

IRFOCUS WEALTH MANAGEMENT INFORMATION MEMORANDUM

Offer to subscribe for Unsecured Notes

February 2024

Important Notice

Platformplus Pty Ltd ACN 103 551 533 (**Company**), a wholly owned subsidiary of Infocus Wealth Management Limited ACN 103 551 015, is the issuer of this Information Memorandum (**IM**), which relates to the offer of Unsecured Notes (**Notes**) in the Company (**Offer**).

The purpose of this IM is to provide Eligible Investors with general information about the Company, to assist Eligible Investors in deciding whether to invest under the Offer.

Restrictions on distribution of this IM

The Offer is made to persons who qualify as Eligible Investors. The Offer is not open to the public. This IM is provided on a strictly private and confidential basis and is to be used solely by Eligible Investors. It must not be made available to, or discussed with, any other person without the prior written consent of the Company. It is provided to the Eligible Investors solely to provide background information in relation to the Offer and it is not to be used for any other purpose.

Eligible Investors to conduct own investigation and analysis

This IM is not to be considered as a recommendation by the Company or any of its officers, employees, agents or advisers, that Eligible Investors should invest in Notes, or that an investment in the Company is a suitable investment for Eligible Investors. Eligible Investors should conduct and rely upon their own investigation and analysis of the information in this IM and other matters that may be relevant to their personal circumstances in considering whether to acquire Notes. Each Eligible Investor considering an investment in Notes must make, and will be taken to have made, their own independent investigation and analysis of the information in this IM. Independent expert advice (including from an Eligible Investor's accountant, lawyer or other professional adviser) should be sought before making a decision to invest in Notes.

Not a document requiring lodgement with the Australian Securities and Investments Commission ("ASIC")

This IM is not a disclosure document required to be lodged with ASIC. The Offer is only made to persons who, or in circumstances that, fall within one of the exclusions from the disclosure requirements under the Corporations Act. Accordingly, this IM does not contain the information that would be contained in a disclosure document prepared under the Corporations Act and does not purport to contain all of the information that may be necessary or desirable to enable a potential Eligible Investor to properly evaluate and consider an investment in Notes.

No responsibility for contents of IM

To the maximum extent permitted by law:

- a. no representation, warranty or undertaking, express or implied, is made;
- b. no responsibility or liability is accepted by the Company or any of its officers, employees, agents or advisers or any other person as to the adequacy, accuracy, completeness or reasonableness of this IM;
- c. no responsibility for any errors or omissions from this IM whether arising out of negligence or otherwise is accepted.

This IM contains various opinions, estimates and forecasts which are based upon assumptions that may not prove to be correct or appropriate. Except to the extent implied by law, no representation or warranty as to the validity, certainty or completeness of any of the assumptions or the accuracy of the information contained in this IM is made by the Company or any of its officers, employers, agents or advisers.

Further Information

The Company may, but without being under any obligation to do so, update or supplement this IM. Any further information will be provided subject to these conditions.

Acknowledgments

Each Eligible Investor acknowledges that:

- no person has been authorised to give any information concerning the Company or Notes other than as contained in this IM and, if given, that information cannot be relied upon as having been authorised by the Company; and
- b. they have been afforded an opportunity to request, and have received and reviewed, all information considered by them to be necessary or appropriate to verify the accuracy of, or to supplement the information contained in, this IM and to make an informed decision about investing in Notes.

Speculative investment and liquidity not guaranteed

An investment in Notes is to be considered speculative. Liquidity in Notes generally cannot be guaranteed and any offer for sale of Notes must be made in accordance with the Corporations Act and any other applicable laws.

Forward Looking Statements

Various statements in this IM constitute statements relating to intentions, future acts and events. Such statements are generally classified as forward-looking statements involving known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way or manner in which they are expressly or implicitly portrayed herein.

Other jurisdictions

This IM does not constitute an offer or invitation to subscribe for Notes in any jurisdiction where, or to any person to whom, it would not be lawful to make the Offer. Eligible Investors outside Australia should comply with all laws of the relevant jurisdiction applicable to an Application made by that Eligible Investor.

Date of IM

The information contained in this IM has been prepared as of 2 February 2024. Neither the delivery of this IM nor any offer or issue of Notes implies or should be relied upon as a representation or warranty that there has been or will be no change since that date in the affairs or financial condition of the Company, or that the information contained in this IM remains correct at, or at any time after, that date.

Definitions

Throughout this IM abbreviations and defined terms are used. Abbreviations and legal terms are contained in the Glossary in this IM (defined terms are generally identified by the uppercase first letter).

Currency

All amounts in this IM are expressed in Australian dollars, unless stated otherwise.

Anti-Money Laundering & Counter-Terrorism Financing Act 2006

Eligible Investors will be required to provide appropriate identification at the time an Application is lodged, or prior to any Notes in the Company being issued.

This IM is an important document and should be read in its entirety. This IM is NOT a product disclosure statement. The securities offered by this IM are of a speculative nature.

Chairman's Letter

2 February 2024

Dear Investor

Invitation to Invest in Unsecured Notes

Over the past three years Infocus has been working on a strategy to bring to market its own Investment, Superannuation and Pension WRAP platform solution that will not only give us control over our own destiny, but provide our clients with market leading investment, super and pension options. This solution has been in the market now for just under a year, and is now at the stage where we are anticipating rapid growth in demand, particularly from clients wanting to invest superannuation monies.

As Platformplus Super Wrap is an APRA Regulated Public Offer Fund it is necessary to set aside capital reserves to cover any potential operational risks associated with the running of the Fund. This is known as the Operational Risk Financial Requirement – ("ORFR"). Platformplus Pty Ltd ("the Company"), a wholly owned subsidiary of Infocus, provides this funding by way of a loan to the Trustees of the Fund and receives interest at 4.00% above the 90-day Bank Bill Swap Rate (currently 4.345%).

The Company is seeking to fund this loan by offering the same rate of interest to Unsecured Noteholders but with interest paid monthly. This will be an open offer whereby we will periodically invite eligible investors to participate dependent upon the amount of ORFR required as the Fund grows. We will initially be offering 12-month fixed investment terms with interest paid monthly. The indicative total interest rate is 8.356% per annum, with 4.00% fixed and the remainder resetting every quarter in line with market rates.

