

Octagon Investment Funds Product Disclosure Statement

Offer of units in the Octagon Investment Funds

Date: 14 May 2026

Investment Manager: Octagon Asset Management Limited

Issuer: Forsyth Barr Investment Management Limited

This document replaces the product disclosure statement dated 1 October 2025.

This document gives you important information about this investment to help you decide whether you want to invest. There is other useful information about this offer on www.disclose-register.companiesoffice.govt.nz.

Forsyth Barr Investment Management Limited has prepared this document in accordance with the Financial Markets Conduct Act 2013. You can also seek advice from a financial advice provider to help you make an investment decision.



Octagon 



1: Key information summary

What is this?

This is a managed investment scheme. Your money will be pooled with other investors' money and invested in various investments. Forsyth Barr Investment Management Limited will invest your money and charge you a fee for its services. The returns you receive are dependent on the investment decisions of Forsyth Barr Investment Management Limited and its investment manager, and the performance of the investments. The value of those investments may go up or down. The types of investments and the fees you will be charged are described in this document.

What will your money be invested in?

With the Octagon Investment Funds you can choose to invest in any combination of the ten funds offered in this product disclosure statement (**PDS**).

These investment options are summarised on the next page. For more information about the investment target and strategy for each investment option see section 3 'Description of your investment options'.

The tables on the next page and in section 3 include **risk indicators**.

See section 4 'What are the risks of investing?' for an explanation of the risk indicator and for information about other risks that are not included in the risk indicator. To help you clarify your own attitude to risk, you can seek financial advice or work out your own risk profile at www.sorted.org.nz/tools/investor-profiler/.

Who manages the Octagon Investment Funds?

Forsyth Barr Investment Management Limited (referred to as "**we**" or "**us**" in this PDS) manages the Octagon Investment Funds. We've appointed Octagon Asset Management Limited (**Octagon**) as the investment manager. For more information see section 7 'Who is involved?'.

What are the returns?

The return on your investment comes from:

any increase or decrease in the funds' unit prices, and

any distributions made from the funds.

Only the Income Fund pays distributions, which we aim to pay quarterly. We decide the level of income (and, if applicable, capital) to be distributed for each distribution period.

See section 2 'How does this investment work?' for more information.

How can you get your money out?

Your investment in the funds is redeemable. You can request a withdrawal any time. Withdrawal requests are processed each business day. See section 2 'How does this investment work?', for information about how to make a withdrawal request. Also, as discussed in that section, in certain circumstances we can suspend, defer or partially restrict withdrawals.

Your investment in the Octagon Investment Funds can be sold, but there is no established market for trading these financial products. This means that you may not be able to find a buyer for your investment.

How will your investment be taxed?

Each of the funds is a multi-rate Portfolio Investment Entity (**PIE**).

The amount of tax you pay in respect of a PIE is based on your prescribed investor rate (**PIR**). This can be 0%, 10.5%, 17.5% or 28%. See section 6 of the PDS 'What taxes will you pay?' for more information.

Where can you find more key information?

We're required to publish quarterly updates for each fund. The updates show the returns, and the total fees actually charged to investors, during the previous year. The latest fund updates are available at www.octagonasset.co.nz/quarterly-fund-updates. We'll also give you copies of those documents on request.

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2: How does this investment work?

Each Octagon Investment Fund is set up as a trust, with its own investment objectives and permitted investments. Each fund has its own assets and liabilities, and assets of one fund can't be used by another fund.

You can invest in the Octagon Investment Funds directly with us, or you may be able to invest indirectly through selected investment platforms. If you invest with us directly you'll receive units in the funds you have chosen. If you invest with us through an investment platform, the platform's custodian will hold units in the funds on your behalf, and all your dealings in relation to the funds will be with the investment platform. When you withdraw money from a fund you (or a platform's custodian on your behalf) redeem units.

Each unit in a fund is the same as any other unit in that fund, and represents an interest in the net assets of that fund. Units are valued on each business day. The number of units you (or a platform's custodian on your behalf) receive or redeem will depend on the unit value at the relevant time.

We calculate the value of units in a fund by taking the total value of the fund's assets less liabilities (including any accrued fees or charges), and dividing it by the number of units that have been issued to investors. Unit values will go up and down over time as the value of the investments that make up the fund changes.

