

Australian Foundation Investment Company Ltd ABN 56 004 147 120 Level 21, 101 Collins Street Melbourne Victoria 3000

Mail Box 146, 101 Collins Street Melbourne Victoria 3000
 Telephone
 (03) 9650 9911

 Facsimile
 (03) 9650 9100

 Email
 invest@afi.com.au

 Website
 www.afi.com.au

1 February 2013

The Manager
ASX Market Announcements
Australian Securities Exchange
Exchange Centre
Level 4
20 Bridge Street
Sydney NSW 2000

Electronic Lodgement

Australian Foundation Investment Company Limited Appendix 3D

Dear Sir / Madam

Please find attached an appendix 3D to refresh the Company's on-market share buy-back facility for a further year, for capital management purposes.

Yours faithfully

Simon Pordage Company Secretary

Rule 3.8A

Appendix 3D

Changes relating to buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public. Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Nan	ne of entity	ABN/ARSN			
Α	USTRALIAN FOUNDATION INVE	ED	56 004 147 120		
We	(the entity) give ASX the following in	nformation.			
1	Date that an Appendix 3C or the last Appendix 3D was given to ASX	2 February 2012			
Inf	formation about the change				
Coi	mplete each item for which there has b	een a change and items 9 and	10.		
		Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)		mn 2 s of change to buy- coposals)	
	On-market buy-back		l		
2	Name of broker who will act on the company's behalf	Goldman Sachs & Partners Australia		nan Sachs alia Pty Ltd	
3	Deleted 30/9/2001.				
4	If the company/trust intends to buy back a maximum number of shares/units – that number Note: This requires a figure to be included, not a	Up to 101,315,134 ordinary shares		102,367,574 ary shares	
	percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.				

⁺ See chapter 19 for defined terms.

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)					
If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back	101,315,134 ordinary shares	102,367,574 ordinary shares					
If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	17 February 2013	17 February 2014					
If the company/trust intends to buy back shares/units if conditions are met – those conditions	n/a						
All buy-backs							
Any other change	n/a						
Reason for change	To refresh the Company's on-market buy-back facility, for capital management purposes.						
	back a maximum number of shares/units – the number remaining to be bought back If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention If the company/trust intends to buy back shares/units if conditions are met – those conditions buy-backs Any other change	Appendix 3C or last Appendix 3D) If the company/trust intends to buy shares/units – the number remaining to be bought back If the company/trust intends to buy-back shares/units within a period of time – that period of time, if the company/trust intends that the buy-back be of unlimited duration - that intention If the company/trust intends to buy back shares/units if conditions are met – those conditions If the company/trust intends to buy back shares/units if conditions are met – those conditions In/a To refresh the Company's or					

Appendix 3D Page 2 11/01/2010

⁺ See chapter 19 for defined terms.

10	sharehol whether	ner information material to a lder's/unitholder's decision to accept the offer (eg, details roposed takeover bid)	n/a					
Compliance statement								
1.		The company is in compliance with all Corporations Act requirements relevant to this buyback.						
or, for trusts only:								
1.		The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.						
2.		There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.						
Sign	ı here:	Bolag	D	vate:	1 February 2013			
8		(Company secretary)			·			
Print	t name:	Simon Pordage						
== == == ==								

⁺ See chapter 19 for defined terms.