

# Target Market Determination – Funds Management

## Legal disclaimer

This Target Market Determination (TMD) is required under section 994B of the *Corporations Act 2001* (Cth) (**the Act**). It sets out the class of consumers for whom the product, including its key attributes, would likely be consistent with their likely objectives, financial situation and needs. In addition, the TMD outlines the triggers to review the target market and certain other information. It forms part of Open Corp Funds Management Limited's design and distribution arrangements for the product.

This document is **not** a product disclosure statement and is **not** a summary of the product features or terms of the product. This document does not take into account any person's individual objectives, financial situation or needs. Persons interested in acquiring this product should carefully read the Product Disclosure Statement (**PDS**) for the Australian Residential Property Fund before making a decision whether to buy this product.

Important terms used in this TMD are defined in the TMD Definitions which supplement this document. Capitalised terms have the meaning given to them in the product's PDS, unless otherwise defined. The PDS can be obtained by making an enquiry through the ResiFund website [www.resifund.com.au](http://www.resifund.com.au).

## Target Market Summary

**This product is likely to be appropriate for a consumer seeking regular income returns and with the potential for capital growth, to be used as generally a Satellite investment within a portfolio where the consumer has a medium or long term investment timeframe, low to medium risk/return profile (subject to the consumer's intended product use as described under 'Investment products and diversification') and needs medium to long term access to capital.**

## Fund and Issuer identifiers

<b>Issuer</b>	Open Corp Funds Management Limited
<b>Issuer ABN</b>	38 154 921 730
<b>Issuer AFSL</b>	AFSL No. 417371
<b>Fund</b>	Australian Residential Property Active Fund, and Australian Residential Property Passive Fund (collectively, the <b>Australian Residential Property Fund</b> )
<b>ARSN</b>	630 168 884 & 630 168 320 (stapled securities)

<b>APIR Code</b>	OPN 4470 AU
<b>Start Date of TMD</b>	5 October 2022
<b>TMD Version</b>	2
<b><i>TMD Status</i></b>	Current

## Description of Target Market

### TMD indicator key

The Consumer Attributes for which the product is likely to be appropriate have been assessed using a red/amber/green rating methodology with appropriate colour coding:

In target market	Potentially in target market	Not considered in target market
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### Instructions

In the tables below, Column 1, Consumer Attributes, indicates a description of the likely objectives, financial situation and needs of the class of consumers that are considering this product. Column 2, TMD indicator, indicates whether a consumer meeting the attribute in column 1 is likely to be in the target market for this product.

Generally, a consumer is unlikely to be in the target market for the product if:

- **one or more** of their Consumer Attributes correspond to a **red** rating, or
- **three or more** of their Consumer Attributes correspond to an **amber** rating.

### Investment products and diversification

A consumer (or class of consumer) may intend to hold a product as part of a diversified portfolio (typically with an intended product use of *satellite/small allocation* or *core component*). In such circumstances, the product should be assessed against the consumer's attributes for the relevant portion of the portfolio, rather than the consumer's portfolio as a whole. For example, a consumer may seek to construct a conservative portfolio with a satellite/small allocation to growth assets. In this case, it may be likely that a product with a *High* or *Very High* risk/return profile is consistent with the consumer's objectives for that allocation notwithstanding that the risk/return profile of the consumer as a whole is *Low* or *Medium*. In making this assessment, distributors should consider all features of a product (including its key attributes).

Consumer Attributes <i>[A description of the likely objectives, financial situation and needs of the class of consumers in the target market]</i>	TMD Indicator	Product description including key attributes  <i>[A description of the product, including its key attributes, i.e., product terms, features and attributes that affect the TMD]</i>
Consumer’s investment objective		
Capital Growth	In target market	The Fund is designed for investors looking for capital growth and regular income returns. It aims to build a diversified portfolio of residential property assets that provide relatively high, consistent and growing long-term income returns for investors with the potential for capital growth with a total return over time of at least 10% p.a. (net of fees and expenses and before tax).
Capital Preservation	Not considered in target market	
Capital Guaranteed	Not considered in target market	
Income Distribution	In target market	
Consumer’s intended product use (% of Investable Assets)		
Solution/Standalone (>50-100%)	Not considered in target market	The Fund invests in Australian residential property, with around 80% of investments to be in Sydney, Melbourne & Brisbane. The Fund aims for 90 – 100% of the properties acquired or constructed to generate long term passive rental income, comprising of single family homes and duplexes in addition to small and large multi tenancy properties.  For investors with a low to medium risk and return profile, the Fund may be suitable for the target market as a satellite/small allocation component.  For investors with a high to very high risk and return profile, the Fund may be suitable for the target market as a satellite/small allocation up to a core portfolio component.  Investors seeking to invest greater than 50% of their total investable assets in the Fund (as a Solution/Standalone component) are not in the target market.
Core Component (25-50%)	Potentially in target market (for investors with a high to very high risk and return profile)	
Satellite/small allocation (<25%)	In target market	