Key benefits

The key benefits to you from investing in Octagon Investment Funds are:

You can choose from a range of investment options - single-asset class and multi-asset class funds:

- **Single-asset class funds** invest in a collection of assets that have similar characteristics – for example, the New Zealand Equities Fund; and
- **Multi-asset class funds** invest in a variety of assets chosen to meet a particular investment approach – for example, the Income Fund;

Each fund gives you access to a portfolio of investments selected by Octagon's team of investment professionals who actively monitor and manage the investments;

You can make a lump sum investment at any time, or establish a regular contribution plan; and

You can switch between funds.

Responsible investment Policy

Octagon applies a limited exclusion policy and in relation to direct investments in Australasian securities takes ESG factors into account as part of its overall analysis supporting its investment decisions in relation to those securities. However, other than in relation to exclusions, ESG factors may not be determinative of its investment decisions, and Octagon Investment Funds may include investments that have less favourable ESG ratings.

For more information see Octagon's Responsible Investment Policy in our Statement of Investment Policy and Objectives (SIPO) on its website (www.octagonasset.co.nz) or on the Disclose Register (<https://www.disclose-register.companiesoffice.govt.nz/>).

Distributions

Other than the Income Fund, the funds don't pay distributions. The Income Fund aims to pay distributions in April, July, October and January. When determining the amount of distribution we can elect to pay any portion of the income the fund has received, pay a portion of capital as a distribution, or, make no distribution payment for the quarter. You can elect to have any distributions re-invested in the fund or paid into your bank account (if you invest directly with us). If you're investing in the funds through an investment platform, this election and any distribution you receive will be done through the platform.

For further information on the payment dates and the amount of distributions refer to www.octagonasset.co.nz/our-funds/income-fund. For more information on distributions, please see the 'Other Material Information' document at www.octagonasset.co.nz/our-funds.

Making investments

You can choose to invest in one fund, or a combination of funds.

There is currently no minimum initial investment amount or minimum additional lump sum investment when investing with us directly. If you're investing with us through an investment platform, minimum investment amounts may apply.

If you're investing with us directly, you can apply for units in any fund by sending us a completed application form (or, as available, a verified instruction through an Octagon online facility), or with payment by direct credit or direct debit. Your investment is made by the purchase of units in the fund(s) you select. If you're investing in funds through an investment platform, you'll apply for units in the funds in accordance with the terms and conditions of the platform provider.

If we receive your application, or an application from a platform on your behalf, and payment before 3pm on a business day, the application will be processed based on the unit values for that day. If we receive the application and payment at or after 3pm on a business day (or we receive it on a day that is not a business day), the application will be processed based on the unit values for the next business day. We can decide not to accept an application for units. If that happens we'll let you know.

You can find more information about how to make an investment in the funds in section 10 'How to apply'.

Withdrawing your investments

You may apply to withdraw your money from the funds at any time. If you've invested with us directly, you can make a withdrawal request by sending us a notice (including, as available, a verified instruction through an Octagon online facility) which specifies the amount to be withdrawn from the fund(s) that you're invested in. If you've invested in the funds through an investment platform, you can only withdraw your money through the platform and in accordance with the terms and conditions of the platform provider. If we receive your withdrawal notice, or a withdrawal notice from a platform, before 3pm on a business day, the withdrawal will be processed based on the unit values for that day. If we receive your withdrawal notice, or a withdrawal notice from a platform, at or after 3pm on a business day (or we receive it on a day that is not a business day) your withdrawal will be processed based on the unit values for the next business day. You may also need to pay PIE tax when you make a withdrawal. If so we'll deduct that when we process your withdrawal.

If you've invested with us directly you can make a lump sum withdrawal, or set up a regular withdrawal facility. Currently, no minimum amounts apply to those withdrawals. Contact us to make a withdrawal.

How to switch between funds

You can switch your investments between different funds at any time. A switch notice, once given, cannot be taken back. When you make a switch we treat it as a withdrawal from the fund that you wish to exit, and an application to buy units in the new fund that you've decided to invest in. As a result, you may need to pay PIE tax when your withdrawal is processed and buy/sell spreads may apply.

If you've invested with us directly, contact us to switch existing investments. If you've invested in the funds through an investment platform, you can only switch investments between different funds through the platform, and in accordance with the terms and conditions of the platform provider.

Deferring or suspending withdrawals and switches

We can defer processing a withdrawal or switching notice for up to five business days if we need to sell investments to meet the payment out of the fund you're withdrawing from. We can also defer processing a switch if you already have another switch being processed. The applicable unit values will be those for the day we process the notice.