On behalf of the directors of Infocus Wealth Management Limited, it is my pleasure to extend this offer to you.

Roy McKelvie Chairman

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1. Key Offer Information

The Offer	The Company is seeking to raise \$2 million by offering Eligible Investors the opportunity to		
	purchase Unsecured Notes ("Notes") under the Offer.		
The Company	Platformplus Pty Ltd ACN 103 551 533 is the issuer of the Offer.		
Purpose of Issue	To provide on-going funding to meet APRA's requirement for the maintenance of an operational reserve buffer for the Platformplus Super Wrap ABN 18 906 079 389 (an APRA Regulated Public Offer Fund) ("the Fund").		
Key Dates	The Offer opens on 5 February 2024.		
	There is no specified closing date for the Offer. The Company intends to keep the Offer open for as long as it has a need to source additional funding to meet the ORFR requirements.		
Over-Subscription	The Company is initially seeking to raise \$2 million to meet the expected ORFR funding requirements for the next 18 months, but may at its absolute discretion issue Notes in excess of this amount if it receives applications for higher amounts.		
	The Company will as far as is practicable seek to match the timing of amounts raised through the issuance of Notes with the ORFR funding obligations. To the extent that excess funds are raised from the issuance of Notes they will be temporarily deployed by Infocus' treasury operations until such time as they are required for the ORFR.		
Offer Price	The Notes are being issued at \$1.00 each.		
What are the Notes?	Notes are essentially debt instruments, under which the Company agrees to pay interest to Noteholders on the Principal Investment Amount. The Notes are unsecured.		
Material Terms	 The Principal Investment Amount is to be invested in Notes for the Investment Term as follows: a. Principal Investment Amount – minimum of \$50,000 b. Investment Term – 12 months c. Interest payable monthly at a rate of 4.00% per annum above the 90-day Bank Bill Swap Rate – Mid ("BBSW"). The rights attaching to the Notes are detailed in Section 3 – Terms of Issue. 		
Interest Payments	The interest rate payable on the Notes is at a fixed margin of 4.00% per annum above the 90-day Bank Bill Swap Rate - Mid ("BBSW"), with BBSW being re-set on the last day of each quarter (31 March, 30 June, 30 September, and 31 December). As an example, if 90-day BBSW on 31 December 2023 was 4.35% the Notes would earn interest at 8.35% per annum until BBSW is re-set on 31 March 2024.		
Minimum Principal Investment Amount	Each Applicant must invest a minimum Principal Investment Amount of \$50,000, equivalent to 50,000 Notes. Applications for more than the minimum must be in \$10,000 increments.		
Redemption	Notes will be redeemed for cash on the Recorded Maturity Date unless the Noteholder has elected for the Notes to roll-over for a similar term (eg. another 12 months)		
Early Redemption	The Company, may in its absolute discretion, elect to redeem some or all of the Notes before the Recorded Maturity Date.		
	The Principal Investment Amount plus interest up to the Early Redemption Date will be payable to the Noteholder on redemption.		

How to participate in the Offer

To participate in the Offer, please complete the Application Form attached to this IM and return it with payment of the Application Money.

This summary is not intended to provide full details of the investment opportunity. Eligible Investors must read this IM in full to make an informed investment decision.

2. Details of Offer

2.1. The Offer

The Company is inviting Eligible Investors to apply for Notes at a price of \$1.00 each, as part of an ongoing funding program. It is initially seeking to raise \$2 million, but fully expects the funding program to continue and issue more Notes in the event that growth in client investments in Platformplus Super Wrap requires future increases in the level of ORFR reserve.

There is no scheduled closing date for the Offer. The Company reserves the right cease accepting new offers at any time, and also reserves the right to subsequently re-open the Offer to new applications whenever it so chooses.

2.2. Purpose of the Offer

The purpose of the Offer is to raise funds to support an Operational Risk Financial Requirement ("ORFR") reserve that is required (by APRA) to be maintained by all Trustees of Public Offer Superannuation Funds.

Platformplus Super Wrap ABN 18 906 079 389 (an APRA Regulated Public Offer Fund) ("the Fund") was established to enable financial advisers to provide clients with access to best practice superannuation strategies through the use of the purpose built PlatformplusWRAP investment management and reporting system developed by Infocus, in conjunction with the Trustee and FNZ (Australia) Pty Ltd, (FNZ) who provide the software that underpins the Fund as well as acting as Administrator to the Fund.

As an APRA regulated entity the Fund is subject to stringent governance requirements. The Trustee of the Fund and the "Registrable Superannuation Entity" is Equity Trustees Superannuation Limited ("ETSL"), a wholly owned subsidiary of ASX listed EQT Holdings Limited (Equity Trustees). ETSL are responsible for ensuring that the Fund is administered in accordance with regulatory standards determined by APRA, and they have the ultimate responsibility for ensuring that operational risks are properly managed.

ETSL and Platformplus have also engaged FNZ (Australia) Pty Ltd to act as Administrator, and FNZ Custodians (Australia) Pty Ltd to act as Custodian for the Fund. FNZ (Australia) Pty Ltd and FNZ Custodians (Australia) Pty Ltd are subsidiaries of the FNZ Group of Companies, a global financial services provider with over US\$1.5trillion dollars in assets under administration. Under the contract with the Trustee, FNZ have the primary responsibility for the day-to-day administration of the Fund and are responsible for ensuring that the administration is carried out in an efficient and accurate manner. Under the terms of the contract with the Trustee and Promoter, if there is an error made in the administration of the Fund, that leads to any Fund Member sustaining a loss, the responsibility for rectification of the error and remediation of the Member rests with the Administrator.

ETSL are responsible for ensuring that APRA's requirement for the maintenance of the ORFR reserve at an appropriate level is met. Until the Fund gets to a sufficient size (as determined by APRA at their discretion) the quantum of the ORFR is set at a minimum of 25 basis points (0.25%) of the total amount of client monies invested in the Fund). To meet this obligation in respect of funds invested by clients of Infocus, Platformplus Pty Ltd ("the Company") loans sufficient funds to Equity Trustees to maintain the associated ORFR obligation. The Company receives interest quarterly on this loan at a rate of 4.00% above the 90-day Bank Bill Swap Rate.

The Company is therefore effectively offering to pass through this rate to Noteholders, but is proposing to pay the interest monthly.