Consumer Attributes <i>[A description of the likely objectives, financial situation and needs of the class of consumers in the target market]</i>	TMD Indicator	Product description including key attributes  <i>[A description of the product, including its key attributes, i.e., product terms, features and attributes that affect the TMD]</i>
Consumer's investment timeframe		
Short (≤ 2 years)	Not considered in target market	The minimum suggested time frame for holding investments in the Fund is between 5 – 8 years (medium to long term investment) and is therefore likely to be appropriate for a consumer who has a medium to long investment timeframe.
Medium (> 2 years)	In target market	
Long (> 8 years)	In target market	In the case of investors holding Deposit Builder Units, the minimum investment period is 2 years.  Investors holding Wholesale Units are able to withdraw their funds at the three-year anniversary of their allotment date, subject to providing a six-month notice period prior to redemption.
Consumer's Risk (ability to bear loss) and Return profile		
Low	Potentially in target market (if used as a Satellite/small allocation only)	Residential property has historically had the lowest risk profile and yet highest returns of most major Australian asset classes over the 30 years ending March 2018.  However, there are risks involved in investing in the Fund, including: <ul style="list-style-type: none"><li>- The Fund's potential gearing ratio on average across the portfolio which will generally not exceed 50%,</li><li>- Significant falls in property values may have a negative impact on the Fund's gearing ratio and changes in market conditions may impact the value of existing property assets and acquisitions of future properties, and</li><li>- The Fund is illiquid with limited opportunities for investors to withdraw capital.</li></ul>
Medium	In target market (if used as a Satellite/small allocation component only)	
High	Potentially in target market (if used up to but not exceeding a Core portfolio component)	Investors with a low risk profile are potentially in the target market, if units in the Fund are held as a satellite/small portfolio component.

Consumer Attributes <i>[A description of the likely objectives, financial situation and needs of the class of consumers in the target market]</i>	TMD Indicator	Product description including key attributes  <i>[A description of the product, including its key attributes, i.e., product terms, features and attributes that affect the TMD]</i>
	In target market (if used as a Satellite/small allocation component only)	Investors with a medium risk and return profile are in the target market, if units in the Fund are held as a satellite/small portfolio component.
Very High	Potentially in target market (if used up to but not exceeding a Core portfolio component)	Investors with a high or very high risk and return profile are potentially in the target market if units in the Fund are held as a core portfolio component. Such investors are in the target market if units in the Fund are held as a satellite/small portfolio component.
	In target market (if used as a Satellite/small allocation component only)	
Consumer’s need to withdraw money		
Daily	Not considered in target market	There is no current redemption facility available to any investors.
Weekly	Not considered in target market	There will be an opportunity in November 2023 for investors to request a 100% redemption of their investment if total redemption requests are less than 30% of the Fund’s equity. In this event, 100% of investors’ redemption requests will be met. If total redemption requests are greater than 30% of the Fund’s equity, partial redemption requests will be met. Investors will have a further opportunity to fully realise their investment in November 2028.
Monthly	Not considered in target market	
Quarterly	Not considered in target market	

