement (PDS)

This PDS is dated 1 June 2015 and issued by Russell Investment Management Ltd ABN 53 068 338 974, AFS Licence Number 247 185 (Responsible Entity, we, us, RIM) as the Responsible Entity of the Fund. The Responsible Entity is part of Russell Investments, a global financial services organisation with headquarters in Seattle, USA (Russell).

This PDS describes the main features of the Russell Australian Opportunities Fund – Class A (Fund). 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 may also wish to obtain independent advice.

The offer or invitation to apply for units in the Fund 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.

Applications for units in the Fund 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 investors may invest in Class A units of the Fund through a platform (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 up to date at the time of preparation. However, some information and terms can change from time to time and you can obtain updated information as set out below. If a change is considered materially adverse we will issue a supplementary or replacement PDS.

For updated information about the Fund please visit our website www.russell.com.au. We will also send you a copy of the updated information free of charge upon request.

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How to contact us

If you are accessing the Fund through a platform (i.e. master trust or wrap account) 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:

www.russell.com.au

Email:

syd-ops@russell.com

For Wholesale investors:

Russell Fund Operations

Tel: 1300 728 208 (in Australia)
Tel: +61 2 9229 5204 (outside Australia)

For Advisers:

Tel: 1800 458 272

For Russell iQ® investors:

Tel: 1800 041 402

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1300 768 040 (in Australia)
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This PDS is issued on 1 June 2015 and applies from 1 June 2015. Applications will be processed on or after 1 June 2015.

1. Fund Overview

Features of the Fund	Detail	Further Information
About the Fund		
Fund Name	Russell 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 Limited (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	<p>The Fund delivers value to investors through:</p> <p>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.</p> <p>Effective components The Fund applies an open architecture approach to deliver appropriate exposures to achieve the investment objective.</p> <p>Russell Investments devotes significant resources, expertise and time to identify the most effective strategies, the right funds and the most efficient modes of implementation.</p> <p>Being responsibly adaptive 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.</p>	
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 the Fund can be found on our website at www.russell.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	This Fund is expected to have high return volatility. Relevant risks associated with an investment in a 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	
Estimated Indirect Cost Ratio (ICR)	1.18% p.a.	
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 (For investors accessing the Fund through a master trust or wrap account please 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 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 www.russell.com.au . The annual reports will also be sent to you if you are a retail investor.	Section 10

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

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 at least 200 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.

Symon Parish and James McSkimming are responsible for the management of the Fund. Symon is the Chief Investment Officer for the Russell Investments' Australasian region and James McSkimming is the Head of Equity Research for Australia and New Zealand. They are suitably qualified and experienced in the management of the Fund and will dedicate upwards of a quarter of their 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. 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 www.russell.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 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.

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

Symon Parish, Chief Investment Officer for Russell Investments Australasia and James McSkimming, Head of Equity Research for Australia and New Zealand are 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. In addition State Street Bank and Trust Company (SSBT) has been appointed to administer the Fund's securities lending program.

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 Implementation Services Inc (RIS), a related party based in Washington, 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 Fund's 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.

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 third party 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.

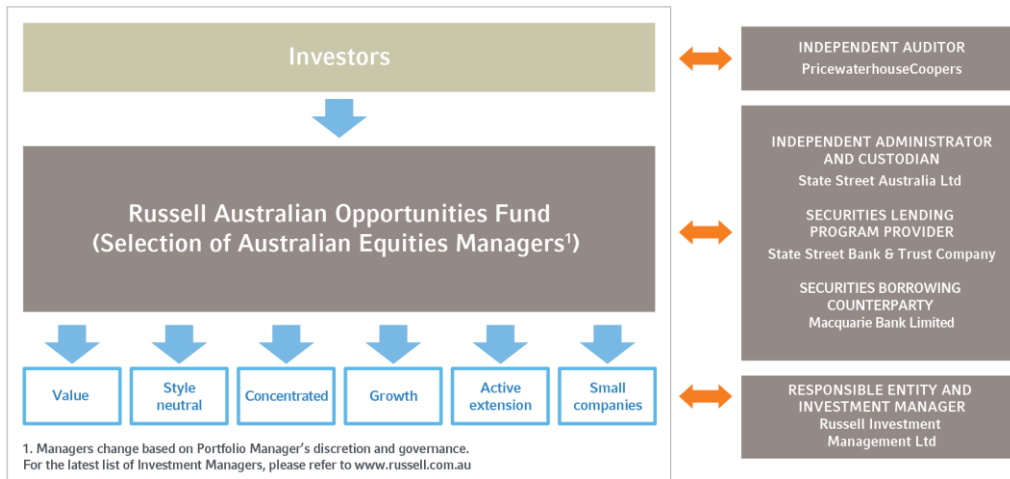
We will notify you in writing of any changes to the Fund's withdrawal requirements, including if your withdrawal rights are suspended.

