

Macquarie Investment Management Australia Limited

ABN 55 092 552 611

AFS Licence Number 238321

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22 August 2023



MACQUARIE

Dear Unitholder

Macquarie Income Opportunities Fund (ARSN 102 261 834, APIR code MAQ0277AU) – Notice of unitholder meeting

Macquarie Investment Management Australia Limited ABN 55 092 552 611, as the responsible entity (**Macquarie, we, us, our**) of the Macquarie Income Opportunities Fund (**Fund**), has been exploring options to provide unitholders in the Fund (**Unitholders**) with greater flexibility and choice in how they access the Fund.

Currently, Unitholders need to submit an application form or redemption request directly with us in order to acquire or dispose of units in the Fund. We are currently looking into establishing a new class of units in the Fund (**Quoted Class**) that, subject to approval, will be quoted on the Australian Securities Exchange (**ASX**) or the Cboe Australia Exchange (**Cboe**) (each an '**Exchange**') and operated as an exchange traded managed fund or exchange traded fund (**ETMF**). If quoted by an Exchange, units in the Quoted Class would be able to be traded on the Exchange, allowing Unitholders and prospective Unitholders to access the Fund by buying and selling Quoted Class units on the Exchange.

We consider that the introduction of a Quoted Class would be in the interests of Unitholders as it would provide them with greater flexibility and choice in how they will be able to access the Fund in the future. Our view is that the introduction of a Quoted Class would also have other benefits for Unitholders, such as the ability to publish unit prices earlier than is currently the case and the provision by us of increased disclosure about the Fund's holdings. The launch of the Quoted Class also has the potential to help the Fund maintain or grow its size and benefit from increased scale.

Macquarie Investment Management Australia Limited ABN 55 092 552 611 (MIMAL) is not an authorised deposit-taking institution for the purposes of the *Banking Act 1959* (Cth) and MIMAL's obligations do not represent deposits or other liabilities of Macquarie Bank Limited ABN 46 008 583 542 (Macquarie Bank). Macquarie Bank does not guarantee or otherwise provide assurance in respect of the obligations of MIMAL. In addition, if this document relates to an investment, (a) the investor is subject to investment risk including possible delays in repayment and loss of income and principal invested and (b) none of Macquarie Bank or any other Macquarie Group entity guarantees any particular rate of return on or the performance of the investment, nor do they guarantee repayment of capital in respect of the investment.

Impact on your investment

The Quoted Class would be a separate class of units in the Fund. Your existing investment in the Fund would not be converted to the Quoted Class and, instead, would remain as is and be classified as a separate unquoted class of units in the Fund (**Unquoted Class**). There would be no change to your investment experience or the process by which you apply for or redeem your units. Further, the introduction of a Quoted Class is not expected to have a material effect on your existing investment in the Fund or increase the costs attributable to your investment, nor will it result in any change to the Fund's investment objective, investment strategy or fees.

Proposed amendments to the Fund constitution to allow for the establishment, offer and operation of the Quoted Class

To allow us to establish, offer and operate a Quoted Class in the future, we need to make amendments to the constitution of the Fund (**Constitution**). The board of Macquarie (**Board**) considers the amendments to the Constitution to be in the best interests of Unitholders.

The proposed amendments to the Constitution include:

- inserting provisions into the Constitution that will permit us to issue new classes of units in the Fund
- inserting standard class mechanics into the Constitution, such as provisions that allow us to allocate Fund assets and liabilities between unit classes or to particular unit classes, and
- inserting ETMF provisions in the Constitution to facilitate the establishment, offer and operation of a Quoted Class and the operation of that class as an ETMF.

Most of the proposed amendments to the Constitution will only apply to units in the proposed Quoted Class rather than the existing units on issue, which will form part of a separate Unquoted Class.

The proposed amendments to the Constitution are summarised in the explanatory notes (**Explanatory Notes**) that accompany this letter. You can also access a consolidated version of the Constitution, showing the full text of the Proposed Amendments, at macquarieim.com/unitholder-notice or by contacting us.

Unitholder meeting to be held at 11am (Sydney time) on Thursday, 5 October 2023

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the proposed amendments to the Constitution to be approved at a meeting of the Unitholders.

For this reason, we are calling a meeting of Unitholders to take place at **11am (Sydney time) on Thursday, 5 October 2023 (Meeting)** to consider, and if thought fit, approve the amendments to the Constitution described in the Explanatory Notes and set out in full in the consolidated version of the Constitution available at macquarieim.com/unitholder-notice (**Proposed Amendments**). The text of the resolution that is being put to Unitholders to consider, and if thought fit, approve at the Meeting (**Resolution**) is set out in the 'Notice of Meeting' enclosed with this letter.

We encourage you to attend the Meeting (in person or by proxy) and the Board recommends that you vote in favour of the Resolution.

What you need to do

Step 1: Read this document in full.

Step 2: If you have any questions about this document or the Meeting, contact Macquarie Asset Management Public Investments Client Service on 1800 814 523 (8.30am to 5.30pm Sydney time, Monday to Friday) or email mam.clientservice@macquarie.com.

Step 3: Vote on the Resolution by either:

- a. completing and returning the attached Proxy Form to us, or
- b. attending the Meeting in person and voting at the Meeting.

For your proxy appointment to be valid, the completed Proxy Form (and if relevant, the authority under which the Proxy Form was signed or a certified copy of such authority) must be received by us no later than 11am (Sydney time) on Tuesday, 3 October 2023.

Proxy Forms and any relevant signing authorities received by us after this time will not be accepted.

If you are not able or do not wish to attend the Meeting in person, you are strongly encouraged to appoint a proxy ahead of the Meeting to attend on your behalf. Refer to 'How do I participate?' for more details.

If you do not wish to vote on the Resolution, then no action is required.

Please note that the Meeting is a **physical meeting** and will be conducted purely in person and will include all proxy votes received prior to the proxy cut-off time. If we make a change to the date, time, location or delivery mode of the Meeting, we will notify Unitholders of the change by posting a notice to macquarieim.com/unitholder-notice.

More information

Please refer to the Explanatory Notes that accompany this letter for a more detailed explanation of the changes. **We strongly encourage you to read it carefully.**

Please contact Macquarie Asset Management Public Investments Client Service on 1800 814 523 (8.30am to 5.30pm Sydney time, Monday to Friday), or email mam.clientservice@macquarie.com, if you have any questions about the changes or would like more information about the Fund.

Yours sincerely



Graham Maiden

Head of Client Service
Macquarie Asset Management

MEETING OF THE UNITHOLDERS OF THE MACQUARIE INCOME OPPORTUNITIES FUND

HOW DO I PARTICIPATE?

You have the following options available to participate in the Meeting. If you do not wish to vote on the Resolution, then no action is required.

OPTION 1 - Proxy voting

We encourage all Unitholders who do not wish to attend the Meeting in person to appoint a proxy ahead of the Meeting to attend and vote on their behalf.

How to submit a proxy vote

Complete the attached Proxy Form and return it to us by email to mam.clientservice@macquarie.com or by mail to:

Macquarie Investment Management Australia Limited
Attn: Macquarie Asset Management Public Investments Client Service
PO Box R1723
Royal Exchange NSW 1225 Australia

For your proxy appointment to be valid, the completed Proxy Form (and if relevant, the authority under which the Proxy Form was signed or a certified copy of such authority) must be received by us no later than 11am (Sydney time) on Tuesday, 3 October 2023.