The amount required to be lent to Equity Trustees to meet the relevant ORFR obligation will go up and down over time depending on the level of flows of client monies in and out of the Fund as well as the impact of movements in investment markets. The Company will therefore need to "dial-up" or "dial-down" the amount of funding it is seeking from the Note program.

The monies held in the ORFR cannot be accessed to address losses that may be sustained by members of the Fund due to poor investment decisions and are only able to be accessed in the event of a significant error in the administration of the Fund that resulted in material losses for Fund Members, which exceeded FNZ's capacity to remediate members appropriately. In the unlikely event that the monies in the ORFR were to be used, Infocus and Platformplus would be obligated to contribute or raise additional funds to top up any shortfall in the ORFR.

The Company believes there is a strong demand from financial advisers and their clients to invest in the Fund and for the first few years it is likely that the quantum of Notes on issue will continue to rise.

2.3. The Notes

The Notes are essentially debt instruments, under which the Company agrees to pay investors interest in arrears on the Principal Investment Amount.

2.4. Effect on Capital Structure

The Company is a wholly owned subsidiary of Infocus Wealth Management Limited ("Infocus"), and its results are included in the consolidated financial statements of the Infocus Group. Funds raised by the Company from the issue of these Notes will be included as liabilities in the consolidated financial statements of the Infocus Group, and amounts loaned to Equity Trustees to fund the ORFR reserve will be included as an asset of the Infocus Group.

The Notes do not provide the Noteholder with any voting rights with respect to either the Company or the Infocus Group.

2.5. Maximum subscription

There is no maximum subscription amount associated with the Offer. The Offer is an ongoing funding program and whilst the Company will receive applications at any time, it reserves the right to only fulfil those applications and issue Notes when there is strong likelihood that those funds will be needed to fund the ORFR reserve within the next 6 months.

2.6. Minimum subscription

The Company reserves the right not to proceed with the Offer unless valid Applications are received for a minimum of \$500,000 in aggregate.

2.7. Minimum Application

The minimum number of Notes that an Eligible Investor may apply for under the Offer is 50,000, making the minimum Principal Investment Amount \$50,000. Thereafter, Eligible Investors can apply for Notes in multiples of \$10,000.

2.8. Transferability of the Notes

Whilst Noteholders are free to transfer their Notes to third parties during the Investment Term, there is no established secondary market for the Notes.

2.9. Taxation

Interest paid on Notes will generally constitute assessable income for income tax purposes in the hands of Noteholders when it is received. Accordingly, each interest payment received by a Noteholder over the Investment Term will be assessable during the financial year in which the payment is received.

All Eligible Investors should seek and rely on their own advice regarding the possible tax consequences of accepting or declining the Offer. Neither the Company nor any of its directors or officers, nor its taxation or other advisers, accept any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences themselves.

2.10. Brokerage and stamp duty

No brokerage or stamp duty is payable by Noteholders on the issue of the Notes.

2.11. Who is eligible to participate in the Offer?

You must be an Eligible Investor in order to participate in the Offer. A person will be an Eligible Investor if they meet the following criteria. Applicants must fall within at least one of the following categories:

Sophisticated Investors	Applicants who:	
	• apply for \$500,000 or more worth of Notes; or	
	• are certified by a Qualified Accountant to:	
	 have net assets of at least \$2.5 million; or 	
	 gross income of at least \$250,000 per annum for each of the 	
	last two financial years; or	

	 are certified by an Australian financial services licensee as having sufficient experience in investing in Notes that allows them to assess: the merits of the Offer; the value of the Notes; the risks involved in accepting the Offer; their own information needs; and the adequacy of the information given to them by the Company in relation to the Offer. 	
Professional Investors	 Applicants who: have or control gross assets of at least \$10 million; or hold an Australian financial services licence. 	
Senior Managers	Directors or senior management employed by the Company.	

The Application Form accompanying this IM contains further information Applicants must provide in order to confirm to which of the above categories they belong.

Step 1	Applications may only be made on the Application Form attached to or
Complete the Application Form	accompanying this IM in its paper copy form. Detailed instructions on how to complete the Application Form are set out on the reverse of the Application Form.
	To participate in the Offer, please insert the number of Notes you wish to apply for in the box at item A of the Application Form. Please note the minimum subscription amounts.
	The Application Form contains further information Applicants must provide in order to confirm that they are either a Sophisticated Investor, a Professional Investor or a Senior Manager.
Step 2	You can pay your Application Money via any one of the following methods.
Select your payment option	
	Cheque Cheques or bank drafts must be made payable to "Platformplus Pty Ltd – Unsecured Notes Offer" and should be crossed and marked 'Not Negotiable'.
	Electronic funds transfer
	Account name: Platformplus Pty Ltd
	Account number: 279182 BSB: 034-676
	Payer details: [Applicant's name]
Step 3	Complete a paper copy of the Application Form and send it, with payment to:
Submit your Application Form	By delivery (appointment only):
Application Form	Level 2, Cnr Maroochydore Rd & Evans Street
	Maroochydore Qld 4558
	Or by post:
	PO Box 1856

2.12. How to participate in the offer

Or email to: companysecretary@infocus.com.au

2.13. Enquiries on how to apply should be directed to:

Company Secretary Phone: 07 3144 3109 Email: raj.daji@infocus.com.au

2.14. Allocation of Notes

Applications may be submitted at any time following the issuance of this IM.

Within 10 business days of receiving the application monies the Company must either issue the Notes applied for or return the application monies to the Applicant. If the Company elects to issue a lesser number of Notes than the amount applied for it will return the application monies for the unfulfilled portion.

A binding contract to issue Notes is only formed at the time the Company notifies the Eligible Investor of the issue of a Note.

Notwithstanding anything else contained in this IM, the Company reserves its right to allocate Notes to Applicants under the Offer at its discretion.

2.15. Other jurisdictions

This IM does not constitute an offer or invitation to subscribe for Notes in any jurisdiction where, or to any person to whom, it would not be lawful to make the Offer.

2.16. Offer, acceptance and payment

Only Eligible Investors are invited to participate in the Offer.

Eligible Investors who wish to apply for Notes must complete and lodge:

- a. the Application Form; together with
- b. the Application Money (by cheque or electronic transfer) required for the Notes applied for.

By completing, signing and returning the Application Form, you agree to accept the issue of Notes on the terms and conditions specified in the Application Form and this IM.