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 is the Responsible Entity of the Fund.

RIM is an Australian public company that is part of Russell Investments – a global asset manager and one of only a few firms that offers actively managed multi-asset portfolios and services that include advice, investments and implementation.

Working with institutional investors, financial advisers and individuals, Russell's core capabilities extend across capital market insights, manager research, asset allocation, portfolio implementation and factor exposures.

Russell has more than \$333 billion in assets under management (as of 31 December 2014) and works with 2,500 institutional clients and independent distribution partners and millions of individual investors globally. As a consultant to some of the largest pools of capital in the world, Russell has \$2.9 trillion in assets under advisement (as of 31 December 2014).

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 www.russell.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 Lending Program

SSBT has been appointed by us to administer the Fund's securities lending program. SSBT is a Massachusetts USA based trust company. The Responsible Entity may replace SSBT as administrator of the securities lending program 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 sourcing underlying 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.

Symon Parish and James McSkimming are responsible for the management of the Fund. They are suitably qualified and experienced in the management of the Fund and will dedicate upwards of a quarter of their time to the implementation of the Fund's investment strategy.

Symon is the Chief Investment Officer and a Portfolio Manager for Russell Investments' Australasian region. Symon is based in Sydney and has primary responsibility for managing a number of Russell's Australian and Pacific Basin equity funds. He oversees all aspects of fund management, including design strategy, manager selection and fund construction.

Symon heads the investment team for the Australasian region, with investment professionals based in Sydney, Singapore, Tokyo and Melbourne. Prior to his appointment as Chief Investment Officer, Australasia, Symon held various other positions at Russell Investments in Sydney, Auckland, and London.

Symon holds a Bachelor of Engineering (Civil Engineering) from the University of Western Australia and an MBA from the Australian Graduate School of Management. He is also a director of Russell Investment Management Ltd.

James heads the equities research team in Australia and is a senior research analyst within Russell Investments' investment division, based in Sydney. Since joining Russell in 2004, James has researched a range of asset classes including equities and listed and direct property managers. He currently has responsibility for researching and recommending investment managers in Australian and New Zealand

To read the latest information on the underlying managers of the Fund please visit www.russell.com.au

equities and Australian small companies, with a third of his time dedicated to the Russell Australian Opportunities Fund.

James also has an active global involvement with other senior Russell research leaders participating in developing and enhancing Russell's research capabilities and practice. Prior to this, from 1996 to 2004, James was general manager of equities and a director of Glebe Asset Management Limited.

James holds a Bachelor of Science (Mathematics) from Flinders University of South Australia, a Graduate Diploma in Administration from the University of Technology Sydney and Graduate Diplomas in Finance and Investment and Financial Planning Principles and Practice from the Securities Institute of Australia.

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, 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 a standard 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 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 www.russell.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 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 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.

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 at least 200 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.

With the exception of borrowing to implement investment strategies, 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.

Securities Lending Program

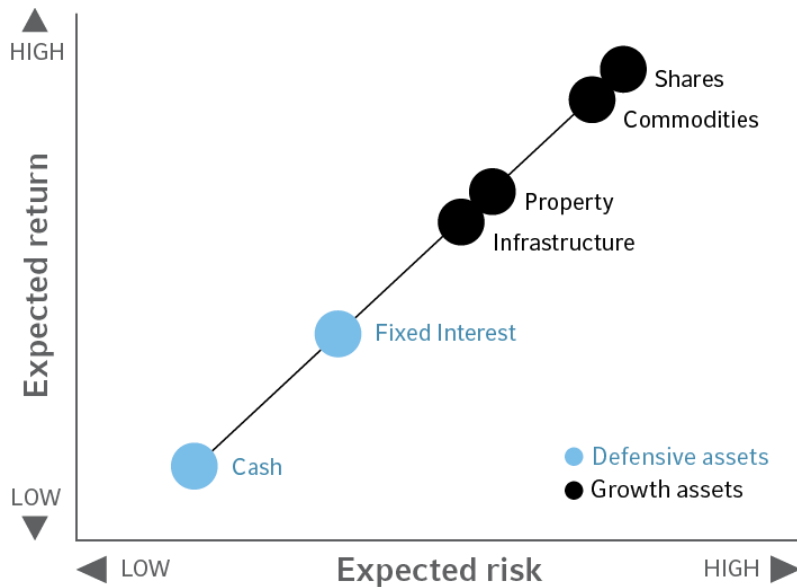
Under this arrangement, State Street Bank and Trust Company (SSBT) has been appointed to administer the Fund's securities lending program. The Fund's assets may be loaned to a borrower. In exchange, the Fund will receive collateral equal to at least 100% of the value of the assets loaned. We may place restrictions on which assets of the Fund are available to be loaned. The Fund may accept cash, cash equivalents or shares as collateral for any loaned securities. These assets are only encumbered to the extent that collateral is held as security against the value of the stock borrowed. The Fund does not currently participate in securities lending, however, the Responsible Entity has the discretion to resume its participation in the future if it deems appropriate.