Proxy Forms and any relevant signing authorities received by us after this time will not be accepted.

Further information on appointing a proxy ahead of the Meeting is available in 'Notes on the Notice of Meeting' below.

OPTION 2 - Voting at the physical Meeting

Alternatively, you can attend and vote at the Meeting in person. The Meeting details are set out below:

Time: 11am (Sydney time)

Date: Thursday, 5 October 2023

Where: Level 11, 50 Martin Place, Sydney, NSW, 2000

Please arrive at Macquarie Group Reception on the Ground Floor of 50 Martin Place, Sydney, NSW, 2000 30 minutes prior to the start time of the Meeting to ensure that your attendance is registered.

If we make a change to the date, time, location or delivery mode of the Meeting, we will notify Unitholders of the change by posting a notice to macquarieim.com/unitholder-notice.

Questions

You may ask questions at the Meeting. It may not be possible to respond to all questions and some questions may be moderated or amalgamated if there are multiple questions on the same topic.

We strongly encourage you to submit any questions you may have prior to the Meeting by email to mam.clientservice@macquarie.com.

Important dates

Date	Event
11am on Tuesday, 3 October 2023	Time and date by which Proxy Form must be received Proxy Form (and if relevant, the authority under which the Proxy Form was signed or a certified copy of such authority) must be received by us by this cut-off time. Proxy Form and any relevant signing authorities received by us after this time will not be accepted.
Wednesday, 4 October 2023	Eligibility date In the absence of any special circumstances, the register of Unitholders at the end of this date will be taken as evidence of those Unitholders entitled to vote. The vote value of a unit as recorded on the Fund's unit register will be determined by Macquarie on this date.
11am on Thursday, 5 October 2023	Unitholder Meeting Meeting to vote on the Resolution set out in the Notice of Meeting.

Any changes to the timetable will be made available at macquarieim.com/unitholder-notice.

Important notices

This document is issued by Macquarie Investment Management Australia Limited (ABN 55 092 552 611, AFSL 238321). It provides Unitholders in the Fund with information in relation to the Resolution to be considered at the Meeting.

The information contained in this document is general information only and has been prepared without reference to your investment objectives, financial situation, tax position or particular needs. You should consider the appropriateness of this document to you having regard to your own objectives, financial situation or needs. Before deciding how to vote on the Resolution to be considered at the Meeting, you may also wish to obtain independent advice, particularly about such individual matters as taxation, retirement planning and investment risk tolerance.

You should read this document in its entirety before deciding how to vote at the Meeting so you can make an informed decision. As a Unitholder, you are entitled to receive notice of, and to vote at, the Meeting and any adjournments of the Meeting. Please contact Macquarie Asset Management Public Investments Client Service on 1800 814 523 (8.30am to 5.30pm Sydney time, Monday to Friday), or email mam.clientservice@macquarie.com, if you have any questions or would like more information about the Fund.

If the Resolution is passed, then it will be binding on every Unitholder (whether or not the Unitholder voted, and whether or not the Unitholder voted in favour of or against the Resolution).

Times and dates

All times and dates stated in this document are references to those times and dates as they occur in Sydney, New South Wales. This document is dated 22 August 2023.

Forward-looking statements

Certain statements in this document relate to the future. The forward-looking statements in this document are not based on historical facts but rather reflect the current expectations of Macquarie concerning future results and events.

These forward-looking statements involve known and unknown risks, uncertainties, assumptions and other important factors that could cause the actual results, performance or achievements of the Fund to be materially different from future results, performance or achievements expressed or implied by such statements. Such forward-looking statements are based on numerous assumptions regarding present and future operating strategies and the environment in which the Fund will operate in the future.

The considerations and potential risks described in this document could affect future results of the Fund, causing these results to differ materially from those expressed, implied or projected in any forward-looking statements. These factors are by no means all of the important factors that could cause actual results to differ materially from those expressed in any forward-looking statement. Other unknown factors could be materially adverse to the future results of the Fund.

Forward-looking statements should, therefore, be construed in light of such risks and undue reliance should not be placed on forward-looking statements.

Unitholders should note that the historical financial performance of the Fund is no assurance or indicator of the future financial performance of the Fund. Macquarie does not guarantee any particular rate of return or the performance of, nor does it guarantee the repayment of capital or any particular tax treatment in respect of any investment in the Fund.

All subsequent written and oral forward-looking statements attributable to Macquarie, or any person acting on our behalf, are qualified by this cautionary statement. Other than as required by law, neither Macquarie nor any of its directors nor any other person gives any representation, assurance, warranty (whether express or implied) or guarantee that the accuracy, likelihood or occurrence of the events or results expressed or implied in any forward-looking statements in this document will actually occur.

Any statements in this document reflect views held only at the date of this document. Subject to any continuing obligations under the Corporations Act, Macquarie and its respective directors disclaim any obligation or undertaking to distribute after the date of this document any updates or revisions to any statements to reflect any change in expectations in relation thereto or any change in events, conditions or circumstances on which any such statement is based.

COVID-19 safe meeting requirements and any other updates

Please be aware that circumstances related to the COVID-19 pandemic or other reasons may result in the need for Macquarie to change the arrangements detailed in this document relating to the Meeting.

Updates to the Notice of Meeting and Explanatory Notes

Any updates, supplements or changes to this document, including but not limited to details regarding dates, times or location of the Meeting, will be provided at macquarieim.com/unitholder-notice.

Other than Macquarie Bank Limited ABN 46 008 583 542 (**Macquarie Bank**), any Macquarie Group entity noted in this material is not an authorised deposit-taking institution for the purposes of the *Banking Act 1959* (Cth). The obligations of these other Macquarie Group entities do not represent deposits or other liabilities of Macquarie Bank. Macquarie Bank does not guarantee or otherwise provide assurance in respect of the obligations of these other Macquarie Group entities. In addition, (a) the investor is subject to investment risk including possible delays in repayment and loss of income and principal invested, and (b) none of Macquarie Bank, or any other Macquarie Group entity, guarantees any particular rate of return on or the performance of the investment nor do they guarantee repayment of capital in respect of the investment.

Macquarie Group means Macquarie Group Limited ABN 94 122 169 279 and any of its subsidiaries.

EXPLANATORY NOTES ON PROPOSED CHANGES TO THE MACQUARIE INCOME OPPORTUNITIES FUND CONSTITUTION

The purpose of these explanatory notes (**Explanatory Notes**) is to provide unitholders (**Unitholders**) in the Macquarie Income Opportunities Fund (ARSN 102 261 834, APIR code MAQ0277AU) (**Fund**) with information about the resolution set out in the Notice of Meeting (**Resolution**). These Explanatory Notes are intended to help you decide how to vote on the Resolution, which will be put forward for approval at the meeting of Unitholders on Thursday, 5 October 2023 (**Meeting**).

The Resolution will seek Unitholder approval to make amendments (**Proposed Amendments**) to the constitution of the Fund (**Constitution**) to:

- facilitate the establishment, offer and operation of a new class of units in the Fund (**Quoted Class**) to be quoted on the Australian Securities Exchange (**ASX**) or Cboe Australia Exchange (**Cboe**) (each an '**Exchange**') as an exchange traded managed fund or exchange traded fund (**ETMF**), including permitting the Fund to create and issue different classes of units and allow for the reclassification and redesignation of units, and
- include the necessary class mechanics in the Constitution to permit multiple classes of units to be on issue.