A completed and lodged Application Form, together with the required payment for the number of Notes applied for, cannot be withdrawn and constitutes a binding Application for the number of Notes specified in the Application Form on the terms set out in this IM. The Application Form does not need to be signed to be binding.

Do not forward cash. Receipts for payments will not be issued.

If the Application Form is not completed correctly the Company can reject it or treat it as valid. The Company's decision as to whether to reject the Application Form or treat it as valid and how to construe, amend or complete it is final.

2.17. Issue of Notes

Documents in relation to Notes are expected to be dispatched within one month of Notes being issued.

Each Noteholder will receive investment confirmation, confirming:

a. the number of Notes that they have been issued;

- b. the Principal Investment Amount invested;
- c. the Recorded Maturity Date;
- d. the applicable interest rate payable on the Notes; and
- e. the Investment Term.

2.18. Risk factors

You should consider the risks involved in investing in the Company prior to investing.

You should satisfy yourself that an investment in the Company is appropriate, having regard to your particular circumstances. Refer to section 5 for further details on the risks associated with an investment in the Company.

2.19. Other information

Questions about the Company and this Offer should be directed to:

Darren Steinhardt Managing Director Phone: 07 5406 5000 Email: <u>darren.steinhardt@infocus.com.au</u>

3. Terms of Issue

3.1. Terms of Issue

Each Note has a face value of \$1.00.

Subject to the terms of this IM, the Principal Investment Amount is to be invested in Notes for the Investment Term as follows:

Principal Investment Amount	Investment Term (Months)	Fixed Interest Rate (Per Annum)
Minimum of \$50,000	12	4.00% plus the relevant 90 day Bank Bill Swap Rate at the start of each quarter (31 March, 30 June, 30 September and 31 December).

3.2. Calculation of Interest

The first interest payment on the Notes is calculated on the Principal Investment Amount daily from the Issue Date until the last day of the calendar month. Interest will then be paid on the next business day.

Thereafter, interest is calculated on the Principal Investment Amount daily from the start of the calendar month to the last day of the calendar month. Interest will then be paid on the next business day.

If the Maturity Date does not fall on the last day of the calendar month, AND if the Noteholder has elected NOT to roll the investment forward for another term, the Company will make a final interest payment calculated on the Principal Investment Amount daily from the start of the calendar month to the Maturity Date.

3.3. Interest Rate Changes

Noteholders will be advised by email of the new interest rate to apply from the start of each quarter (ie. the latest quarter end 90-day BBSW plus 4.00%).

3.4. Payment of Principal and Interest

Applicants must nominate on their Application Form a bank account in their name for payments with respect to their Notes.

The Company must cause or procure Money Owing to be paid into each Noteholder's nominated bank account.

A payment to a Noteholder or, in the case of joint holders of a Note, to any of them made in accordance with this section of the IM discharges the Company in respect of that payment.

Without limitation to any other rights, the Company may set off from any Money Owing to a Noteholder any amount payable by the Noteholder to the Company.

3.5. Maturity Date

The Maturity Date will be the earlier of:

- a. the Recorded Maturity Date;
- b. the date on which an order is made or an effective resolution is passed for the winding up of the Company in accordance with the Corporations Act; or
- c. the date the Company determines to redeem a Note early under these Terms of Issue.

3.6. Effect of Maturity

- a. Two months prior to the Recorded Maturity Date a reminder will be sent to the Noteholder advising them of the upcoming Recorded Maturity Date and seeking their written instructions on what is to be done with the Noteholder's Maturing Money.
- b. The Noteholder must deliver written notice to the Company at least 10 Business Days prior to the Recorded Maturity Date:

- i. Advising that they wish to roll-over all of their Notes for a valid term (as offered by the Company at that time);
- ii. advising that they wish to redeem some of their Notes, and allowing the others to roll-over (in the event of a partial redemption the amount of Notes being rolled over must be a multiple of 10,000); or
- iii. advising they wish to redeem all of their Notes for cash on the Maturity Date.
- c. If no instructions are received by the Company within this timeframe, then at the Company's discretion:
 - i. the Noteholder's Maturing Money will be repaid to the Noteholder in full; or
 - ii. the Notes will be rolled-over for an investment term as close as possible to that applicable to the maturing Notes.

3.7. Redemption

- a. If the Noteholder's Notes are to be redeemed, the Company must pay to the Noteholder, or to the nominated bank account of the Noteholder, the Principal Investment Amount relating to the Notes due for redemption on the Maturity Date, together with any interest accrued to that date, provided that all funds due under this clause are paid to the Noteholder within 10 Business Days after the Maturity Date.
- b. If the Principal Investment Amount and any interest accrued is not paid to the Noteholders within 10 Business Days after the Maturity Date, then the Principal Investment Amount and any interest payable will continue to earn interest at the rate per annum applicable to the Notes on the Issue Date until the Principal Investment Amount and any interest accrued is repaid.

3.8. Redemption prior to Maturity

The Company may, in its absolute discretion, redeem Notes prior to the Recorded Maturity Date at the request of a Noteholder.

The Company will consider the early redemption of Notes under the following circumstances:

- a. in the event of the death of a Noteholder, upon the request of the Noteholders' legal personal representative all or some Notes may be redeemed and any Money Owing on those redeemed Notes paid to the legal personal representative of the Noteholder; or
- b. if a Noteholder provides a written request for redemption of their Notes prior to the Recorded Maturity Date, outlining unforeseen or exceptional circumstances of hardship. Early redemption will depend upon the circumstances involved and will be at the sole discretion of the Company.

If the Company chooses to permit early redemption, then the relevant Notes will be redeemed within 10 Business Days after the Company makes its decision to permit early redemption.

3.9. Early Redemption by Company

At any time after 3 months from the Issue Date, the Company may, in its absolute discretion, unilaterally redeem any Notes prior to the Recorded Maturity Date. In such circumstances, the Company must give notice to affected Noteholders at least 30 days prior to any proposed redemption of Notes (**Early Redemption Notice**) and must pay to the affected Noteholders the Principal Investment Amount and interest accrued up until the date the Notes are redeemed (**Early Redemption Date**).

3.10. Priority of Repayment

Notes will rank equally with each other.

If the Company is wound up, Money Owing to Noteholders will be paid:

- a. Along with other unsecured creditors;
- b. but before any money is paid to Shareholders.

