

Investment Manager:
 AMP Capital Investors Limited
 ABN 59 001 777 591 | AFSL 232497

Issuer and Responsible Entity:
 BetaShares Capital Ltd
 ABN 78 139 566 868 | AFSL 341181
 ARSN 608 056 962

19 June 2018

Market Announcements Office
 ASX Limited

(TO BE RELEASED FOR EACH OF THE ASX CODES LISTED BELOW)

Notice of proposed modifications to fund constitutions to enable adoption of Attribution Managed Investment Trust tax regime

We make this announcement in regard to the following Funds quoted on the AQUA market of the ASX:

ASX Code	Fund	ARSN
DMKT	AMP Capital Dynamic Markets Fund (Hedge Fund)	609 155 731
GLIN	AMP Capital Global Infrastructure Securities Fund (Unhedged) (Managed Fund)	609 146 483
RENT	AMP Capital Global Property Securities Fund (Unhedged) (Managed Fund)	609 155 606

BetaShares Capital Ltd ACN 139 566 868 (**BetaShares**) is the responsible entity of each Fund. AMP Capital Investors Limited provides investment management and associated services in respect of each Fund.

The attribution managed investment trust (**AMIT**) tax regime was enacted by the *Tax Laws Amendment (A New Tax System for Managed Investment Trusts) Act 2016*. Qualifying managed investment trusts (**MITs**) can make an irrevocable election to apply these rules. BetaShares today gives notice of proposed modifications to the constitution of each Fund (**Modifications**) to enable each Fund to elect into the AMIT regime.

ASIC Corporations (Attribution Managed Investment Trusts) Instrument 2016/489 permits BetaShares to make the necessary amendments without member approval, subject to the satisfaction of certain conditions. This notice is being given in satisfaction of one of those conditions.

A copy of the Modifications is available free of charge by contacting AMP Capital's Client Services team at clientservices@ampcapital.com or calling 1800 658 404.

Reasons for Modifications

BetaShares has proposed the Modifications to facilitate each Fund operating under the new AMIT regime.

The AMIT regime commenced on 1 July 2016 and was established by the Australian government to provide qualifying MITs with the ability to benefit from improved flexibility and greater certainty in respect of their tax treatment. The AMIT regime provides an alternative to the "present entitlement

Important information: This information has been prepared by BetaShares Capital Ltd (ABN 78 139 566 868, AFSL 341181) ("BetaShares") the responsible entity and issuer of the Fund. AMP Capital Investors Limited ("AMP Capital") (ABN 59 001 777 591, AFSL 232497) is the investment manager of the Fund and has been appointed by BetaShares to provide investment management and associated services in respect of the Fund. It is general information only and does not take into account any person's objectives, financial situation or needs. The information does not constitute an offer of, or an invitation to purchase or subscribe for securities. You should read the PDS and ASX announcements and seek professional legal, financial, taxation, and/or other professional advice before making an investment decision regarding the Fund. For a copy of the PDS and more information about the Fund go to www.ampcapital.com.au or call 1800 658 404. Units in the Fund trade on the ASX at market prices, not at NAV. An investment in the Fund is subject to investment risk including possible delays in repayment and loss of income and principal invested. Neither BetaShares nor AMP Capital nor any other party guarantees the performance of the Fund or the repayment of capital or any particular rate of return.

basis” of the current taxation rules, which provides that each Fund's taxable income is allocated to unitholders based on their proportionate share of the income of the Fund.

Based on characteristics of each Fund and the operation of the AMIT regime, BetaShares intends to elect the Funds into the AMIT regime effective for the financial year commencing 1 July 2018. BetaShares presently believes the AMIT regime will produce more equitable and fairer tax outcomes for the Funds' unitholders for the following reasons:

- the AMIT regime provides the ability for MITs to “flow through” taxable income to their unitholders on an “attribution basis”, and for that taxable income to retain its character for tax purposes as it flows through the Fund;
- BetaShares will be required to attribute the taxable income of the MITs between unitholders on a “fair and reasonable basis”, consistent with their rights under the relevant MIT's constituent documents and its duties as the trustee, which creates greater flexibility and certainty in contrast to the current ‘present entitlement’ regime;
- each Fund will be deemed to be a “fixed trust”, which provides unitholders with greater certainty as to the tax status of the Fund and its entitlement to certain tax concessions.
- the AMIT regime will improve the administrative efficiency of the MITs because:
 - BetaShares has the ability to carry forward certain understatements and overstatements of taxable income and deal with them in the year in which they are discovered, which removes the need to re-issue to unitholders amended tax statements; and
 - the regime allows for upwards cost base adjustments of units where the amount distributed is less than the taxable income attributed, which will provide greater flexibility for BetaShares with respect to distributing taxable income and should minimise the potential for double taxation.

Effect of Modifications

The proposed Modifications would amend the constitution of each Fund so as to:

- provide BetaShares with the power to:
 - make an irrevocable election for the Fund to operate as an AMIT;
 - recover from the Fund in relation to any income tax liability incurred as a result of the Fund being an AMIT;
 - recover from the Fund fees, costs, charges and expenses incurred in giving effect to the AMIT provisions under the constitution; and
 - do all things necessary to operate the Fund as an AMIT; and
- insert other provisions considered by BetaShares as being necessary or incidental to the Fund being able to be operated as an AMIT.

Proposed implementation of Modifications

BetaShares will implement the Modifications to the constitution for each Fund unless it receives requests from unitholders of the relevant Fund to call and arrange for a meeting of the unitholders of that Fund to consider and vote on a special resolution to implement the Modifications to the constitution:

- from unitholders with at least 5% of the votes that may be cast on the resolution; and
- by the end of Tuesday, 26 June 2018.

If you are a unitholder of a Fund and would like to request to call a meeting of unitholders as described above, the request must be made in writing and may be sent by email to clientservices@ampcapital.com. If you do not wish to request a meeting then you don't need to take any action.

Unless unitholders of a Fund with at least 5% of the votes that may be cast on the resolution request a unitholders' meeting by the end of Tuesday, 26 June 2018, BetaShares expects to make the Modifications to the constitution for that Fund by July 2018. Each Fund will only start to operate as an AMIT from the time BetaShares has chosen to elect the Fund into the AMIT regime.

Contact information

If you have any questions about this Notice, please contact AMP Capital's Client Services team:

Email: clientservices@ampcapital.com

Phone: 1800 658 404