Any income (net of fees paid for administering securities lending) that the Fund generates from the securities lending program will be used to offset the Fund's custody expenses. This may result in reduced expense recoveries for the Fund. There are additional risks involved with securities lending. See page 23 for details.

Ethical Investments

Although the investment managers we appoint may take into account labour standards and/or environmental, social or ethical considerations when making their investment decisions, we do not use these criteria when we select investment managers, or when we evaluate their performance. Where Russell manages the assets, we also do not use these criteria when making investment decisions.

5. The Risks of Investing



Source: Russell Investment Management Ltd.

General risks

All investing involves risk. It's the trade-off for the return that investors seek. Generally you only get higher expected return with higher 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.

Securities lending risk

The Fund is exposed to securities lending risk, which means there is a risk that the borrower may become insolvent or otherwise become unable to meet, or refuse to honour, its obligations to return the loaned assets. In this event, the Fund could experience delays in recovering assets and may incur a capital loss.

Risk Management:

Securities lending risk is managed according to the terms of the securities lending agreement which requires the full legal transfer of the collateral received. In the event of a default, we can liquidate the collateral received.

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 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.

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.

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 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 lower contribution fees and management costs where applicable. Ask the responsible entity 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) website (www.moneysmart.gov.au) has a superannuation calculator to help you check out the different fee options.

The table on page 26 shows the fees and other costs that you may be charged for the Fund. These fees and costs may be deducted from your account balance, from the returns on your investment or from the Fund's assets as a whole. Information about taxes is set out on page 39 of this PDS

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

Similar information will be included in PDSs for other MISs so that you can compare the Fund's fees and costs with those of other MISs.

Types of Fees or Cost	Amount	How and when paid
Fees when you move money in or out of the Fund		
Establishment fee: This is the fee to set up your account with the Fund.	Nil	Not applicable
Contribution fee: This is the fee for the initial and every subsequent investment you make to the Fund.	Nil	Not applicable
Withdrawal fee: This is the fee charged for each withdrawal you make from the Fund (including any installment payments and the final payment).	Nil	Not applicable
Exit Fee: This is the fee when you close your account with the Fund.	Nil	Not applicable
Management Costs: The fees and costs for managing your investment		
Estimated Indirect Cost Ratio (ICR):	1.18% (This includes an estimated performance fee component of 0.06%. Please refer to section titled "Performance fees" on page 28 for more information).	The estimated ICR is paid directly from the assets of the Fund and is reflected in the daily unit price when declared. The estimated ICR is quoted on a GST inclusive basis. The management costs of the Fund (as reflected in the estimated ICR) are payable monthly or as otherwise incurred by the Fund.
Service Fees		
Switching fee: This is the fee charged when you switch between funds.	Nil	Not applicable

7. Additional explanation of fees and costs

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

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 investment products.

Example: Russell Australian Opportunities Fund		Balance of \$50,000 with total contributions of \$5,000 during the year
Contribution fees	Nil	For every \$5,000 you put in, you will be charged \$0.
PLUS Management costs	1.18% p.a.	And , for every \$50,000 you have in the Fund you will be charged \$590 each year.
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 a year and your balance was \$50,000, then for that year you will be charged fees of \$590* . What it costs you will depend on the investment option you choose and the fees you negotiate with your Fund or financial adviser.

Establishment Fee - \$Nil

* Note: This 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 at the end of the year.

Changes in Fees and Costs

We have the right to change the fees and costs described in this PDS at any time, without your consent. Any increase in the Fund's fees and costs will be communicated to you at least thirty days before it occurs.