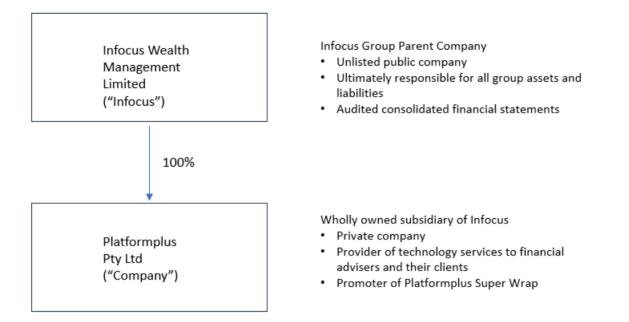
3.11. Security

The Notes are not secured over the Company's assets and are not guaranteed by the directors of the Company.

3.12. Default Event

- a. Each of the following events is an event of default:
 - i. (un-remedied default in payment) if the Company defaults in the payment of any Money Owing in respect of Notes and that default continues un-remedied by the Company for a period of 25 Business Days after demand for those moneys is made by any Noteholder;
 - ii. (winding-up) if an order is made or a resolution is effectively passed for the winding-up of the Company, except for the purposes of a reconstruction or amalgamation with the consent of the Noteholders; and
 - iii. (liquidation) if the Company enters into liquidation.
- b. If an event of default occurs, the Company must notify Noteholders as soon as practicable. Noteholders may then consider:
 - i. commencing legal proceedings for the winding-up of the Company; or
 - ii. taking other action relating to the enforcement of payment of Money Owing to Noteholders.

4. About the Company



The Company is a wholly owned subsidiary of Infocus and is governed and managed as part of that Group. The Board of Directors of Infocus are ultimately responsible for the activities of the Company. No separate accounts are prepared for the Company with its financial results being aggregated into the group consolidated financial statements.

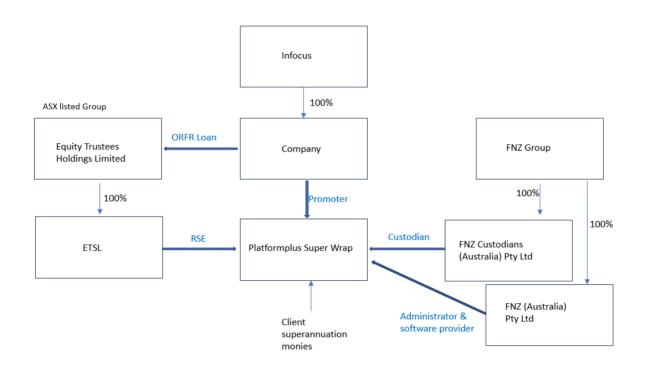
For more information about the strategy and performance of Infocus please refer to the Investor Centre page on the Infocus website <u>https://www.infocus.com.au/investor-centre/</u> where you will find access to the Group's latest Annual Report, audited financial statements and investor presentations.

5. Investor / Noteholder Risks

This section is split into 2 categories:

- 1. Operational risks that are covered by the ORFR reserve.
- 2. Investor risks you should be aware of as Noteholders.

Operational Risks Covered by the ORFR



Platformplus Super Wrap is an APRA Regulated Public Offer Fund (Australian superannuation fund). The Trustee of the Fund and the Registrable Superannuation Entity is ETSL, which is responsible for ensuring that the Fund is administered in accordance with regulatory standards determined by APRA, and that all operational risks relevant to the Fund are properly managed.

In the event that members of the Fund are adversely impacted (financially) by an operational shortcoming in the management of the Fund they may be entitled to compensation from the ORFR. ETSL (as the RSE Licensee) are responsible for ensuring that:

- 1. Appropriate risk management processes are in place to prevent operational shortcomings; and
- 2. Suitable sources of compensation are in place to either prevent the need for payments from the ORFR or to replenish the amounts paid from the ORFR.

Operational risks that may be paid out of the ORFR

ORFR monies are only accessible in the event of operational/administrative errors. FNZ as Administrator of the Fund is responsible for the efficient administration of the Fund. Consequently, where there is an administrative error, FNZ in the first instance and their Professional Indemnity insurers in the second instance are responsible for the rectification of the error as well as remediating any clients that have suffered a loss. It is also important to note that one of the main administrative errors that can occur and can result in material adverse financial impacts on fund members is an error in the pricing of units in a unitised Superannuation Fund. Platformplus Super WRAP is not a unitised fund, so there is no risk from a mis-pricing of units.

In the unlikely event that any administrative errors exceeded FNZ and its insurers capacity to remediate, ETSL in its capacity as Trustee would then need to determine if it had any responsibility in relation to the circumstances that led to the administration error and therefore any responsibility in relation to remediation. Assuming that ETSL had no direct liability they would then make the decision to utilise monies held within the ORFR to facilitate any required remediation shortfall.

In the unlikely event that the monies in the ORFR were to be used, Infocus and Platformplus would be obligated to contribute or raise additional funds to top up any shortfall in the ORFR.

It is important to clarify that members of the Fund are not entitled to any compensation from the ORFR as a result of losses incurred through poor investment decisions.

Capacity and Strength of Counterparties – Day to day Operations

Administrator and Custodian duties are performed by Australian subsidiaries of FNZ Group. FNZ Group is a global financial services company that that specialises in providing investment platforms to major financial institutions and wealth management firms. FNZ Group currently provides services to over 650 financial institutions, has more than 5,000 employees worldwide and over US\$1.5 trillion in assets under administration on behalf of over 20 million end customers.

FNZ Custodians (Australia) Pty Ltd has its own Australian Financial Services Licence (AFSL No. 507452), and is required to lodge annual audited financial statements with ASIC. Its independent auditor is also required to confirm that FNZ Custodians (Australia) Pty Ltd is operating in accordance with the requirements of its Licence. FNZ (Australia) Pty Ltd is a Corporate Authorised Representative of FNZ Custodians (Australia) Pty Ltd (AR No 1274269).

Both FNZ (Australia) Pty Ltd and FNZ Custodians (Australia) Pty Ltd are required to hold professional indemnity insurance coverage of at least \$20 million. As an AFS Licensee authorised to provide Custodial Services, FNZ Custodians (Australia) Pty Ltd is required to have net tangible assets of at least \$10million.