Further information on the Proposed Amendments is provided below.

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the Proposed Amendments to be approved at a meeting of Unitholders.

Background to the Resolution

The Fund currently operates with one class of units on issue that is not quoted on a securities exchange. Macquarie is currently looking into issuing a Quoted Class of units in the Fund, which will be operated as an ETMF.

The Quoted Class would be quoted on an Exchange; meaning that, if admitted to trading status and quoted on the Exchange, units in the Quoted Class would be able to be traded on the Exchange at the prevailing market price at the time of trading. Macquarie considers that this option, were it to be put in place, would provide existing and prospective investors with flexibility and choice in how they will be able to access the Fund in the future.

The Quoted Class would be a separate class of units in the Fund. Your existing investment in the Fund would not be converted to the Quoted Class and, instead, would remain as is and be classified as a separate unquoted class of units in the Fund (**Unquoted Class**).

There would be no change to your investment experience or the process by which you apply for or redeem your units in the Fund. Further, neither the introduction of a Quoted Class nor the Proposed Amendments are expected to have a material effect on your existing investment in the Fund or increase the costs attributable to your investment, nor will they result in any change to the Fund's investment objective, investment strategy or fees.

How would a new Quoted Class operate on an Exchange?

If Macquarie decides to issue a Quoted Class and obtains approval from an Exchange for the Quoted Class to be quoted and traded on the Exchange, investors will be able to buy and sell Quoted Class units on the Exchange at the prevailing market price at the time of transacting.

An investor's money in the Quoted Class would be pooled together with investments from other investors in the Quoted Class and investments from investors in the Unquoted Class to buy assets for the Fund. Therefore, the same investment strategy would be employed for the Quoted Class and Unquoted Class.

The differences between how investors would access the Quoted Class and the existing Unquoted Class are outlined in the table below.

	Quoted Class	Unquoted Class
Investing in and divesting from the Fund	Buy and sell units on the Exchange through a stockbroker, in the same manner as other securities quoted on the Exchange.	Apply and redeem units directly with Macquarie through the existing process outlined in the Product Disclosure Statement for the Unquoted Class.
Entry and exit price	Buy and sell units during trading hours on each Exchange trading day at the prevailing market price on the Exchange at the time of the transaction. Investors may incur brokerage or other transaction costs.	Application and redemption prices are based on the net asset value referable to the Unquoted Class plus or minus a buy/sell spread. The application and redemption prices, at which an investor transacts, are not known until after the investor makes an application or redemption request. A cut-off time applies to applications and redemptions.
Minimum initial investment amount	Subject to any requirements imposed by an investor's stockbroker or securities trading platform, no minimum initial investment amount applies.	Unless Macquarie otherwise determines, the minimum investment amount is \$20,000.
Cooling-off rights	Cooling-off rights will not apply. However, units can be sold on the Exchange.	Cooling-off rights apply if you are a retail client under the Corporations Act. Refer to Section 8 of the Product Disclosure Statement for the Unquoted Class for more details.
Access to information on unit holdings	Access and view some account information through the Macquarie Managed Funds online portal.	Access and view some account information through the Macquarie Managed Funds online portal.

If a Quoted Class were to be admitted to trading status and quoted on an Exchange, Macquarie will be required to have a mechanism for maintaining sufficient liquidity in the Quoted Class. We would satisfy this requirement by appointing an external market maker(s) to provide liquidity to investors on the Exchange by acting as a buyer and seller of Quoted Class units on the Exchange.

What are the Proposed Amendments?

The current provisions of the Constitution do not allow us to issue new classes of units in the Fund, such as a Quoted Class, nor do they include the provisions needed to operate a multi-class fund structure, or offer and operate a Quoted Class as an ETMF on a securities market such as the ASX or Cboe. Macquarie is proposing to include provisions in the Constitution to facilitate all three.

A summary of the Proposed Amendments to the Constitution is set out in the 'Schedule to the Explanatory Notes' below. You can also access a consolidated version of the Constitution, showing the full text of the Proposed Amendments, at macquarieim.com/unitholder-notice or by contacting us.

The main amendments to the Constitution that we are proposing to make are as follows:

- Include provisions to facilitate the operation of the Fund as a multi-class structure, such as providing Macquarie with the power to:
 - create and issue different classes of units
 - reclassify or redesignate units within classes or into different classes, and
 - determine that certain assets, liabilities, fees, income, expenses, gains or losses are wholly or partly attributable or referable to a particular class or classes of units.

Note

The Quoted Class will be a separate class of units in the Fund. Your existing investment in the Fund will remain as is and be classified as a separate unquoted class of units in the Fund.

- Include provisions that provide Macquarie with the ability to determine that the Fund, or a class of units in the Fund, is to be listed, or quoted for trading, on a securities market and provide Macquarie with broad powers to implement or effect such listing or quotation.

Note

There is no intention to quote or list the existing units on issue, which will form a separate unquoted class of units in the Fund.

- Introduce future-proofing amendments to provide Macquarie with greater flexibility in relation to the operation of the Quoted Class, including the ability to:
 - operate a dual quoted and unquoted structure, under which Unitholders holding units in the Fund would be able to apply for, or redeem units either directly with Macquarie, or buy or sell units on a securities exchange (**Dual Access Structure**), or
 - implement an internal market making mechanism for the purposes of providing liquidity in respect of the Quoted Class, under which Macquarie, as the responsible entity of the Fund, would act as market maker for the Quoted Class (**Internal Market Making**).

Note

We have no current intention of operating a Dual Access Structure or carrying out Internal Market Making.

If the Resolution is approved and the Quoted Class is admitted to trading status and quoted on an Exchange, we are proposing to appoint an external service provider(s) to make a market for, and provide sufficient liquidity in respect of, the Quoted Class. If either of these intentions were to change, we will provide notice to Unitholders prior to making the change.

- Include provisions that apply different application and redemption procedures for the Quoted Class, and permit Macquarie to determine that, in respect of units in the Quoted Class, different application and redemption procedures apply in respect of certain persons (such as authorised participants) or certain units in the Quoted Class.

Note

Generally, only authorised participants – that is, the external market makers that we appoint and other trading participants of an Exchange, that we authorise to apply for and redeem units in the Quoted Class, will be able to directly apply for or request redemption of units in the Quoted Class. Other investors will be able to buy and sell units in the Quoted Class on the Exchange. The procedures for applying for and redeeming units in the Unquoted Class are not changing.

- Introduce an ability for Macquarie to charge Unitholders additional application and redemption fees of up to \$10,000 per application or redemption (as applicable), which will apply to units in the Quoted Class only. If charged, such fees would be paid to Macquarie.
- In addition to the above application and redemption fees, introduce an ability for Macquarie to charge Unitholders an application or redemption cost amount of up to \$10,000 per application or redemption (as applicable), which will apply to units in the Quoted Class only. If charged, such amounts would be paid to the Fund.
- Permit Macquarie, in accordance with the Corporations Act, the operating rules of the relevant securities market, and the terms and conditions of any applicable relief granted by the Australian Securities and Investments Commission (**ASIC**), to buy back units in the Quoted Class on any terms and conditions determined by Macquarie.