We may suspend withdrawals from and switches out of a fund if we decide to close the fund, or in any other circumstance where we believe accepting withdrawals would not be workable or would prejudice investors in a particular fund or investors in the funds generally (for example, if trading was suspended on a relevant exchange, or we received a large volume of withdrawal requests around the same time for the same fund). A suspension can last up to 90 days, and may be extended with the consent of the Supervisor. If withdrawals are suspended for a fund, we'll let anyone who submits a withdrawal notice know that it will not be processed until the suspension is lifted.

With the Supervisor's consent, we may separate out ("side-pocket") some of a fund's investments, if we believe that it's in the best interests of the investors in the fund to do that (for example, if some of the fund's investments become illiquid). Usually, this will mean that a new class of units will be created, representing investors' interests in the "side-pocketed" investments. Units in this new class will be allocated to the fund's investors, but you won't be able to withdraw or switch them. If this happens we'll let you know.

Listed Property Fund

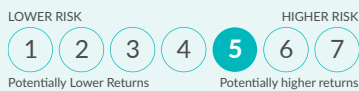
Investment objective: To achieve long-term returns (before fees, taxes and other expenses) greater than the S&P/NZX All Real Estate Gross with Imputation Index.

These investments typically have high levels of movement up and down in value.

TARGET INVESTMENT MIX:



RISK INDICATOR:



MINIMUM SUGGESTED INVESTMENT TIMEFRAME:
Five years

Global Equities Fund

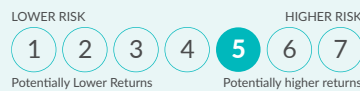
Investment objective: To achieve long-term returns (before fees, taxes and other expenses) greater than MSCI ACWI Net Total Return Index, 50% hedged to the New Zealand dollar.

These investments typically have high levels of movement up and down in value.

TARGET INVESTMENT MIX:



RISK INDICATOR:



MINIMUM SUGGESTED INVESTMENT TIMEFRAME:
Five years

New Zealand Fixed Interest Fund

Investment objective: To achieve long-term returns (before fees, taxes and other expenses) greater than the Bloomberg NZBond Composite 0+ Yr Index.

These investments typically have low to moderate levels of movement up and down in value.

TARGET INVESTMENT MIX:



RISK INDICATOR:



MINIMUM SUGGESTED INVESTMENT TIMEFRAME:
Three years

Income Fund

Investment objective: To pay distributions, and achieve long term returns inclusive of any distributions (before fees, taxes and other expenses) greater than a composite benchmark relating to the target investment mix.***

Investors can expect moderate to high levels of movement up and down in value.

TARGET INVESTMENT MIX:



RISK INDICATOR:



MINIMUM SUGGESTED INVESTMENT TIMEFRAME:
Five years

*** The composite benchmark for each multi-asset class fund is a made up of the single asset class benchmarks weighted by the target asset allocation for the asset class. The single asset class benchmarks are the same as the benchmarks for our single asset class funds, and the benchmark for international fixed interest is the Bloomberg Global Aggregate Total Return Index 100% hedged to the New Zealand Dollar.

Other specific risks

Other circumstances that can significantly increase the risk to returns for investors and that may not be reflected in the risk indicator include:

ESG RELATED RISKS

Taking environmental, social and governance (ESG) factors into account adds additional costs which may reduce returns. Taking into account ESG factors may also limit investment choices which may constrain investment returns. However, not taking ESG factors into account may also impact returns. There are also different risks, costs, and outcomes involved with different approaches to incorporating (or not incorporating) ESG factors. There is also a risk that the approach or criteria applied by a fund manager may not align with your preferences.

DISTRIBUTION RISK

Distribution risk is that a fund that intends to make regular distributions is unable to do so or makes distribution payments that are lower than expected. This could occur if the fund receives less income than expected or for any other reason where the manager determines that it is not appropriate to pay a distribution or that it is appropriate to pay a reduced distribution, when compared to previous distributions. The Income Fund is the only one of our funds that makes distributions. We manage distribution risk for that fund by preferring investments that pay income and by including a portion of capital in distribution payments, where we think it is suitable to do so, in order to make regular distributions.

For more information about the risks of investing, please see the 'Other Material Information' document, which is available at www.octagonasset.co.nz/our-funds/.

5: What are the fees?