Consumer Attributes <i>[A description of the likely objectives, financial situation and needs of the class of consumers in the target market]</i>	TMD Indicator	Product description including key attributes <i>[A description of the product, including its key attributes, i.e., product terms, features and attributes that affect the TMD]</i>
<p>2+ Years – Deposit Builder Units</p> <p>3+ Years – Wholesale Units</p> <p>From November 2028 onwards (planned ASX listing) or from May 2029 (future exit mechanisms to be proposed) for a full realisation – Retail Units</p>	Potentially in target market*	<p>Investors must therefore be comfortable with a limited ability to redeem their interests from the Fund until November 2028, or otherwise not look to withdraw money from the Fund for the first two years of their investment if the investor holds Deposit Builder Units (subject to certain pre-conditions), or for three years as a holder of Wholesale Units (subject to providing a six-month notice period prior to redemption).</p> <p>By November 2028, the Issuer will either have listed the Fund on the ASX, or within six months thereafter, subject to a vote of investors, implement another exit mechanism (such as winding up the Fund or providing a full redemption offer) allowing investors to fully realise their investment in the Fund.</p> <p>*At any time, investors can transfer units in the Fund to another investor, subject to completing a transfer form and the Issuer's approval. The Issuer does not guarantee that there will be an active buyer.</p>

## Appropriateness

The Issuer has assessed the product and formed the view that the product, including its key attributes, is likely to be consistent with the likely objectives, financial situation and needs of consumers in the target market as described above, as the features of this product in Column 3 of the table above are likely to be suitable for consumers with the attributes identified with a green TMD Indicator in Column 2.

## Distribution conditions/restrictions

This part is required under section 994B(5)(c) of the Act.

Distribution Channel	Distribution Condition
Direct Investors (non-intermediated)	<u>The Fund PDS is available only on request through the Issuer website – <a href="http://www.resifund.com.au">www.resifund.com.au</a>.</u>

Distribution Channel	Distribution Condition
	<p>All PDS requests are screened and filtered by an experienced Issuer representative. The Issuer representative is appropriately trained with a understanding of the Fund's target market. The PDS request requires potential investors to tell the Issuer about themselves, their interest in the Fund and general level of investment experience for the purpose of assisting the Issuer to understand, at a high level whether the potential investor may be within the target market. The Issuer representative will make an initial determination on whether to furnish a potential investor with a copy of the PDS.</p> <p>If the Issuer then provides a PDS to the prospective investor, to invest in the Fund, investors must complete an online application form on the Issuer website. The online application process contains knock out questions for the purpose of preventing investment in the Fund if an investor is unlikely to be within the target market. The presentation and format of the knock out questions have been designed to ascertain whether the investor is within the target market. Questions (and subsequently, investor responses) have been prioritised based on the Issuer's assessment of the potential harm that might result to an investor if they were to proceed with the investment despite sitting outside some of the relevant parameters described in this TMD.</p> <p>Relevantly, direct Fund advertising is currently limited only to potential investors known to the Issuer who have provided explicit, written consent to receive information about property investment opportunities. The Issuer considers it likely such investors may be within the target market on the basis of having expressed an interest in real property and presumably having an understanding of the property market and its risks and attributes.</p>
Advised	<p>The Fund may be distributed to investors by external Licensees or their Authorised Representatives who provide personal financial advice in relation to the product.</p> <p>Advised Investors are to indicate in their online application if they are financially advised and that they have received personal advice confirming the application is appropriate for them.</p>

<b>Review triggers</b>
This part is required under section 994B(5)(d) of the Act.
Material change to key attributes, fund investment objective and/or fees.
Material deviation from benchmark / objective over sustained period.
Key attributes have not performed as disclosed by a material degree and for a material period.
Determination by the issuer of an ASIC reportable Significant Dealing.
Material or unexpectedly high number of complaints (as defined in section 994A(1) of the Act) about the product or distribution of the product.
The use of Product Intervention Powers, regulator orders or directions that affects the product.

<b>Mandatory review periods</b>	
This part is required under section 994B(5)(e) and (f) of the Act.	
<b>Review period</b>	<b>Maximum period for review</b>
Initial review	<i>1 year and 3 months</i>
Subsequent review	<i>3 years and 3 months</i>

<b>Distributor reporting requirements</b>		
This part is required under section 994B(5)(g) and (h) of the Act.		
<b>Reporting requirement</b>	<b>Reporting period</b>	<b>Which distributors this requirement applies to</b>
Complaints (as defined in section 994A(1) of the Act) relating to the product design, product availability and distribution. The distributor should provide all the content of the complaint, having regard to privacy.	Within 10 business days following end of calendar quarter.	All distributors
Significant dealing outside of target market, under s994F(6) of the Act. See Definitions for further detail.	As soon as practicable but no later than 10 business days after distributor becomes aware of the significant dealing.	All distributors



To the extent a distributor is aware, dealings outside the target market, including reason why acquisition is outside of target market, and whether acquisition occurred under personal advice.	Within 10 business days following the end of the calendar quarter.	All distributors
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Distributors must report to Open Corp Funds Management Pty Ltd via [warren@resifund.com.au](mailto:warren@resifund.com.au).