- Incorporate specific transfer arrangements and restrictions on the transfer of units in the Quoted Class.
- Introduce obligations on Macquarie to comply with the operating rules of the relevant securities market, the conditions and restrictions of any applicable ASIC relief, the ASX listing rules and the settlement rules of the ASX (as applicable).
- Introduce certain other administrative and incidental amendments in connection with, and to facilitate, the Proposed Amendments, including the recovery of certain expenses by Macquarie relating to the establishment, offer and operation of the Quoted Class.
- Make necessary amendments to certain provisions so that they operate on a class basis, including rights on termination, application price provisions, application procedures, redemption price provisions, redemption procedures, valuation, and meeting provisions.
- Include provisions that permit Macquarie to determine that units issued on reinvestment of distributions are issued at a different time than would otherwise apply under the Constitution. This change is being included to allow for the issue of Quoted Class reinvestment units at a later issue date than currently applies under the constitution, which is consistent with market practice for ETMFs.
- Include provisions that permit Macquarie to temporarily exclude units issued on reinvestment of distributions (and the reduction in the Fund's liability to pay the relevant distribution amount resulting from the issue of such units) from the calculation formulas for the application and redemption prices of units in the Fund on a given day, until the number of units issued under those provisions has been calculated and the relevant unit issue processed.

Note

The inclusion of the provisions noted in the final point above will enable Macquarie to continue calculating the application and redemption price of units following the end of a distribution period rather than potentially delaying the calculation of unit prices until the number of units issued on reinvestment has been calculated and the unit issue processed.

It supports the operation of an ETMF by ensuring that units in the Quoted Class can be continually priced, issued and redeemed without undue delay and that market makers can, therefore, continue to provide sufficient liquidity on the Exchange.

We currently expect to be able to continue to issue unit prices for the Fund (with reinvestment units included in the calculation formula) in a timely fashion following the end of a distribution period and therefore, do not currently expect to have to rely on the provisions noted above. If we do need to exclude reinvestment units from the calculation formula in the future, we expect it to have an immaterial impact on the application and redemption prices of units, and one that is short-term, only lasting for the period between the end of a distribution period and the date that the units issued on reinvestment are processed. Notwithstanding this, the impact may be more than immaterial in the event of a particularly large or irregular movement in the Fund's net asset value over a short period.

We consider the inclusion of these provisions to be beneficial to existing Unitholders as, if they need to be used, they will support the continuous calculation and issue of application and redemption prices for both the Unquoted Class and Quoted Class, and reduce the risk of a delay in issuing unit prices following the end of a distribution period.

Summary of the key potential benefits, risks and disadvantages and other implications of the Proposed Amendments

Potential benefits

— ***No material effect on your existing investment in the Fund***

We do not expect the Proposed Amendments or any resulting launch of a Quoted Class to have a material effect on your existing investment in the Fund or increase the costs attributable to your investment, nor will they result in any change to the Fund's investment objective, investment strategy or fees.

Your existing investment in the Fund would not be converted to the Quoted Class and, instead, would remain as is and be classified as a separate, unquoted class of units in the Fund. There would be no change to your investment experience or the process by which you apply for or redeem your units in the Unquoted Class.

Any expenses associated with the establishment, offer and operation of the Quoted Class, to the extent that we recoup them from the Fund, will be attributed to and incurred by investors in the Quoted Class only.

— ***More timely release of unit prices***

To support the operation of the Quoted Class as an ETMF, unit prices for the Unquoted Class will generally be available earlier than is currently the case, moving from being issued approximately two Business Days after the relevant value date to one Business Day after the value date. For example, the unit prices for the Unquoted Class for a Wednesday will generally move from being available on the Friday to being available on the Thursday (assuming they are both Business Days).

— ***Unitholders would have access to more disclosure about the Fund***

If the Quoted Class is admitted to trading status and quoted on an Exchange, Macquarie would be required to provide additional disclosure about the Fund to Unitholders and the market more generally.

For example, we would be required to disclose the full portfolio holdings of the Fund on a daily basis on our website. As there is one investment strategy and one pool of assets for the Fund, this disclosure will apply equally to the Quoted Class and Unquoted Class.

— ***Potential to help maintain the benefits of scale by opening the Fund to a new distribution channel***

Launching the Quoted Class as an ETMF has the potential to help the Fund maintain or grow its size and scale by opening the Fund to a new and growing channel for fund flows. The potential benefits to Unitholders of improving the scale of the Fund include:

- More relevance in offshore markets in which the Fund invests, which, for example, may result in access to more or better investment opportunities.
- Better engagement and collaboration opportunities with key market participants in Australia.
- The potential for Macquarie to increase the investment diversification within the Fund's higher yielding sub-portfolios without needing to increase the size of those sub-portfolios relative to the size of the Fund.
- Better engagement with fixed income issuers, especially in Australia, around topics such as their environmental, social and governance issues and future plans.

— ***Existing Unitholders would be provided with the option to also invest in the Quoted Class***

If the Quoted Class is admitted to trading status and quoted on an Exchange, then, for new investments, existing Unitholders would have the option of accessing the Fund as they do currently or alternatively, accessing the Fund by buying and selling units in the Quoted Class on the Exchange.

Features of the Quoted Class that may be attractive to you include:

- Greater flexibility and choice in the way you would be able to access the Fund as we expect that investors will be able to invest in the Fund through a range of brokerage firms and online trading platforms.
- The ability to know the market price at which your units in the Quoted Class can be traded at any time during each Exchange trading day, except in exceptional circumstances.
- Transaction times that are generally faster than the Unquoted Class, meaning less time out of the market.
- An automated transaction process through the CHESSE settlement system and less paperwork associated with acquiring or disposing of units in the Quoted Class when compared to the Unquoted Class.

Potential risks and disadvantages

- ***Class risk:*** Separate classes of the Fund would not be separate legal entities and the assets referable to each class would not be segregated. All of the assets of the Fund would be available to meet all of its liabilities, regardless of the class to which such assets or liabilities are allocated or attributable.

Accordingly, there would be the potential for existing Unitholders in the Unquoted Class to be affected by liabilities of the Quoted Class (and vice versa). For example, in an insolvency event, the assets of the Unquoted Class could be made available to creditors of the Quoted Class (and vice versa).

How Macquarie proposes to mitigate this risk

The assets of the Fund are managed as one indivisible pool of assets. Therefore, as a general rule, the same costs and liabilities involved in buying and selling the assets of the Fund will apply equally to both the Quoted Class and Unquoted Class. Buy and sell spreads would be applied to the issue and redemption prices for the Quoted Class such that the estimated trading costs associated with an issue or redemption of Quoted Class units should be borne by the transacting investor and not the Fund, the Unquoted Class or non-transacting Unitholders.

Further, the Proposed Amendments would allow Macquarie to allocate liabilities, fees, expenses and losses related to a class of units (for example, the Quoted Class) solely to the net asset value referable to that class of units.

If Macquarie decides to recover the ongoing expenses associated with operating the Quoted Class (such as fees for an Exchange) from the assets of the Fund, Macquarie would allocate those expenses to the net asset value referable to the Quoted Class, meaning that such expenses should not be borne by the Unquoted Class, subject to the class considerations noted above.

- **Settlement risk:** The Proposed Amendments would permit Macquarie to issue units in the Quoted Class to market makers and other authorised participants before receiving the application money for those units and redeem units in the Quoted Class before the units are delivered up for redemption.