You'll be charged fees for investing in the funds. Fees are deducted from your investment and reduce your returns. If we invest in other managed investment schemes, they may also charge fees. The fees you pay will be charged in two ways:

Regular charges (for example, annual fund charges). Small differences in these fees can have a big impact on your investment over the long term.

One-off fees (currently none).

All fees and charges are quoted exclusive of GST.

Annual fund charges

Fund	Annual fund charges (% p.a. of the value of your investment)
ENHANCED CASH FUND	0.35%
NEW ZEALAND EQUITIES FUND	1.15%
AUSTRALIAN EQUITIES FUND	1.15%
TRANS-TASMAN EQUITIES FUND	1.15%
LISTED PROPERTY FUND	1.15%
GLOBAL EQUITIES FUND	1.35%
NEW ZEALAND FIXED INTEREST FUND	0.75%
INCOME FUND	0.75%
BALANCED FUND	1.15%
GROWTH FUND	1.25%

The annual fund charge is calculated daily for each fund and reflected in the value of your investment. It covers management and administration charges paid to us out of the fund for performing our functions as manager. It also covers the scheme's expenses (including fees charged by the Supervisor), fees charged by the scheme's investment manager, and any amounts paid to financial advice providers or investment platforms who distribute the funds. Different distribution channels (i.e. investing directly, investing through a financial advice provider, or through an investment platform) each have different pros and cons associated with them which provide value to investors in different ways. More information about those pros and cons can be found in the 'Other Material Information' document which is available at www.octagonasset.co.nz/our-funds/.

We may rebate all or part of our fee, either generally or for certain unit holders.

The annual fund charge also covers management and administration charges paid out of any other managed investment scheme that the fund invests into (including a scheme where we are the manager). We have to estimate these charges if we're not the manager of that other scheme and the charges are not based on fixed percentages of net asset value. In that case, the fund charge as a whole will be estimated, but we'll adjust the portion of the fund charge that is paid to us so that the estimated total annual fund charge is the same as shown in the previous table.

The actual amounts incurred may vary from our estimates. More information on how we estimate these charges can be found in the 'Other Material Information' document which is available at www.octagonasset.co.nz/our-funds/.

Buy/sell spreads

When market conditions are more volatile than usual, we may, at our discretion, apply buy/sell spreads. A buy spread is added to the unit price when units are purchased, and a sell spread is deducted from the unit price when units are redeemed. Buy/sell spreads are not a fee paid to us or any investment manager, but are a cost retained by the relevant fund to cover higher than usual transaction costs due to market conditions that arise from each investor's application, withdrawal or switch.

If we judge market conditions to be normal, there will generally not be any buy/sell spreads.

The purpose of buy/sell spreads is to make sure that these transaction costs are borne by the investor making the application, withdrawal or switch, and not other investors in the fund.

The buy/sell spreads applicable at any time will be published on our website at www.octagonasset.co.nz/how-we-invest/buy-sell-spreads. We may apply or change the buy/sell spreads at any time without notice to investors.

Other fees

If you invest with us through an investment platform, the platform may charge additional fees.

There are no other individual action fees currently payable to the funds.

Example of how fees apply to an investor

Kim invests \$10,000 in the New Zealand Equities Fund. At the time Kim invests, there is no buy spread applicable. This brings the starting value of her investment to \$10,000.

She is charged management and administration fees, which work out to be about \$115 (1.15% of \$10,000). These fees might be more or less if her account balance has increased or decreased over the year.

Estimated total fees for the first year

Fund charges	\$115
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See the latest fund update at: www.octagonasset.co.nz/quarterly-fund-updates for an example of the actual returns and fees investors were charged over the past year.

This example applies only to the New Zealand Equities Fund. If you're considering investing in other funds in the scheme, this example may not be representative of the actual fees you may be charged.

The fees can be changed

The existing fees may change, new fees may be introduced or we may start charging a fee we're not currently charging. Subject to the trust deed governing the Octagon Investment Funds, we may:

Rebate or reduce any charge, in respect of any investor or group of investors - for example, we may rebate part of our management fee.

Vary the amount or calculation basis of any of the fees - for example, we may increase our management fee for a fund to any amount up to 2% p.a. of the net asset value of the fund.

Start charging fees that we don't currently charge - for example, we may charge an entry and/or exit fee of up to 5% of the amount invested/withdrawn.

We must publish a fund update for each fund showing the fees actually charged during the most recent year.

Fund updates, including past updates, are available at www.octagonasset.co.nz/quarterly-fund-updates.

6: What taxes will you pay?