The constitution of the Fund allows us to receive a management fee of up to 2% p.a. and charge a contribution fee of up to 4%, a buy-sell spread of up to 5% and a switching fee of up to 1%.

Currently, we receive lower management fees, charge lower buy-sell spreads, and do not charge a contribution or switching fee. We may change the fees or the basis for charging expenses but will notify you first.

Estimated Indirect Cost Ratio (ICR)

The ICR for the Fund is the ratio of the Fund's management costs to the Fund's total average net assets. The ICR for the Fund is an estimate only. The actual ICR could vary.

Management costs include all estimated expense recoveries, investment management fees and estimated performance fees payable out of Fund assets. This

includes any known management costs charged by underlying investment managers and underlying funds.

They do not include transaction costs and other costs that an investor would incur if the investor invested directly in the underlying assets. Management costs are based on the latest available figures as at the date of the PDS. The management costs are estimates only, the actual management costs may vary throughout the year.

Expense Recoveries (including taxes)

All expenses relating to the proper performance of our duties are recoverable from the Fund, including but not limited to custody, administration, registry costs, GST (less any reduced input tax credits), responsible entity costs, legal fees, reporting and audit expenses. The total expense recoveries will be reduced by any income generated by the Fund's participation (if any) in the Russell securities lending program. The actual expense recoveries are not known until the end of the financial year.

The estimated expense recoveries for the Fund are included in the Fund's ICR and are based on the latest available figures as at the date of this PDS. The actual expense recoveries may increase or decrease throughout the year.

We are entitled to be indemnified for any cost or liability we properly incur in the proper performance of our role as the Responsible Entity of the Fund.

Performance Fees

Performance fees provide an incentive for managers to achieve superior performance. Performance fees may be charged by the managers appointed by Russell or by any underlying funds.

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 within the Fund. 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 in the future. Instead, we estimate the performance fee impact with reference to the performance fee accrued over a twelve month period.

For this PDS, the performance fee has been determined with respect to the twelve month period ending 31 March 2015, which amounted to 0.06%.

This performance fee is included in the Fund's ICR and is not a separate fee payable by you.

Performance Fee Examples

The following examples illustrate when performance fees may be payable in different situations. The examples relate to a hypothetical Australian shares fund with two managers – Manager A and Manager B – each of which manages a portfolio comprising 50% of the fund's assets.

Manager A and Manager B have identical performance fee arrangements. The performance fee is calculated as 25% of the return (net of fees) of the portfolio above

the hurdle rate of return. The hurdle rate of return is the benchmark (S&P/ASX 300 Accumulation Index) plus 2%. A performance fee is only payable to the extent that past underperformance by the manager has been recovered.

Generally, a performance fee will not be payable unless the investment manager or the underlying fund (whichever is relevant) has achieved a return in excess of the relevant hurdle rate, and unless any past underperformance has been recovered.

Please note that a performance fee may be payable to a manager or underlying fund that has satisfied its individual performance fee criteria even at times when the Fund as a whole has underperformed its benchmark.

Examples	Performance fees payable?
Both Manager A and Manager B outperform the hurdle rate of return Fund outperforms its benchmark	Yes Both Manager A and Manager B receive a performance fee
Manager A outperforms the hurdle rate of return Manager B significantly underperforms the benchmark Fund underperforms its benchmark	Yes Manager A receives a performance fee
Both Manager A and Manager B outperform the hurdle rate of return, but they both have past underperformance that has not yet been recovered Fund outperforms its benchmark	No
Both Manager A and Manager B outperform the benchmark but underperform the hurdle rate of return Fund outperforms its benchmark	No

Transaction Costs (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.

We reserve the right to change the buy/sell spread for the Fund at any time without providing notice to you. For updated information visit www.russell.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 0.35% and a sell spread of 0.35%. This means that the “entry price” of a unit would be 0.35% higher than the daily unit price (ie \$1.0035 per unit), and the “exit price” would be 0.35% lower than the daily unit price (ie \$0.9965 per unit).

On a \$10,000 application at the entry price of \$1.0035 per unit, an investor would receive 9,965 units. These units would be worth \$9,965 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	\$1.0035 per unit ($\$1 + (\$1 \times 0.0035)$)	9,965

On a withdrawal of these 9,965 units at the exit price of \$0.9965 per unit the investor would receive approximately \$9,930.