*Disclaimer:*

*This TMD provides general information only and does not take into account your individual objectives, financial situation or needs and you must consider whether the Fund is appropriate for you. You should seek professional advice and consider the Product Disclosure Statement (PDS) before investing in the Fund. The PDS may be obtained by making an enquiry through the ResiFund website [www.resifund.com.au](http://www.resifund.com.au). This material is not a financial product recommendation or an offer or solicitation with respect to the purchase or sale of any financial product in any jurisdiction. This material is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where such distribution or use would be contrary to local law or regulation.*

# Definitions

Term	Definition
<b>Consumer's investment objective</b>	
Capital Growth	The consumer seeks to invest in a product designed to generate capital return. The consumer prefers exposure to growth assets (such as shares or property) or otherwise seeks an investment return above the current inflation rate.
Capital Preservation	The consumer seeks to invest in a product to reduce volatility and minimise loss in a market down-turn. The consumer prefers exposure to defensive assets (such as cash or fixed income securities) that are generally lower in risk and less volatile than growth investments.
Capital Guaranteed	The consumer seeks a guarantee or protection against capital loss whilst still seeking the potential for capital growth (typically gained through a derivative arrangement). The consumer would likely understand the complexities, conditions and risks that are associated with such products.
Income Distribution	The consumer seeks to invest in a product designed to distribute regular and/or tax-effective income. The consumer prefers exposure to income-generating assets (typically, high dividend-yielding equities, fixed income securities and money market instruments).
<b>Consumer's intended product use (% of Investable Assets)</b>	
Solution/Standalone (>50-100%)	The consumer intends to hold the investment as either a part or the majority (up to 100%) of their total <i>investable assets</i> (see definition below). The consumer typically prefers exposure to a product with at least High <i>portfolio diversification</i> (see definitions below).
Core Component (25-50%)	The consumer intends to hold the investment as a major component, up to 50%, of their total <i>investable assets</i> (see definition below). The consumer typically prefers exposure to a product with at least Medium <i>portfolio diversification</i> (see definitions below).
Satellite (<25%)	The consumer intends to hold the investment as a smaller part of their total portfolio, as an indication it would be suitable for up to 25% of the total <i>investable assets</i> (see definition below). The consumer is likely to be comfortable with exposure to a product with Low <i>portfolio diversification</i> (see definitions below).
Investable Assets	Those assets that the investor has available for investment, excluding the residential home.
<b>Portfolio diversification (for completing the key product attribute section of consumer's intended product use)</b>	
Low	Single asset class, single country, low or moderate holdings of securities - e.g. high conviction Aussie equities.
Medium	1-2 asset classes, single country, broad exposure within asset class, e.g. Aussie equities "All Ords".