Each of the funds of the Octagon Investment Funds is a PIE. The amount of tax you pay is based on your PIR. To determine your PIR go to www.ird.govt.nz/roles/portfolio-investment-entities/find-my-prescribed-investor-rate. If you're unsure of your PIR, we recommend you seek professional advice or contact Inland Revenue.

It's your responsibility to tell us your PIR when you invest or if your PIR changes. If you don't tell us, a default rate may be applied.

If the rate applied to your PIE income is lower than your correct PIR, you'll be required to pay any tax shortfall as part of the income tax year-end process.

If the rate applied to your PIE income is higher than your PIR any tax over-withheld will be used to reduce any income tax liability you may have for the tax year and any remaining amount may be refunded to you by Inland Revenue.

Inland Revenue may also tell us to update your PIR if their records indicate a change is required in which case we'll update your PIR and let you know. After the end of each financial year there may be a small delay in processing transactions while we finalise PIE tax for our investors.

7: Who is involved?

Octagon Asset Management

For customer service assistance please contact us at 0800 628 246 or email info@octagonasset.co.nz.

About Forsyth Barr Investment Management

We're part of the Forsyth Barr Group, a New Zealand owned firm operating since 1936 that assists personal, institutional and corporate clients. We've managed the Octagon Investment Funds (previously known as the Forsyth Barr Investment Funds) since they were launched.

Our address is:

35 The Octagon
Dunedin 9016
Phone: 0800 367 227

Who else is involved?

	Name	Role
SUPERVISOR	Trustees Executors Limited	Supervises us as the manager
CUSTODIAN	Adminis NZ Limited through its related nominee company Adminis Custodial Nominees Limited	Holds the assets of the funds
INVESTMENT MANAGER	Octagon Asset Management Limited	Responsible for day-to-day investment management Octagon also communicates regularly to scheme investors
ADMINISTRATION	Forsyth Barr Limited Adminis NZ Limited	Provides us with day-to-day administration services Provides us with registry functions and investment accounting services

8: How to complain

If you're not satisfied with the service you've received from Octagon Investment Funds and want to make a complaint, please contact Octagon Asset Management at 0800 628 246 or email info@octagonasset.co.nz, or write to:

35 The Octagon
Private Bag 1999
Dunedin 9054

If you're not satisfied with the outcome, you can forward your complaint to either:

The Compliance Manager
Forsyth Barr Limited
Level 23, Shortland & Fort
88 Shortland Street
Auckland 1010
Phone: 0800 367 227
Email: compliance@forsythbarr.co.nz

Or to the Supervisor:

Trustees Executors Limited
Level 11, 51 Shortland Street
PO Box 4197
Auckland 1140
Phone: 09 308 7100

You may refer your complaint to Financial Services Complaints Ltd (FSCL) – A Financial Ombudsman Service. FSCL is our independent external ombudsman and dispute resolution service that has been approved by the Minister of Consumer Affairs under the Financial Service Providers (Registration and Dispute Resolution) Act 2008. FSCL's service is free of charge to you.

FSCL
PO Box 5967
Wellington 6140
Phone: 0800 347 257
Email: complaints@fscl.org.nz

Full details of how to access the FSCL scheme can be found on FSCL's website www.fscl.org.nz.

9: Where you can find more information

You can find further information about the Octagon Investment Funds including financial statements on the scheme and offer registers at www.disclose-register.companiesoffice.govt.nz/.

You can get a copy of the information on the scheme and offer registers by asking the Registrar of Financial Service Providers.

You can get fund updates relating to the funds, and other information, at www.octagonasset.co.nz/our-funds.

You can also get this information free, by phoning us on 0800 628 246, or by emailing us at info@octagonasset.co.nz.

10: How to apply**Investing with us directly**

You can apply to invest in the Octagon Investment Funds by completing the application form attached to the back of this PDS. Once you've completed it, please attach the required documents and mail it to us:

Octagon Investment Funds
c/- Forsyth Barr Investment Management Limited
Private Bag 1999
Dunedin 9054

Once available, you'll also be able to apply to invest in the Octagon Investment Funds through an Octagon online facility accessed through www.octagonasset.co.nz.

Investing through an investment platform

You may be able to invest in the Octagon Investment Funds through selected investment platforms in accordance with the terms and conditions of the particular platform provider. The platform will then make an application for units in the fund(s) on your behalf.

octagonasset.co.nz

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Octagon 

Joint and Individual

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