No of units redeemed	Exit Price (daily unit price less sell spread)	Withdrawal amount
9,965	\$0.9965 per unit ($\$1 - (\$1 \times 0.0035)$)	9,930

The example shows that the total cost of the 0.35% buy spread and a 0.35% sell spread for a \$10,000 application is approximately \$70 as the investor only receives \$9,930 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’ investors under section 761G of the Corporations Act 2001. Accordingly, we may waive or rebate some of our fees (or issue units in the Fund) to these ‘wholesale’ investors 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 investors. Please contact us if you require further details on negotiating fees.

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 funds 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 Implementation Services Inc (RIS), a related party of the Responsible Entity based in Washington, USA provides implementation and execution services for the Fund on an arm's length basis. RIS receives brokerage of up to 0.2% of the value of a trade for providing these services to the Fund.

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

As the abovementioned related party transaction occurs on an arm's length basis, member 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 Remuneration

Pursuant to the 'Grandfathering' provisions of the Future of Financial Advice (FoFA) reforms, we may continue to pay adviser remuneration of up to 0.16% of the value of your investment in the Fund to Australian financial services licensees and/or their representatives who recommend the Fund to investors before 1 July 2014. We will pay any adviser remuneration out of our fee, so it does not represent any additional cost to you.

Adviser Service Fees

Your financial adviser may negotiate an adviser service fee with you. If you invested in the Fund through the Russell Private Investment Series and if agreed between you and your adviser, we will facilitate the payment of the adviser service fee by periodically withdrawing a certain number of your units and paying the proceeds to your adviser. Please refer to the Statement of Advice provided to you by your financial adviser for full details of any applicable adviser remuneration or adviser service fees.

Alternative Remuneration Register

Occasionally, we may provide alternative forms of remuneration to Australian financial services licensees and/or their representatives who recommend the Fund to investors. 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. As a member of the Financial Services Council, we are required to maintain an Alternative Remuneration Register. This register lists each occasion on which we give or receive a material amount of alternative remuneration. Our Alternative Remuneration Register is a public register and will be made available to you on request.

Payments to platforms

We may pay a one-off or annual product access payment of up to \$15,000 to platform, wrap or IDPS operators that distribute the Fund. In addition, we may make volume-based payments of up to 0.12% p.a. to platform, wrap or IDPS operators that distribute the Fund. Any such payments will reflect the scale and administrative efficiencies gained by Russell using the platform, wrap or IDPS. Any such payments will be paid out of our investment management fee, so it does not represent an additional cost to you.

For more information on investing in the fund via Russell iQ® visit www.russell.com.au/iq

8. Investing in the Fund

The Fund is a managed investment scheme (MIS) registered with the Australian Securities and Investments Commission (ASIC).

MISs are also known as 'managed funds', 'pooled investments' or 'collective investments'. Generally, in an MIS:

- People are brought together to contribute money to get an interest in the scheme. With respect to the Fund, your 'interests' are units in the Fund. 'Interests' in a scheme are 'financial products' and are governed by the Corporations Act 2001.
- Money is pooled together with other investors (often many hundreds of investors) and used in a common enterprise.
- A 'responsible entity' operates the scheme - investors do not have day-to-day control over the operation of the scheme.
- The value of units will rise and fall with the value of the underlying investments.

Retail investors - Investing through a Master Trust or Wrap Account

You can invest in Class A units of 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'. We authorise the use of the PDS as a disclosure document for people who wish to access the Fund indirectly through these services.

Retail investors can also access this Fund directly using Russell iQ® Investments. This is Russell's own platform which offers online transactional access and comprehensive administration features to help manage your account. To invest via Russell iQ® Investments, retail investors should read the IDPS Guide and complete the online Russell iQ® Investments Application Form. For more information about accessing the Fund via Russell iQ® Investments, visit www.russell.com.au/iq.

To invest, Indirect Investors complete the application forms provided by the platform operator. You will receive reports from your platform operator, not us. Any enquiries or complaints should be directed to your platform operator.

To withdraw, you need to contact your platform operator for instructions.

To invest or withdraw, platform operators need to follow the same steps as wholesale investors.

Indirect Investors do not themselves become investors in the Fund. Instead it is generally the platform operator who invests for you and so has the rights of an investor. They exercise them or not in accordance with their arrangements with you.

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

Any reference to 'you' in the PDS, unless otherwise indicated, should be construed as a reference to the platform operator or any other person who is a wholesale investor in the Fund.

Wholesale investors - Initial Investment

You need to firstly contact Russell 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 Fund Operations to apply for units in the Fund.