Capacity and Strength of Counterparties – Governance and Oversight

ETSL as the Registrable Superannuation Entity Licensee (RSE Licence Number L0001458) is responsible for overseeing the operations of the Fund, and ensuring that it is managed in accordance with APRA requirements. This includes Prudential Practice Guides *SPG 220 – Risk Management* and *SPG 114 Operational Risk Financial Requirement*. As the holder of an RSE Licence ETSL is required to have at least \$10million in net tangible assets. Under APRA's Prudential Supervision ETSL is required to provide regular reporting to APRA in relation to a range of performance and operational metrics for the Fund.

ETSL appoints the Administrator and Custodian and holds them to account for service obligations and accountabilities. As a component of its prudential obligations ETSL arranges for an independent audit of the Fund each year, which is currently conducted by Deloitte. ETSL also organises an independent audit of the control framework and processes adopted by the Administrator and Custodian. It includes defined control objectives related to Investment Management, Fund Administration, Registry, and Custody,

ETSL has its own Australian Financial Services Licence (AFSL No. 229757), is required to lodge annual audited financial statements with ASIC. Its independent auditor is also required to confirm that ETSL is operating in accordance with the requirements of its Licence.

ETSL as holder of both an AFS and RSE Licence is required to hold professional indemnity insurance coverage of at least \$20 million.

ETSL is a wholly owned subsidiary of ASX listed EQT Holdings Limited ("Equity Trustees"). Equity Trustees was established as an independent Trustee and Executor company in 1888, and is one of Australia's largest specialist trustee companies. It's market capitalisation at 31 December 2023 was \$682 million.

The above factors indicate that it is unlikely that there could be a draw down on the ORFR reserve that is not replenished by FNZ, ETSL or their insurers, but in the event of such an occurrence the Company would be obligated to replenish the ORFR and this could have a flow through effect on Noteholders.

Investor Risks for Noteholders

This section identifies the areas believed by the Board of Infocus to be the major risks associated with an investment in the Notes.

The primary risks for investors fall into the following categories:

- Interest rate risk
- Liquidity risk
- Business risks

Interest Rate Risk

Interest is paid based on a fixed margin (4.00%) above a variable benchmark (90-day BBSW). Investment in Notes with a 12-month Maturity date means that in a rising interest rate environment the Notes will only have their interest rate set every 3 months. Depending on how the market moves for 90-day bank bills this could mean investors have to wait for up to 90 days for the interest rate on the Notes to catch up.

The fact that the fixed margin component of the interest rate is set at 4.00% for the 12-month term of the Note means that in the event of significant movements in debt markets, the aggregate rate being received on the Note could fall below what could be achieved on a similar investment.

Liquidity Risk

Notes will not be listed on any stock exchange and are non-transferrable. As such, there is no secondary market for Noteholders to buy or sell Notes. The Notes have a fixed term (ie. Maturity Date) and the Company has no obligation to redeem them early. Therefore, an investment in Notes should be considered non-liquid.

Business Risks

An investment in the Notes is providing funding to a wholly owned subsidiary of Infocus, and its broader purpose is to help Infocus achieve its strategy to grow the business and increase profitability by providing financial advisers and their clients access to Platformplus Wrap, and through that to investment solutions offered by Alpha Investment Management Pty Ltd.

Whilst Infocus will be using the monies raised from the issue of the Notes solely for the purpose of funding the ORFR obligations of Platformplus Super Wrap, this does not mean that the loan from Platformplus Pty Ltd to Equity Trustees can be directly accessed to repay Noteholders. Noteholders choosing to redeem their Notes at maturity will be funded either out of the issue of new Notes to investors, or from other cash flows generated by Infocus.

The ability of Infocus to generate the necessary cash-flows for this in the future is dependent upon many factors including:

- The ability to successfully execute upon its business strategy;
- The access to capital to fund its ongoing business objectives;
- The ability to suitably respond to any regulatory changes introduced by governments that impact Infocus, the financial services industry and Australian businesses in general;
- The ability to avoid or successfully manage any disputes or litigation;
- The reliance on the performance of third parties in the provision of key services to Infocus and its clients;
- Competition and pricing pressure associated with the provision of the financial services; and
- Market risks significant disruption to investment markets can have an impact on both the quantum of revenue earned by Infocus and the level of demand for its services.

An investment in the Company should be considered in light of relevant risks, both general and specific. Each of the risks described in this IM may, if they eventuate, have a material adverse effect on the Company's business, and therefore the capacity to repay principal and interest on the Notes, either now or in the future.

This section does not list every risk that may be associated with an investment in the Notes. Many of the risks are outside of the control of the Company, the Board and its management.

This section should also be read in conjunction with the other information set out in this IM.

There is no guarantee that the Company will achieve its objectives, or that the achievement of any targets will eventuate.

Before deciding whether to make an investment in the Company or to acquire the Notes, Eligible Investors should ensure that they have a sufficient understanding of the matters referred to in this IM and should consider whether the Notes are a

suitable investment for that Eligible Investor, having regard to their personal circumstances, including financial and tax position.

In considering these business risks it is important to note that Infocus Wealth Management Limited was established as a public company 21 years ago on 30 January 2003, having grown out of the financial planning business first established on the Sunshine Coast by Darren and Stephanie Steinhardt back in 1993.

Governance and oversight of the performance of Infocus rests with its Board of Directors. The Board, which comprises the Managing Director and 4 Non-executive Directors have extensive experience in company management and the financial services industry. For further details on Directors refer to the Infocus website https://www.infocus.com.au/our-people/ or for details on financial position https://www.infocus.com.au/our-people/ or for details on financial position https://www.infocus.com.au/investor-centre/

The above is not an exhaustive list of risks. Investors are reminded to consider their personal circumstances and the likelihood of risks eventuating before making an investment in the Company.

