

21st June 2017

Notice of proposal to amend the constitution for the Karara Australian Equities Fund to permit adoption of the Attribution Managed Investment Trust regime

This notice is published to inform investors of the Karara Australian Equities Fund ARSN 128 561 419 (**Fund**) that Perpetual Trust Services Limited ACN 000 172 049 (**Responsible Entity**), as the current responsible entity of the Fund, proposes to modify the Fund's constitution (**Constitution**) so that the Responsible Entity may choose to take advantage of a new taxation regime for managed investment schemes, known as the Attribution Managed Investment Trust (**AMIT**) regime. The changes to the Constitution will allow the Responsible Entity to evaluate and, if appropriate, elect into the AMIT regime for the Fund.

The AMIT regime has recently come into effect and has the potential to provide responsible entities and investors with improved flexibility and greater clarity around tax treatment for eligible managed investment trusts.

ASIC has granted relief under *ASIC Corporations (Attribution Managed Investment Trusts) Instrument 2016/489* (**Relief Instrument**) to allow the responsible entity of a registered scheme to amend the scheme's constitution to enable the responsible entity to elect into and take advantage of the new regime without holding a members' meeting, provided certain conditions are met. These conditions include that a notice is published explaining the changes to investors. This notice is accordingly issued in connection with the Relief Instrument.

What are the reasons for and effect of the changes?

Set out below is a summary of the reasons for, and the effect of, the proposed modification of the Constitution.

The proposed amendment to the Constitution of the Fund will provide:

1. the Responsible Entity with the power to elect into the AMIT regime for the Fund (**AMIT Election**);
2. the Responsible Entity with the power to elect to treat a class of units in the Fund as a separate AMIT if the AMIT Election is made;
3. that the AMIT regime applies to the Fund only if the Responsible Entity makes the AMIT Election;
4. the Responsible Entity with the powers necessary for the practical application of the AMIT regime to the Fund if the Responsible Entity makes the AMIT Election; and
5. the Responsible Entity with an entitlement to be indemnified out of the assets of the Fund for certain tax liabilities as a result of the operation of the AMIT provisions.

In addition, the proposed amendments to the Constitution will allow the Responsible Entity to elect for the Fund to be operated as an AMIT, if it is eligible to do so. If the Responsible Entity elects the Fund into the AMIT regime, there may be the following potential benefits:

1. the Fund will be treated as a fixed trust for income tax purposes which provides certainty in relation to certain aspects of the tax treatment of the Fund;

2. for income tax purposes, the Fund will be able to attribute undistributed amounts of income and tax offsets to members on a fair and reasonable basis and will generally retain their tax character;
3. the ability to adjust the cost base of a member's Fund interest upwards (as well as downwards), reducing double taxation that might otherwise arise;
4. a new statutory regime to deal with "unders" and "overs" which facilitates and simplifies the distribution calculation process; and
5. the ability to treat each class in a multi-class trust as a separate AMIT.

Can I request a meeting to consider the changes?

The Responsible Entity will modify the Constitution as proposed, unless it receives requests to call and arrange to hold a meeting of the Fund's members to consider and vote on a special resolution to modify the Constitution as proposed:

- (i) from members with at least 5% of the votes, in the aggregate, that may be cast on the resolution; and
- (ii) by 28 June 2017.

A request referred to above must be made in writing and may be sent to ruth.gonzalez@perpetual.com.au.