

ANNEXURE 1 – Taxation Implications

Fund restructure

The purpose of this section is to inform investors of the expected Australian tax implications of the transfer of the overweight position of Zillow shares from the Caledonia Global Fund to the Co-Invest Fund (**“Zillow spinout”**). This section also provides comments on the Co-Invest Fund electing to be a multiclass Attribution Managed Investment Trust (**“AMIT”**).

Please seek your own professional advice on the taxation implications of the Zillow spinout and do not rely on this Annexure.

We note that the Zillow spinout is similar in nature to previous fund restructures undertaken by Caledonia Global Fund and Co-Invest Fund, and therefore expect the tax outcomes noted above to be consistent with previous ATO guidance.

As a result of the Zillow spinout, the following income tax and capital gains tax (“CGT”) consequences should arise:

1. The tax cost base of the new units received in the Co-Invest Fund will equal the proportionate value of the Zillow positions transferred to Co-Invest Fund. The tax cost base of the existing units held by investors in Caledonia Global Fund will be reduced by the value of the cost-base of the new units received in the Co-Invest Fund.
2. To the extent unitholders have a capital gain and elect to apply CGT rollover relief, no capital gains will arise on the exchange of units in the Caledonia Global Fund for units in Co-Invest Fund.
3. The total tax cost base of the units held by investors in Caledonia Global Fund and the new units received in Co-Invest Fund will be equal to the historical tax cost base of the total units previously held in Caledonia Global Fund. To the extent that CGT rollover relief does not apply, the cost base of Co-Invest Fund units will be equal to the market value of the Zillow positions at the time of the exchange.
4. Investors will be taken to have acquired their units in Co-Invest Fund at the time they acquired the relevant units in Caledonia Global Fund, for the purposes of working out the discount CGT concession (if applicable). To the extent that CGT rollover relief does not apply, investors will be taken to have acquired their units in Co-Invest Fund at the time of the exchange, for the purposes of working out the discount CGT concession (if applicable).
5. Co-Invest Fund will effectively receive market value cost base for the Zillow positions that are transferred to it by Caledonia Global Fund.
6. Following the Zillow spinout, investors in Caledonia Global Fund will hold units in both Caledonia Global Fund and Co-Invest Fund, being units in a new class of the Co-Invest Fund.

For completeness, the intended income tax and CGT consequences above have been noted on the assumption that investors are Australian tax residents and hold their units on capital account for Australian tax purposes.

Co-Invest Fund and multiclass AMIT election

We confirm that the Co-Invest Fund has made the AMIT election, and separately made an election to apply the AMIT multi-class rules. As such, the co-investment positions (including the Zillow positions) will be treated as separate classes. The treatment of co-investment positions as separate classes results in the taxable income or loss being calculated separately for each class, and the tax attributes of assets in each class are attributed to that class only.

ANNEXURE 1 – Taxation Implications

Fund restructure

The purpose of this section is to inform investors of the expected Australian tax implications of the transfer of the overweight position of Flutter shares from the Caledonia Global Fund to the Co-Invest Fund (“**Flutter spinout**”). This section also provides comments on the Co-Invest Fund electing to be a multiclass Attribution Managed Investment Trust (“**AMIT**”).

Please seek your own professional advice on the taxation implications of the Flutter spinout and do not rely on this Annexure.

We note that the Flutter spinout is similar in nature to previous fund restructures undertaken by Caledonia Global Fund and Co-Invest Fund, and therefore expect the tax outcomes noted above to be consistent with previous ATO guidance.

As a result of the Flutter spinout, the following income tax and capital gains tax (“CGT”) consequences should arise:

1. The tax cost base of the new units received in the Co-Invest Fund will equal the proportionate value of the Flutter positions transferred to Co-Invest Fund. The tax cost base of the existing units held by investors in Caledonia Global Fund will be reduced by the value of the cost-base of the new units received in the Co-Invest Fund.
2. To the extent unitholders have a capital gain and elect to apply CGT rollover relief, no capital gains will arise on the exchange of units in the Caledonia Global Fund for units in Co-Invest Fund.
3. The total tax cost base of the units held by investors in Caledonia Global Fund and the new units received in Co-Invest Fund will be equal to the historical tax cost base of the total units previously held in Caledonia Global Fund. To the extent that CGT rollover relief does not apply, the cost base of Co-Invest Fund units will be equal to the market value of the Flutter positions at the time of the exchange.
4. Investors will be taken to have acquired their units in Co-Invest Fund at the time they acquired the relevant units in Caledonia Global Fund, for the purposes of working out the discount CGT concession (if applicable). To the extent that CGT rollover relief does not apply, investors will be taken to have acquired their units in Co-Invest Fund at the time of the exchange, for the purposes of working out the discount CGT concession (if applicable).
5. Co-Invest Fund will effectively receive market value cost base for the Flutter positions that are transferred to it by Caledonia Global Fund.
6. Following the Flutter spinout, investors in Caledonia Global Fund will hold units in both Caledonia Global Fund and Co-Invest Fund, being units in a new class of the Co-Invest Fund.

For completeness, the intended income tax and CGT consequences above have been noted on the assumption that investors are Australian tax residents and hold their units on capital account for Australian tax purposes.

Co-Invest Fund and multiclass AMIT election

We confirm that the Co-Invest Fund has made the AMIT election, and separately made an election to apply the AMIT multi-class rules. As such, the co-investment positions (including the Flutter positions) will be treated as separate classes. The treatment of co-investment positions as separate classes results in the taxable income or loss being calculated separately for each class, and the tax attributes of assets in each class are attributed to that class only.