This is a necessary feature of an ETMF given that CHES settlement of trades on an Exchange generally occurs two business days after a trade is entered into. If an authorised participant does not pay the application money or deliver up the redeemed units by the due date, the Fund may suffer loss if it entered into transactions in anticipation of the payment or delivery up of units occurring and needs to reverse those trades or enter into offsetting transactions.

How Macquarie proposes to mitigate this risk

Our investigations indicate that settlement delays are rare and typically small. If a settlement delay were to occur, our expectation is that, given the large size of the Fund, it is unlikely that the Fund would need to reverse trades or enter into offsetting trades as a result of the delay or that it would otherwise incur losses resulting from the delay (apart from negligible losses such as foregone deposit interest on delayed cash).

Further, even if the Fund were to incur a material loss as a result of a settlement delay or failure, Macquarie will seek to include rights to recoup losses in its contractual arrangements with relevant participants and service providers. Additionally, the Proposed Amendments include indemnities from applicants and redeeming Unitholders to Macquarie and the Fund, in certain circumstances, including for losses incurred by the Fund resulting from settlement failures or delays.

- **Asset eligibility risk:** The Exchanges place rules on the type of investments and instruments that ETMFs can hold. Macquarie is well advanced in the Exchange admission process for the Fund, including working with the Exchange to assess the eligibility of the investments and instruments in the Fund's investment universe and does not expect the Exchange rules relating to asset eligibility to have a material impact on how the Fund is managed. However, there remains some risk that restrictions or limits are placed on the type of instruments that the Fund can hold as we progress through the Exchange admission process and that this impacts how the Fund is managed.
- **Conflicts of interest risk:** There is the potential for Macquarie to prefer the interests of one class of units over the interests of another class.

How Macquarie proposes to mitigate this risk

Potential conflicts of interest and associated mitigating arrangements will be considered and addressed through our conflicts of interest management arrangements.

The Proposed Amendments also include future-proofing amendments to provide greater flexibility regarding the operation of the Quoted Class, including to provide us with the ability to operate a Dual Access Structure and for us, as the responsible entity of the Fund, to act as an internal market maker. However, as there is no present intention to rely on these additional provisions, the risks associated with these changes have not been described above.

If either of these intentions were to change, we will provide notice to Unitholders prior to making the change.

Other implications for Unitholders of launching a Quoted Class as an ETMF

— Income distribution for the Fund at the end of the financial year

Effective from 30 June 2024, Macquarie will calculate the Fund distribution for 30 June based on the income of the Fund at an earlier date than 30 June (for example, 18 June). To date, Macquarie has calculated the Fund distribution for 30 June based on the net income of the Fund at 30 June. Macquarie is making this change to support the continuous issue of unit prices following the end of the Fund's financial year on 30 June.

The change will not affect the taxable income of the Fund on which Unitholders are assessed for income tax because, as the Fund is an attribution managed investment trust, Unitholders are assessed on the income that Macquarie attributes to them and not the cash amount distributed to them.

The change may lead to Fund distributions for a financial year being either higher or lower than Fund income for the financial year. However, Unitholders may increase or decrease the cost base of their units where the taxable income attributed to them is either greater than or less than the cash distribution and tax offsets for an income year, respectively, to avoid the potential for double taxation.

— Soft pricing of certain investments held by the Fund

The Fund holds investments in a Macquarie Asset Management (**MAM**) Luxembourg investment company, which, given the time difference between Sydney and Luxembourg, only releases its share prices for a given day (T) late in the night (Sydney time) on the next Business Day (that is, late in the night on 'T+1'). In order to allow for the release of unit prices for the Fund for 'T' by mid-afternoon (Sydney time) on the next Business Day (that is, mid-afternoon on 'T+1'), Macquarie will value the Fund's investment in the MAM Luxembourg investment company on a day (T) using the share price issued by the MAM Luxembourg investment company for the previous business day (that is, for T-1) (or, in some cases, the share price from 2 business days ago) and adjusting that share price using an estimate of the performance of the relevant sub-fund of the MAM Luxembourg investment company on T (or the performance on T-1 and T where the share price from 2 business days ago is used). The change is summarised in the table below.

	How the value of the Fund's investment in the MAM Luxembourg investment company on 'T' is determined	Typical publication date of Fund unit prices for 'T'
Current approach	Fund uses share prices for T issued by the MAM Luxembourg investment company late in the night (Sydney time) on T+1.	Published on T+2
Proposed approach	Fund will use share price for the previous business day (T-1) or, in some cases, from 2 business days ago (T-2), adjusted for the estimated performance of the relevant sub-fund on T (or the performance on T-1 and T where a T-2 share price is used).	Published by mid-afternoon on T+1.

This valuation approach provides a benefit for existing Unitholders as it allows for the quicker release of unit prices for the Fund. Further, Macquarie has conducted back-testing, which indicates that the impact of this valuation approach on Fund unit prices should be immaterial as long as the Fund's investment in the MAM Luxembourg investment company remains a relatively small part of the Fund's net asset value. Macquarie will put in place processes to monitor the impact of this valuation approach on the Fund's unit prices and the size of the Fund's investment in the MAM Luxembourg investment company and, notwithstanding the disclosure above, may revert to its previous valuation approach and releasing unit prices for the Fund two Business Days after the relevant value date (rather than one Business Day after the value date as indicated above) if the impact of the above valuation approach becomes more than immaterial.

We recommend you carefully consider the Schedule to the 'Explanatory Notes' to ensure you understand the Proposed Amendments.

Board recommendation

The Board considers the Proposed Amendments are in the best interests of Unitholders and unanimously recommends that Unitholders vote in favour of the Resolution.

What will happen if Unitholders do not approve the Resolution?

If the Resolution is not approved, the Proposed Amendments will not be made. This means the Constitution will not be amended, the current provisions of the Constitution will continue to apply and we will not establish, offer and operate the Quoted Class as an ETMF. We will send a letter to Unitholders notifying them of the result of the Meeting.

What will happen if Unitholders approve the Resolution?

If the Resolution is approved, it will be binding on all Unitholders including any Unitholder who voted against, or did not vote on, the Resolution.

As soon as practicable after the Meeting, we will lodge a supplemental deed with ASIC to amend the Constitution to incorporate the Proposed Amendments, at which time the Proposed Amendments will take effect. We will send a letter to Unitholders notifying them of the result of the Meeting.

We will continue exploring the option of issuing a Quoted Class of units and operating it as an ETMF on an Exchange. We will notify Unitholders prior to issuing a Quoted Class and launching it as an ETMF.

Will there be costs associated with holding the Meeting or making the Proposed Amendments?

Any costs incurred as a result of holding the Meeting and amending the Constitution will be paid by us and not out of the assets of the Fund.

The information in these explanatory notes does not constitute investment advice or financial product advice, does not take into account your investment objectives, financial situation or needs and should not be relied on as the sole basis for any investment decision in respect of the Fund. Any description of the Fund is not exhaustive. Independent legal, financial and taxation advice should be sought before making any investment decision in relation to your units and how to vote.

Schedule to the Explanatory Notes – Summary of the key Proposed Amendments

This is a summary of the key Proposed Amendments. You can also access a consolidated version of the Constitution, showing the full text of the Proposed Amendments, at macquarieim.com/unitholder-notice or by contacting us.