Term	Definition
High	Highly diversified across either asset classes, countries or investment managers, e.g. Australian multi-manager balanced fund or global multi-asset product (or global equities).
<b>Consumer's intended investment timeframe</b>	
Short ( $\leq 2$ years)	The consumer has a short investment timeframe and may wish to redeem within two years.
Medium ( $> 2$ years)	The consumer has a medium investment timeframe and is unlikely to redeem within two years.
Long ( $> 8$ years)	The consumer has a long investment timeframe and is unlikely to redeem within eight years.
<b>Consumer's Risk (ability to bear loss) and Return profile</b>	
<p>Issuers should undertake a comprehensive risk assessment for each product. The FSC recommends adoption of the Standard Risk Measure (<b>SRM</b>) to calculate the likely number of negative annual returns over a 20 year period, using the guidance and methodology outlined in the <b><u>Standard Risk Measure Guidance Paper For Trustees</u></b>. SRM is not a complete assessment of risk and potential loss. For example, it does not detail important issues such as the potential size of a negative return or that a positive return could still be less than a consumer requires to meet their investment objectives/needs. Issuers may wish to supplement the SRM methodology by also considering other risk factors. For example, some products may use leverage, derivatives or short selling, may have liquidity or withdrawal limitations, or otherwise may have a complex structure or increased investment risks, which should be documented together with the SRM to substantiate the product risk rating.</p> <p>A consumer's desired product return profile would generally take into account the impact of fees, costs and taxes.</p>	
Low	<p>The consumer is conservative or low risk in nature, seeks to minimise potential losses (e.g. has the ability to bear up to 1 negative return over a 20 year period (SRM 1 to 2)) and is comfortable with a low target return profile.</p> <p>Consumer typically prefers defensive assets such as cash and fixed income.</p>
Medium	<p>The consumer is moderate or medium risk in nature, seeking to minimise potential losses (e.g. has the ability to bear up to 4 negative returns over a 20 year period (SRM 3 to 5)) and comfortable with a moderate target return profile.</p> <p>Consumer typically prefers a balance of growth assets such as shares, property and alternative assets and defensive assets such as cash and fixed income.</p>
High	<p>The consumer is higher risk in nature and can accept higher potential losses (e.g. has the ability to bear up to 6 negative returns over a 20 year period (SRM 6)) in order to target a higher target return profile.</p> <p>Consumer typically prefers predominantly growth assets such as shares, property and alternative assets with only a smaller or moderate holding in defensive assets such as cash and fixed income.</p>

Term	Definition
Very high	<p>The consumer has a more aggressive or very high risk appetite, seeks to maximise returns and can accept higher potential losses (e.g. has the ability to bear 6 or more negative returns over a 20 year period (SRM 7) and possibly other risk factors, such as leverage).</p> <p>Consumer typically prefers growth assets such as shares, property and alternative assets.</p>
<b>Consumer's need to withdraw money</b>	
<p>Issuers should consider in the first instance the redemption request frequency under ordinary circumstances. However, the redemption request frequency is not the only consideration when determining the ability to meet the investor's requirement to access capital. To the extent that the liquidity of the underlying investments or possible liquidity constraints (e.g. ability to stagger or delay redemptions) could impact this, this is to be taken into consideration in completing this section.</p>	
Daily/Weekly/Monthly/Quarterly/Annually or longer	The consumer seeks to invest in a product which permits redemption requests at this frequency under ordinary circumstances and the issuer is typically able to meet that request within a reasonable period.
<b>Distributor Reporting</b>	
Significant dealings	<p>Section 994F(6) of the Act requires distributors to notify the issuer if they become aware of a significant dealing in the product that is not consistent with the TMD. Neither the Act nor ASIC defines when a dealing is 'significant' and distributors have discretion to apply its ordinary meaning.</p> <p>The issuer will rely on notifications of significant dealings to monitor and review the product, this TMD, and its distribution strategy, and to meet its own obligation to report significant dealings to ASIC.</p> <p>Dealings outside this TMD may be significant because:</p> <ul style="list-style-type: none"> <li>• they represent a material proportion of the overall distribution conduct carried out by the distributor in relation to the product, or</li> <li>• they constitute an individual transaction which has resulted in, or will or is likely to result in, significant detriment to the consumer (or class of consumer).</li> </ul> <p>In each case, the distributor should have regard to:</p> <ul style="list-style-type: none"> <li>• the nature and risk profile of the product (which may be indicated by the product's risk rating or withdrawal timeframes),</li> <li>• the actual or potential harm to a consumer (which may be indicated by the value of the consumer's investment, their intended product use or their ability to bear loss), and</li> <li>• the nature and extent of the inconsistency of distribution with the TMD (which may be indicated by the number of red or amber ratings attributed to the consumer).</li> </ul>

Term	Definition
	<p>Objectively, a distributor may consider a dealing (or group of dealings) outside the TMD to be significant if:</p> <ul style="list-style-type: none"> <li>• it constitutes more than half of the distributor's total retail product distribution conduct in relation to the product over the reporting period,</li> <li>• the consumer's intended product use is <i>Solution / Standalone</i>, or</li> <li>• the consumer's intended product use is <i>Core component</i> and the consumer's risk (ability to bear loss) and return profile is <i>Low</i>.</li> </ul>