We may accept or reject an application for units in the Fund in our absolute discretion.

Additional Investments

Please contact Russell 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 money by the 'cut off time' on a business day, we will generally process your application using the entry price for that day. The 'cut off time' is 12:00 noon Sydney time.

If your application for units is received after the 'cut off time' or on a non-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.

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.

If you are investing by cheque, you may be liable for all reasonable costs associated with processing your application should your cheque be dishonoured.

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.

The processing of applications may be delayed for a few days while a distribution is being determined. Upon resumption of processing, we will process your application for units in the Fund using the entry price for the day on which we received it.

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

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 investor number. The request needs to be signed by the relevant parties.

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 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

To withdraw your money, you will need to provide us with a written withdrawal request signed by authorised signatories. Please contact Russell 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 non-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 business days of us processing a withdrawal request. We will send you a transaction statement with details of your withdrawal.

The processing of withdrawals may be delayed for a few days while a distribution is being determined. Upon resumption of processing we will process your withdrawal request using the exit price for the day we received it.

Please note that whilst every endeavour is made to comply with the payment terms set out above, the Fund's 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, where we are unable to meet a withdrawal request in respect of the Fund with the payment of cash, 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 remains '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 'illiquid', 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. Application and withdrawal requests received by us during a period of suspension are deemed to be received on the first business day after cessation of the suspension.

Transferring units

You can request to transfer some, or all, of your units to another person at any time. All transfers must be made in the form that we require and be appropriately stamped for stamp duty. We have the discretion to refuse to register any transfer of units in the Fund.

Contact our Client Services Team for more information. 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 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.

Your share of income will depend on how many Class A units in the Fund you hold at the end of the distribution period. Unit prices may fall after income is paid. If you invest just before income is paid, 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.

Any reinvested income is 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 any income will be available for each distribution period.

Cooling Off Rights

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 unitholders who hold their units in the Fund on capital account. 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 this PDS. The Australian tax laws are subject to continual change, and as the tax treatment applicable to particular unitholders may differ, it is recommended that all unitholders seek their own professional advice on the taxation implications before investing in the Fund.

Fund Income

The Fund fully distributes distributable income to unitholders in respect of each income year. You will be subject to tax on your share of the net (taxable) income of the Fund, in proportion to your entitlement to the distributable income of the Fund, in the year in which your entitlement arises, irrespective of whether the income is distributed to you after year end or is reinvested.

You may be entitled to franking credits which arise from franked dividends received in respect of the Fund's investment in Australian shares (if applicable). Subject to various eligibility criteria, including the holding period rule, you can use the credits to reduce your tax liability on your share of the tax net income of the Fund or your other assessable income. Excess franking credits may be refundable to resident individuals and complying superannuation entities, and in certain circumstances may give rise to tax losses for companies.

The Fund has made the managed investment trust (MIT) capital gains tax (CGT) election, and subject to continuing to satisfy the eligibility requirements to be a MIT for an income year, will hold its eligible assets (including equities, and units in other trusts, but excluding derivatives and foreign exchange contracts) on capital account.

Your share of the net income of the Fund may include a net capital gain of the Fund, where the Fund holds its assets on capital account or where the Fund holds units in other fund(s) which distribute capital gains to the Fund. If you withdraw, switch or transfer any part of your investment, it is treated as a disposal and you may be subject to capital gains tax. A discount may be available in calculating the taxable amount of a capital gain where the asset has been held for twelve months or more. A capital gain distributed by the Fund may also be subject to the discount. The amount of the discount is one-half for individuals and trusts, and one-third for complying superannuation entities. No discount is available for a corporate investor.

Foreign income

The Fund may derive income from sources outside Australia. Your share of the gross foreign income will be treated as foreign income in your hands. You 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) Rules

The CFC rules may apply to certain interests in foreign companies where controlling interests are held by one or more Australian residents (including 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 is considered to be a 'foreign hybrid' under Australian tax law, the partnership rules may also apply to attribute taxable income to the Fund. A holding of at least 10% is generally required to be an "attributable taxpayer" under the CFC rules. However, it is generally expected that the Fund's interests in foreign companies will not be CFC interests. If applicable, the Responsible Entity will monitor the concentration of Australian (or Australian associated) ownership of any foreign companies to determine if any income attribution under the CFC 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

The Foreign Account Tax Compliance Act (FATCA) is US tax law that requires Foreign Financial Institutions (FFIs) to comply with a number of additional compliance obligations in order to ensure that 30% FATCA withholding tax is not deducted from:

- certain US sourced income (referred to as fixed, determinable, annual or periodic (FDAP) income);
- gross proceeds from the sale of securities giving rise to US FDAP income; and
- passthru payments.