Terms not defined in this Schedule have the meanings given to those terms in the consolidated version of the Constitution.

Existing provision	Proposed amendment
<p>(a) Introduction of multi-class mechanics</p> <p>The Constitution does not currently permit Macquarie to create and issue different classes of units and operate a multi-class Fund.</p>	<p>The Proposed Amendments introduce provisions to facilitate Macquarie operating the Fund as a multi-class Fund. The Proposed Amendments permit Macquarie to create and issue different classes of units with different rights, obligations and restrictions attaching to each class of units as it determines, including in relation to a Quoted Class. Subject to applicable law, Macquarie may also change such rights, obligations and restrictions. Each class will be a separate class of units for the purposes of the Corporations Act but will not constitute a separate trust.</p> <p>Macquarie may determine that any variable or matter, including without limitation assets, liabilities, fees, income, expenses, gains or losses is wholly or partly attributable or referable to a class of units.</p> <p>This means that different classes of units may have different application and redemption prices, fee arrangements and income and capital distribution entitlements, among other matters.</p> <hr/> <p>The Proposed Amendments qualify certain provisions in the Constitution as being subject to the rights, obligations and restrictions attaching to any particular unit or a class of units and clarify that certain provisions operate on a class basis, including for example matters in relation to termination (including class specific termination), applications, redemptions, application and redemption pricing, valuations, income, capital, distributions and reinvestment and meetings.</p> <p>Macquarie may determine that the proceeds payable to a Unitholder in respect of the termination of a class of units shall be applied on behalf of such Unitholder to subscribe for units in a different class.</p> <p>In respect of distributions, the Proposed Amendments will permit Macquarie to:</p> <ul style="list-style-type: none"> — adjust the income entitlements of any Unitholder or former Unitholder in any manner that is, in Macquarie’s opinion, desirable in order to maintain equity between Unitholders of each class, and — determine different record times for determining Unitholder entitlements to distributions for different classes of units. <p>If the Fund is terminated, the Proposed Amendments will also allow Macquarie to adjust the entitlements of Unitholders to termination proceeds in any manner that is, in Macquarie’s opinion, desirable in order to maintain equity between Unitholders of each class.</p>

(b) Reclassification and designation of units	
The Constitution currently only permits Macquarie to consolidate or divide units.	<p>The Proposed Amendments also permit Macquarie to reclassify or designate (or make subject to any equivalent dealing) any units, either within an existing class of units, into another class or classes of units (including Quoted Class units) or back to an original class or classes of units.</p> <p>If a Quoted Class is established, Macquarie will classify existing units in the Fund as a separate unquoted class of units and will not convert existing units into units in the Quoted Class.</p>
(c) Calculation adjustments for application and redemption prices	
The Constitution does not currently provide for the exclusion of units issued under reinvestment following the end of a distribution period from the formulas to calculate the application and redemption prices.	<p>The Proposed Amendments permit Macquarie to decide to temporarily exclude units issued under certain distribution reinvestment provisions of the Constitution (and the reduction in the Fund's liability to pay the distribution amount resulting from the issue of such units) from the calculation formulas for the application and redemption prices of units in the Fund on a given day, until the number of units issued under those provisions has been calculated and the relevant unit issue processed. If used, this amendment would enable Macquarie to continue calculating the application and redemption price of units following the end of a distribution period, rather than potentially delaying the calculation of unit prices until the number of units issued on reinvestment has been calculated and the unit issue processed.</p> <p>We currently expect to be able to continue to issue unit prices for the Fund (with reinvestment units included in the calculation formula) in a timely fashion following the end of a distribution period and therefore, do not currently expect to have to rely on the provisions noted above. If we need to exclude reinvestment units from the calculation formula in the future, any market movements in the net asset value of the Fund during that period will be spread over less units and therefore, the effect of those market movements on unit prices will be slightly higher than would otherwise be the case if the reinvestment units were included in the unit pricing formula. However, we expect the impact on the application and redemption prices of units would be immaterial and short-term; only lasting for the period between the end of a distribution period and the date that the units issued on reinvestment are processed and included in the unit pricing formulas. Notwithstanding this, the impact may be more than immaterial in the event of a particularly large or irregular movement in the Fund net asset value over a short period.</p>
(d) Additional powers in relation to quotation and listing	
Under the existing provisions of the Constitution, Macquarie has broad powers to operate the Fund.	<p>The Proposed Amendments will not limit the existing broad general powers of Macquarie. The Proposed Amendments grant Macquarie additional specific powers, including the ability to determine that the Fund or a class of units in the Fund is to be listed or quoted and broad powers to implement or effect such listing or quotation, including acting on behalf of Unitholders and incorporating provisions into the Constitution in relation to the listing or quotation.</p> <p>The Proposed Amendments also include future proofing amendments to provide Macquarie with the ability to:</p> <ul style="list-style-type: none"> — implement a Dual Access Structure, and — carry out Internal Market Making. <p>Macquarie has no current intention of implementing a Dual Access Structure or engaging in Internal Market Making. If either of these intentions were to change, we will provide notice to Unitholders prior to making the change.</p>

(e) **Application and redemption procedures**

The existing Constitution does not provide for different application and redemption procedures applying to certain persons, classes of units or units.

The Proposed Amendments incorporate additional provisions to facilitate the application of different application and redemption procedures to certain persons in relation to units in the Quoted Class (such as authorised participants). These include provisions:

- permitting Macquarie to restrict the issue or redemption of units in the Quoted Class to certain classes of Unitholders (for example, authorised participants)
- permitting Macquarie to issue units in the Quoted Class before receiving the application money and to determine the application price for such units as at the time the units are issued (rather than the time that would otherwise apply under the Constitution) and to require the applicant to provide collateral to Macquarie in respect of such units
- permitting Macquarie to pay redemption proceeds in satisfaction of a redemption request for units in the Quoted Class before receiving or redeeming the relevant units and to require the redeemer to provide collateral to Macquarie in respect of such units
- permitting Macquarie to develop guidelines relating to the procedures for the application for, or redemption of, Quoted Class units, which may include (without limitation):
 - requiring a Unitholder to appoint a nominee to hold the issued Units until settlement of such Units has been completed, with such nominee being required to follow the directions of Macquarie;
 - requiring a redeeming Unitholder to transfer Quoted Class units to be redeemed to a person approved by Macquarie to facilitate the redemption of units; or
 - requiring a Unitholder to pay transactional and other costs that are payable to third parties in connection with an application for, or redemption of, Quoted Class Units.

Any such guidelines are binding on Unitholders seeking to apply for, or redeem, Quoted Class units (as relevant) unless Macquarie determines otherwise.

- permitting Macquarie to cancel the issue or redemption of units in the Quoted Class if the application money is not paid or if the redeemed units are not delivered up by the due date (as the case may be)
- inserting indemnities from applicants and redeeming Unitholders to Macquarie and the Fund, in certain circumstances, including for losses caused by their settlement delay
- providing for the payment of the application money or redemption proceeds for units in the Quoted Class that are issued or redeemed, respectively, in specie
- providing for units in the Quoted Class to be issued at a different time from the time that would otherwise apply under the Constitution where this is required or contemplated by the CHES rules or the operating rules of the relevant securities exchange, and
- notwithstanding the above, permitting all Unitholders to submit a redemption request in respect of the Quoted Class where such units have been suspended from trading for more than five consecutive trading days, except where the Fund is terminated or not liquid or redemptions have been suspended pursuant to the Constitution.