6. Glossary of Terms

Term	Description
Applicant	a person who submits an Application Form.
Application	an application for Notes under this IM.
Application Form	an application form attached to this IM.
Application Money	the money received by the Company pursuant to the Offer, being the Offer Price multiplied by the number of Notes applied for.
APRA	Australian Prudential Regulation Authority
ASIC	Australian Securities and Investments Commission.
ATO	Australian Tax Office.
Board	the board of directors of Infocus.
Business Day	a day which is not a Saturday or Sunday or public holiday in Maroochydore,
Company	Platformplus Pty Ltd ACN 103 552 533
Corporations Act	Corporations Act 2001 (Cth).
Directors	the directors of Infocus.
Eligible Investor	an Australian resident investor who qualifies as a Professional Investor, Sophisticated Investor or Senior Manager.
Equity Trustees	EQT Holdings Limited ACN 607 797 615
ETSL	Equity Trustees Superannuation Limited ACN 055 641 757
FNZ	FNZ (Australia) Pty Ltd ACN 138 819 119
FNZ Group	FNZ Group of Companies
Infocus (or Infocus Group)	Infocus Wealth Management Limited ACN 103 551 015 and its controlled entities
Information Memorandum or IM	this document.
Investment Term	the period from and including the Issue Date until the Recorded Maturity Date.
Issue Date	the date Notes are issued to an Applicant by the Company.
Maturing Money	the Principal Investment Amount plus any accrued but unpaid interest
Maturity Date	has the meaning given to that term by clause 3.5.
Money Owing	the Principal Investment Amount, any interest and any amounts under clause 3.9 which are payable on the Notes and, in relation to a Note, means that portion of those moneys which is owing to that Noteholder.
Note	note debt instruments issued by the Company.
Noteholder	a person who holds a Note.
Offer	the offer of Notes under this IM.
Offer Price	\$1.00 per Note.

ORFR	Operational Risk Financial Requirement as it relates to APRA Regulated Public Offer Funds		
Paying Agent	a person appointed by the Company to act as paying agent to distribute Money Owing to Noteholders.		
Payment Period	 for: a. the first Note Payment Period, the period commencing on the Issue Date up until and including the last day of the month of issue; b. Note Payment Periods thereafter, the first day after the previous Note Payment Period up until and including the last day of the calendar month; c. the final Note Payment Period, the period commencing the day after the previous Note Payment Period up until the Maturity Date. 		
Principal Investment Amount	Offer Price multiplied by the number of Notes issued to a Noteholder.		
Professional Investor	has the meaning given to that term in clause 2.11.		
Qualified Accountant	 means a person who is a member of one or more of the professional bodies mentioned below: a. CPA Australia who is entitled to use the post nominals 'CPA' or 'FCPA'; b. Chartered Accountants Australia and New Zealand (CA ANZ) who is entitled to use the post nominals 'CA' or 'FCA'; c. the National Institute of Accountants who is entitled to use the post nominals 'PNA', 'FPNA', 'MNIA' or 'FNIA'; or d. a member of a foreign professional accounting body which is approved by ASIC. 		
Senior Manager	has the meaning given to that term in clause 2.11.		
Sophisticated Investor	has the meaning given to that term in clause 2.11.		
Us or we	the Company.		

7. Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact a professional adviser without delay. By completing this Application Form, you acknowledge that you have received a completed and unaltered IM accompanying this Application Form. Capitalised terms used in this Application Form have the same meaning as in the IM that has been provided to you. You should read the entire IM carefully before completing this Application Form.

Please read all instructions on the reverse of this Application Form

Personal Details				
A. Principal Investment Amount	Amount to be invested: \$ (must be no less than \$50,000, ar in multiples of \$10,000 thereafter.)			no less than \$50,000, and
	Method of payment			
	New investment by Company bank acco (refer Note A for bar to send payment to)	unt ak account details		\$
B. Your name				
	(Title, Given Name(s ACN)) (no initials) and	Surname	or Company Name and
If Joint Application				
	(Title, Given Name(s ACN)) (no initials) and	Surname	or Company Name and
C. Tax File Number or ABN				
D. Postal address	(Number/street)			
	(Suburb/town)			
	(State)	(Postcode)		
E. Email address				
Contact Number 1		Contact Numbe	r 2	
F. Direct Credit for Distributions				
	(Name of Account to be credited)			
	(Bank and Branch Na	(Bank and Branch Name)		
	(BSB Number)	(Ac	count Nur	nber)

G. Eligible Investor

In order to participate in the Offer, you must be an Eligible Investor.

Please complete **this section** so that the Company can determine whether you are eligible to participate in the Offer.

Part 1 – Investor Category

Each Applicant must mark the box which best describes the category of investor they are.

(a) Sophisticated Investor

Applicant 1	Applicant 2 (if joint application)	
		I am applying for \$500,000 or more worth of Notes.
		I have net assets of at least \$2.5 million (please arrange for a Qualified Accountant to complete Part 2 of this Application Form).
		I have earned at least \$250,000 per annum for each of the last two financial years (please arrange for a Qualified Accountant to complete Part 2 of this Application Form).
		I have sufficient experience in investing in securities (please arrange for an AFSL holder or an authorised representative to complete Part 3 of this Application Form).

(b) Professional Investor

Applicant 1	Applicant 2 (if joint application)	
		I have or control gross assets of at least \$10 million (please arrange for a Qualified Accountant to complete Part 2 of this Application Form).
		I hold Australian Financial Services Licence No

(c) Senior Manager

I am employed by the company and hold the following position:

Applicant 1	Applicant 2 (if joint application)	
		Director
		Member of the Executive Team
		Other (please specify):

Part 2 – To be completed by a Qualified Accountant*					
Insert full name and address of Qualified Accountant:					
Name					
Address					
Contact number		(Business) (Private)			
Email					
(a) I am a Qualifie (b) This certificate by the Compa	 I, the Qualified Accountant named above, certify that the following is true and correct: (a) I am a Qualified Accountant*; and (b) This certificate is given at the request of the Applicant described above in relation to the Notes to be issued by the Company; and (please indicate which option below applies by marking the relevant box for each Applicant): 				
Option 1					
Applicant 1	Applicant 2 (if joint application)	The Applicant is known to me and for the purposes of section 708(8) Corporations Act and the Applicant, either personally or in conjunction with a company or trust controlled by the Applicant, has:			
		Net assets of at least \$2.5 million; or			
		A gross income for each of the last two financial years of at least \$250,000 a year.			
Option 2	Option 2				
Applicant 1	Applicant 2 (if joint application)	The Applicant is a company or trust controlled by a person known to me for the purposes of section 708(8) Corporations Act, who has:			
		Net assets of at least \$2.5 million; or			
		A gross income for each of the last two financial years of at least \$250,000 a year			
Option 3					
Applicant 1	Applicant 2 (if joint application)				
		For the purposes of section 703(11)(b) Corporations Act the Applicant has or controls gross assets of at least \$10 million (including any assets held by an associate or under trust that the Applicant manages).			