The definition of a FFI is very broad. Generally speaking the Responsible Entity and each Fund fall within the definition of a FFI for FATCA purposes.

Australian Inter-Governmental Agreement

On 28 April 2014, an Inter-Governmental Agreement (IGA) was signed between Australia and the US. On 30 June 2014 tax legislation was enacted to give effect to Australia's obligations under the IGA, applicable from 1 July 2014.

As a result, the Responsible Entity and/or each Fund (as applicable) are required to ensure that:

- relevant entities are registered with the US Internal Revenue Service (IRS);

Investors should seek professional advice with respect to the tax implications arising from their unit holding.

-
- unitholder identification processes and documentation requirements are enhanced in order to determine status for FATCA purposes;
 - specific due diligence procedures are conducted on unitholders in existence as at 30 June 2014 in order to determine their status for FATCA purposes; and
 - annual reporting to the ATO of relevant unitholders (if any) occurs within regulatory timeline (currently 31 July annually).

The Responsible Entity may therefore be required to request unitholders to provide additional information in order to comply with FATCA compliance obligations.

Important note: FATCA is a new legislative regime for which the IRS and the ATO will continue to issue guidance on interpretation, implementation and administration. The Responsible Entity will continue to monitor developments in this regard to ensure relevant FATCA compliance obligations are met.

Common Reporting Standards (CRS)

The OECD CRS for the automatic exchange of information is a single global standard for the collection and reporting of information by "financial institutions" (as defined for CRS purposes) on non-residents. The Australian Government has announced its intention to implement the CRS in a staged process from 1 January 2017, with the first exchange of information in September 2018. The Responsible Entity will continue to monitor developments in this regard to ensure relevant CRS compliance obligations are met.

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.

Current reforms in progress include the proposed new regime for the taxation of managed investment trusts (see below) and announcements in the 12 May 2015 Federal Budget which may have tax implications. Other reforms in progress include a deregulation review in relation to the Taxation of Financial Arrangements ("TOFA") rules. These reforms may impact on the tax position of the Fund and its investors. Accordingly, it will be necessary to closely monitor the progress of these reforms, and it is strongly recommended that investors seek their own professional advice, specific to their own circumstances, of the taxation implications of investing in the Fund.

Proposed changes to the taxation of Managed Investment Trusts (MITs)

On 9 April 2015, the Government released a public Exposure Draft (ED) and Explanatory Memorandum (EM) of the new Attribution Managed Investment Trust (AMIT) tax regime. An AMIT, in broad terms, is a MIT which has clearly defined

interests for unit holders to the income and capital of the Fund. Although the ED states a start date of 1 July 2015, the Federal Budget on 12 May 2015 confirmed that the new regime will apply from 1 July 2016, with an optional early start date of 1 July 2015, and an election for Funds existing at 1 July 2016 to make an election on whether to apply the AMIT rules. It is expected that the rules may be enacted by 30 June 2015 although this is not certain.

The AMIT rules also contain a range of other provisions that impact on the taxation treatment of a Fund which qualifies as an AMIT under the proposed rules. These include the allocation of taxable income to members based upon “attribution” rather than on present entitlement to “income” of the trust, rules for carrying forward under and over statements of unit holder tax components of trust income in prior years, cost base adjustments to member’s units in certain cases, and various other changes.

The Responsible Entity will closely monitor the impact of the proposed AMIT rules on the Funds.

Australian Taxation of Non-Resident Investors

Australian withholding tax may be withheld from distributions of Australian source income and gains paid to a non-resident investor. Based on the Fund’s investment profile, non-resident investors holding their units on capital account should not generally be subject to Australian capital gains tax on the disposal of units in a Fund unless the units were capital assets held by the investor 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 investors seek independent tax advice in relation to these issues if required.

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

It is not compulsory for an Australian investor to quote their TFN or ABN. If an Australian investor is making this investment in the course of a business or enterprise carried on by the investor, the investor may quote an ABN instead of a TFN. Failure by an investor 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 investor. The investor may be able to claim a credit in the investors’ tax return for any TFN/ABN tax withheld. By quoting their TFN or ABN, the investor authorises the Responsible Entity to apply it in respect of all the investor’s investments with the Responsible Entity. If the investor 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 is registered for GST. The issue or withdrawal of units in the Fund and where applicable the receipt of any distributions are 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 this PDS are inclusive of GST and take into account any available reduced input tax credits.