The amendments also permit Macquarie to determine, in respect of units in the Quoted Class, that different application and redemption procedures apply in respect of certain persons (such as authorised participants) or certain units in the Quoted Class.

The Proposed Amendments also permit Macquarie to suspend redemptions in a Quoted Class where market conditions are such that facilitating redemptions is difficult, not desirable or impossible; or the redemption of Quoted Class units is not in the interests of Unitholders as a whole, is materially adverse to Unitholders as a whole or is not fair to the remaining Unitholders. The Proposed Amendments also broaden the circumstances in which Macquarie can suspend payment of the redemption proceeds for redeemed Quoted Class units to include these circumstances.

Macquarie does not intend to change the application and redemption procedures applicable to existing units on issue, which will form a separate Unquoted Class.

(f) Quoted Class application and redemption fees and application and redemption costs amounts

<p>The existing Constitution permits Macquarie to charge an application fee and a redemption fee in relation to existing units on issue.</p>	<p>The Proposed Amendments do not change the existing ability of Macquarie to charge an application fee and a redemption fee. Rather, they introduce an ability for Macquarie to apply an additional fee in relation to processing of applications and redemptions (in each case, not exceeding \$10,000 per application/redemption), which is applicable to units in the Quoted Class only. If charged, such fees would be paid to Macquarie.</p> <p>In addition, the Proposed Amendments introduce an ability for Macquarie to charge Unitholders an application or redemption cost amount of up to \$10,000 per application or redemption (as applicable), which is applicable to the Quoted Class only. If charged, such amounts would be paid to the Fund.</p> <p>The additional Quoted Class application and redemption fee and application and redemption cost provisions will not apply to existing units on issue, which will be in a separate Unquoted Class.</p>
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(g) Sub-registers

<p>Under the existing provisions of the Constitution, units are recorded in a single unit register maintained by Macquarie.</p>	<p>The Proposed Amendments include amendments to facilitate Macquarie's operation of sub-registers, including an ability in relation to units in the Quoted Class only to require that Unitholders move between sub-registers. The amendments facilitate the operation of an ETMF and a Dual Access Structure (were the Fund ever to employ a Dual Access Structure, which is not currently our intention).</p> <p>Existing units on issue will be held as part of a separate Unquoted Class and will remain held on the existing unit register. The power to require that Unitholders move between sub-registers applies to the Quoted Class only.</p>
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(h) Fractional units

<p>Under the existing provisions of the Constitution, fractions of a unit may be issued and Macquarie has discretion regarding rounding up or down in relation to fractions.</p>	<p>The Proposed Amendments adjust the manner in which fractional units may be treated in relation to the Quoted Class, including the ability to cancel such fractions in certain circumstances. The amendments facilitate the operation of an ETMF and a Dual Access Structure (were the Fund ever to employ a Dual Access Structure, which is not currently our intention). These amendments do not apply to existing units on issue, which will be in a separate Unquoted Class.</p>
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(i) Buy-backs	
The existing Constitution does not include an express power for Macquarie to participate in buy-backs.	<p>The Proposed Amendments permit Macquarie, in accordance with the Corporations Act and the operating rules of the relevant securities market, to buy back units in the Quoted Class on any terms and conditions determined by Macquarie. The consideration paid for a buy-back of units in the Quoted Class may include specific assets, including financial products of the Fund or of any other corporation, trust or entity. The buy-back provisions will not apply to existing units on issue, which will form a separate Unquoted Class.</p> <p>In respect of the Quoted Class, Macquarie may buy back units in the Quoted Class on market to the extent permitted by the operating rules of the relevant securities exchange, the Corporations Act and the terms and conditions of any relief granted by ASIC applicable to the Fund or Macquarie and cause such units to be cancelled. There is no entitlement to payment of the redemption price on the cancellation of units in the Quoted Class.</p>
(j) Transfers	
The existing provisions of the Constitution permit Unitholders to transfer units. However, the transfer is not effective until recorded in the Unitholders' register and Macquarie may refuse to record the transfer in the Unitholders' register in its discretion.	<p>The Proposed Amendments provide for specific transfer arrangements applicable to units in the Quoted Class and incorporate restrictions on transfers and permit Macquarie to impose certain restrictions in relation to the transfer of units in the Quoted Class, including for example the imposition of a holding lock. These provisions are standard for the operation of an ETMF.</p> <p>These amendments do not apply to existing units on issue, which will be in a separate Unquoted Class. As such, the transfer arrangements of existing units on issue will not change.</p>
(k) Compliance with operating rules, listing rules and settlement rules	
The existing provisions of the Constitution do not make reference to compliance with the operating rules, listing rules and settlement rules of a securities exchange	<p>The Proposed Amendments introduce additional obligations on Macquarie to, while units are quoted on a securities exchange, comply with the operating rules of the relevant securities exchange, the conditions and restrictions of any applicable ASIC relief and (where applicable) the ASX listing rules applicable to the Quoted Class, including deeming provisions to modify the effect of the Constitution in certain circumstances.</p> <p>The Proposed Amendments also provide that while the Fund or a class of units in the Fund is quoted, Macquarie must comply with the operating rules of the relevant securities exchange in relation to the issue and dispatch of holding statements, the transfer and transmission of units and the establishment and maintenance of a register of holders of units in the Quoted Class.</p> <p>The Proposed Amendments also provide that the Fund or a Quoted Class must comply with the settlement rules if any of the units are CHES approved securities. In particular, the Fund or a Quoted Class must comply with the requirements of the settlement rules regarding the maintenance of registers, the issuing of holding statements and transfers in relation to its CHES approved securities.</p> <p>Whilst Units are Quoted or the Trust is admitted to the official list, each Unitholder of the Quoted Class must, in relation to the Quoted Class, comply with the operating rules of the relevant securities exchange to the extent applicable.</p>

(l) Administrative and incidental amendments	
N/A	The Proposed Amendments introduce certain other administrative and incidental amendments in connection with and to facilitate the Proposed Amendments, including the recovery of certain expenses by Macquarie relating to the establishment, offer and operation of a Quoted Class.
(m) Reinvestment of distributions	
The existing provisions of the Constitution set the issue time for units issued on reinvestment of distributions	<p>The Proposed Amendments will provide Macquarie with the power to determine that units issued on reinvestment of distributions are issued at a different time than would otherwise apply under the Constitution. The amendment will allow Macquarie to issue Quoted Class units issued on reinvestment of distributions at a later issue date than would otherwise apply under the Constitution where this is required or contemplated by the CHES Rules or operating rules of the relevant securities exchange or is consistent with market practice for ETMFs. Typically, Quoted Class reinvestment units are not issued until at least 10 Business Days after the end of the relevant distribution period (for example, 10 Business Days after 30 June for a distribution period ending on 30 June).</p> <p>Macquarie does not intend to change the issue date for Unquoted Class units issued on reinvestment of distributions, which are issued as at the end of the relevant distribution period (for example, 30 June for a distribution period ending on 30 June).</p> <p>The different issue dates for the Quoted Class and Unquoted Class reinvestment units may have a small effect on the unit price for the Unquoted Class. However, we expect that effect to be immaterial.</p>
(n) Unit price for initial units in a class	
N/A	The Proposed Amendments include provisions that set the unit price for units issued on establishment of a new class at \$1.00 for unquoted classes and \$10.00 for quoted classes.