Signature of Qualified Accountant

Date

*Qualified Accountant is defined in the IM.

Part 3 – To be completed by the Applicant and an Australian financial services licensee or authorised representativ	Part 3 – To be complet	ed by the Applicant and a	n Australian financial services	licensee or authorised representative
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Signature of Applicant 1 Signature of Applicant 2 Financial services licensee or authorised representative to complete this section. OB authorised representative no	I/We, the Applicant(s) acknowledge that the financial services licensee or authorised representative named below has not given me/us a disclosure document as referred to in Part 6D Corporations Act in relation to the Offer to acquire Notes to be issued by the Company.
Financial services licensee or authorised representative to complete this section.	Signature of Applicant 1
	Signature of Applicant 2
Lam the financial services licensee no OR authorised representative no	Financial services licensee or authorised representative to complete this section.
 (a) The Offer of Notes in the Company to the Applicant(s) is made through me. I am satisfied on reasonable grounds that the Applicant(s) have previous experience in investing in securities that allows them to assess: a. the merits of subscribing for the Notes under the Offer; b. the value of the Notes in the Offer; c. the risks involved in accepting the Offer; d. their information needs; e. the adequacy of the information given by the Company; and (b) I have given the Applicant(s) a written statement of my reasons for being satisfied on these matters, as required by section 708(10). 	 following is true and correct: (a) The Offer of Notes in the Company to the Applicant(s) is made through me. I am satisfied on reasonable grounds that the Applicant(s) have previous experience in investing in securities that allows them to assess: a. the merits of subscribing for the Notes under the Offer; b. the value of the Notes in the Offer; c. the risks involved in accepting the Offer; d. their information needs; e. the adequacy of the information given by the Company; and (b) I have given the Applicant(s) a written statement of my reasons for being satisfied on these matters, as
Signature of Financial services licensee/authorised representative Date	Signature of Financial services licensee/authorised representative Date

H. Noteholder Communications						
Please indicate how you would like to receive Noteholder communications from the Company.						
	Email	Post	I do not wish to receive a copy of this			
Financial reports						

Interest statements

I. Declaration

I/We agree to take any number of Notes equal to or less than the number of Notes shown at Item A above that may be allotted to the Applicants pursuant to the IM.

I/We declare that the information in this Application is true and correct and has been completed in accordance with the guidance statements on the reverse of this form and that I/we agree to be bound by the terms of the IM.

The return of this Application Form will constitute your offer to subscribe for Notes on the terms set out in the IM.

Signature of Holder 1/Director

Print name

Signature of Holder 2 (if joint holding) / Director/Secretary

Print name

Signed copies of your Application Form are to be sent with payment to:

By delivery (appointment only):

Level 2, Cnr Maroochydore Rd & Evans Street Maroochydore Qld 4558

Or by post: Po Box 1856 Sunshine Plaza

Qld 4558

Or email to: companysecretary@infocus.com.au

Guide to the Application Form

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars and the correct forms of registrable names to use on the Application Form are contained in the table below.

A	Please insert the amount you wish to invest. Notes are issued at \$1.00 each. The Company may reject your Application in whole or in part for any reason. Application Money must be paid at the time you apply for Notes. You may pay your Application Money by non-negotiable cheque made out to "Platformplus Pty Ltd – Unsecured Note Offer" or by electronic funds transfer paid to the following bank account:	
	Account name: Platformplus Pty Ltd	
	Account no.: 279182	
	BSB: 034-676	
В	Write the full name you wish to appear on the note holding statement. Up to 2 joint Applicants may register. You should refer to the table below for the correct forms of registrable name. Applications using the wrong form of name may be rejected.	
С	Enter your Tax File Number(s) (TFN) Australian Business Number(s) (ABN) or exemption category. Where applicable, please enter the TFN ABN for each joint Applicant.	
	Collection of TFNs and ABNs is authorised by taxation laws. Quotation of your TFN or ABN is not compulsory and will not affect your Application. However, if you fail to disclose your TFN or ABN, the Company will be required to deduct withholding tax from any interest payments made to you at the highest marginal tax rate plus the Medicare Levy, which currently equates to 47%.	
D	Please enter your postal address and email address for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as completed on the Application Form. For joint Applicants, only one address can be entered.	
E	Please enter your email and a contact number(s) (including the relevant area code) in case we need to contact you in relation to your Application.	
F	Please provide direct credit details for distribution of interest payments. The name of the account which is to be credited should be inserted.	
G	In order to participate in the Offer, you must qualify as an Eligible Investor. If you are relying on the Sophisticated Investor or Professional Investor exception you may need to arrange for a Qualified Accountant or Australian financial services licence holder (or its authorise representative) to complete Part 2 or 3 (respectively).	
н	Please indicate how you would like to receive your financial reports and interest statements from the Company.	
I	Before completing the Application Form Applicant(s) should read the IM to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Notes in the Company upon and subject to the terms of the IM, agrees to take any number of Notes (under the Offer) equal to or less than the number of Notes indicated in Item A that may be allotted to the Applicant(s) pursuant to the IM and declares that all details and statements made are complete and accurate.	

Correct Form of Registrable Title

Note that only legal entities are allowed to hold Notes. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registerable Title
Individual		
Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Minor		
(a person under the age of 18)	John Alfred Smith	Peter Smith
Use the name of a responsible adult, do not use the name of the minor.	< Peter Smith >	
Company Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith < Sue Smith Family A/C >	Sue Smith Family Trust
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	Ms Jane Smith < Est John Smith A/C >	Estate of late John Smith
Partnerships Use partners' personal names, do not use the name of the partnership	Mr John Smith and Mr Michael Smith < John Smith and Son A/C >	John Smith and Son
Clubs/Unincorporated Bodies/ Business Names Use office bearer(s) personal name(s), do not use the name of the club etc.	Mr Michael Smith < ABC Tennis Association A/C >	ABC Tennis Association
Superannuation Funds		
Use name of trustee of the fund, do not use the name of the fund	Jane Smith Pty Ltd < Super Fund A/C >	Jane Smith Pty Ltd Superannuation Fund

at Section B on the Application Form.