To the extent that the Fund is investing in international securities, the Fund may be entitled to as 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 Fund's 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 Fund's 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 Fund's 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 investor 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. An investor's liability is limited by the constitution to the value of their units but the courts are yet to determine the effectiveness of provisions like this.

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. If any issues you have about a Fund remain unresolved after doing so then you can contact the complaints scheme of which the platform is a member.

Compliance Plan and Compliance Committee

The Fund has a compliance plan which describes the means that we take to ensure compliance with the Corporations Act 2001 and the Fund's constitution. A Compliance Committee with a majority of independent members has been established by us to oversee compliance with the Fund's constitution and the Corporations Act 2001.

Consents

SSAL, PwC and MBL 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 more than 100 investors it will be a disclosing entity for the purposes of the Corporations Act 2001. Where this is the case we will comply with our continuous disclosure obligations under the law by publishing material information about the Fund at www.russell.com.au/disclosures on our website, in accordance with ASIC's good practice guidance for website disclosure. For a 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 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	<p>Investment Statements</p> <p>You will receive an investment statement at the end of each month with details of any transactions you made over that month.</p> <p>Information to meet RG 240 Periodic Reporting benchmark requirements</p> <p>To meet our requirements in RG 240 the following information will be made available on our website at russell.com.au:</p> <ol style="list-style-type: none"> 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	<p>Investment statements and exit statements</p> <p>If you are a retail investor, 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 investor, you will receive an exit statement within six months of exiting the Fund.</p> <p>Information to meet RG 240 Periodic Reporting benchmark requirements</p> <p>To meet our requirements in RG 240, the following information will be sent to you annually if you are a retail investor:</p> <ol style="list-style-type: none"> 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 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 in which you are invested unless you have elected not to receive the them. The Annual Report is published on the website at www.russell.com.au.

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 for further details of the information and identification that is required. The Client Account Manual can be obtained by contacting Russell 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 the Tax Commentary, the Responsible Entity may be required to request unitholders to provide additional information in order to comply with FATCA 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:

www.russell.com.au

Complaints

We have procedures in place for dealing with complaints promptly and in any case within 45 days of receiving a complaint. We will acknowledge complaints received within 5 business days of receiving the 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@russell.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 the Financial Ombudsman Service Limited ('FOS'). If you have any complaints you may write to FOS at:

GPO Box 3
Melbourne VIC 3001, Australia

Phone:

1300 78 08 08 (in Australia)
+613 9613 7366 (outside Australia)

Fax number:

(03) 9613 6399
+613 9613 6399 (outside Australia)

Email: info@fos.org.au

Website: www.fos.org.au

If you are an Indirect Investor, your first point of contact is the operator of your platform. If any issues you have about the Fund remain unresolved after contacting the platform operator then you can contact the complaints scheme of which the platform operator is a member.

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, 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 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 www.russell.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
Level 29, 135 King Street
SYDNEY NSW 2000

Email: aus-compliance@russell.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 or companies 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: www.russell.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’ means every business day on which the ASX and the trading banks in NSW are open for business.

‘Fund’ refers to Russell Australian Opportunities Fund.

‘PDS’ means Product Disclosure Statement.

‘Russell’ is the registered tradename of Frank Russell Company, a Washington, USA corporation.

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

Russell Australian Opportunities Fund - Class A Units



Application Form

Investor details

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

You need to firstly contact Russell 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 (this includes proof of investor ID requirements). You must have received the Product Disclosure Statement issued 1 June 2015 for the Russell Australian Opportunities Fund – Class A Units.

Application amount		Application date
<input type="text" value="\$AU"/>	FR087 Russell Australian Opportunities Fund – Class A Units	<input type="text" value="/ /"/>

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 Fund's constitution;
- » acknowledge that the repayment of investment capital and the payment of any income is not guaranteed;
- » 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.

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 (Australia)*. 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	<hr/>	<hr/>	<hr/>
	<i>Signature</i>	<i>Printed name</i>	<i>Date</i>

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

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



Helpline

For wholesale Investors:

1300 728 208

Monday to Friday, 9am – 5pm

For Advisers:

1800 458 272

For Russell iQ® investors:

1800 041 402

Fax

1300 768 040

Address

Russell Investment Management Ltd
Level 29, 135 King Street
Sydney South, NSW 2000

Website

www.russell.com.au

Email

syd-ops@russell.com