Notice of Meeting Macquarie Income Opportunities Fund

Notice of Meeting

Macquarie Investment Management Australia Limited (ABN 55 092 552 611) (**Macquarie**) as the responsible entity of the Macquarie Income Opportunities Fund (ARSN 102 261 834, APIR code MAQ0277AU) (**Fund**) gives notice that a meeting (**Meeting**) of unitholders of the Fund (**Unitholders**) will be held at:

Time: 11am (Sydney time)

Date: Thursday, 5 October 2023

Place: Level 11, 50 Martin Place, Sydney, NSW, 2000

This Notice of Meeting is dated 22 August 2023.

Business

The business of the Meeting will be to consider and, if thought fit, pass the following special resolution of Unitholders (**Resolution**):

'That:

- (a) the constitution of the Macquarie Income Opportunities Fund (ARSN 102 261 834) (**Fund**) be amended in accordance with the provisions of the supplemental deed tabled at the meeting and signed or initialled by the chair of the meeting*
- (b) Macquarie Investment Management Australia Limited (ABN 55 092 552 611) as the responsible entity of the Fund (**Macquarie**) be authorised to execute and lodge the supplemental deed with the Australian Securities and Investments Commission, and*
- (c) each director and/or company secretary or duly authorised attorney of Macquarie be authorised to do all things which it reasonably considers necessary or incidental to give effect to (a) and (b).*

Further details on the rationale and effect of the Resolution are set out in the Explanatory Notes. You can access a consolidated version of the Constitution, showing the full text of the Proposed Amendments, at macquarieim.com/unitholder-notice or by contacting us.

The Resolution will be passed if at least 75% of the votes cast by Unitholders entitled to vote on the Resolution are cast in favour of it.

The Board unanimously recommends you vote in favour of the Resolution.

Proxies

You have a right to appoint a proxy and the proxy does not need to be a Unitholder. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. The place for the purposes of receipt of Proxy Forms and Proxy Form signing authorities is by email to mam.clientservice@macquarie.com or by mail to:

Macquarie Investment Management Australia Limited
Attn: Macquarie Asset Management Client Service
PO Box R1723
Royal Exchange NSW 1225 Australia

If you wish to appoint a proxy, the completed Proxy Form (and if relevant, the authority under which the Proxy Form was signed or a certified copy of such authority) must be received by us no later than **11am (Sydney time) on Tuesday, 3 October 2023** for your proxy appointment to be valid. **Proxy Forms and any relevant signing authorities received by us after this time will not be accepted.**

Please refer to the attached Proxy Form and the 'Notes on the Notice of Meeting' below for further information regarding proxy appointments.

Quorum

The Meeting will not proceed to consider the Resolution unless a quorum is present. The relevant quorum requirement is two Unitholders present in person or by proxy together holding at least 10% of all units in the Fund.

If a quorum is not present within 15 minutes after the scheduled time for the Meeting, the Meeting will be adjourned to such place and time as Macquarie decides. At any adjourned meeting, those Unitholders present in person or by proxy regardless of the number of units in the Fund they hold will constitute a quorum.

Please refer to the Notes on the Notice of Meeting below for further information regarding quorum and other matters relating to the Meeting.

BY ORDER OF THE BOARD OF MACQUARIE INVESTMENT MANAGEMENT AUSTRALIA LIMITED



Sophie Whittaker
Company Secretary,
Macquarie Investment Management Australia Limited
in its capacity as the responsible entity of the Fund

Macquarie Income Opportunities Fund – Proxy form

Account name:

Investor number:

Address:

Guide to completing this form

- Please use black ink and complete in BLOCK LETTERS.
- Please ensure the form is signed by the account holder(s) or by duly authorised attorneys or agents of the account holder(s). Please refer to the 'Signing Instructions' at the end of this form for more information.
- Return the completed form by email or mail.

A. Nominate your proxy

I/We being unitholder/s of the Macquarie Income Opportunities Fund (ARSN 102 261 834, APIR code MAQ0277AU) (**Fund**) and entitled to attend and vote, appoint:

the chair of the Meeting

OR

Full name of proxy 1

**Proportion (%) of votes
that the proxy is
appointed to exercise**

Full name of proxy 2

failing whom, or if no person/s is named above, the chair of the Meeting, as my/our proxy/s to act generally on my/our behalf and vote for me/us on my/our behalf at the Meeting of the Fund to be held at **11am (Sydney time) on Thursday, 5 October 2023**, and at any postponement or adjournment of that Meeting.

B. Proxy direction

Resolution - Approval of amendments to constitution of the Fund	For	Against	Abstain*
<p>To consider and, if thought fit, pass the following as a special resolution:</p> <p><i>‘That:</i></p> <p>(a) <i>the Fund constitution of the Macquarie Income Opportunities Fund (ARSN 102 261 834) (Fund) be amended in accordance with the provisions of the supplemental deed tabled at the meeting and signed or initialled by the chair of the meeting</i></p> <p>(b) <i>Macquarie Investment Management Australia Limited (ABN 55 092 552 611) as the responsible entity of the Fund (Macquarie) be authorised to execute and lodge the supplemental deed with the Australian Securities and Investments Commission, and</i></p> <p>(c) <i>each director and/or company secretary or duly authorised attorney of Macquarie be authorised to do all things which it reasonably considers necessary or incidental to give effect to (a) and (b).</i></p>			
Percentage (if splitting votes)			

*If you mark the ‘Abstain’ box, you are choosing/directing your proxy (as applicable) not to vote on a show of hands or on a poll and your votes will not be counted in computing the required majority.

If you appoint a proxy/s and you mark more than one box on an item, your directions on that item will be invalid unless you also set out the percentage of votes that the proxy should vote under each item you have marked and the percentages add up to 100%. If your directions are invalid, the proxy may vote as he/she thinks fit or abstain from voting.

SIGNATURE OF UNITHOLDER/S – THIS MUST BE COMPLETED (SEE BELOW FOR SIGNING INSTRUCTIONS)

Individuals

.....
Signature

.....
Signature

.....
Name

.....
Name

.....
Address

.....
Address

Company

.....
Signature of Director

.....
Signature of Director/Secretary

.....
Name of Director

.....
Name of Director/Secretary

OR

Executed by:

.....

in accordance with the company's constitution
and the Corporations Act

OR

If being signed under a power of attorney:

Signature of attorney

Witness

Print name

Print name

Signing instructions

You must sign this form as follows in the spaces provided:

- Individual** where the holding is in one name, the holder must sign.
- Joint holding** where the holding is in more than one name, all of the Unitholders must sign.
- Power of Attorney** to sign under Power of Attorney, please attach a **certified photocopy** of the Power of Attorney to this form when you return it. Please contact us should you have any questions.
- Company:** where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate member is to attend the meeting, the appropriate 'Certificate of Appointment of Corporate Representative' (duly signed and completed) (together with a certified copy of any authority under which the certificate is signed) must be sent to Macquarie by **11am (Sydney time) on Tuesday, 3 October 2023** to be valid. A form of the certificate may be obtained from Macquarie on request.

NOTES ON THE NOTICE OF MEETING

1. CHAIR

Subject to the Corporations Act, Macquarie may appoint a person to chair the Meeting. The decision of the chair on any matter relating to the conduct of the Meeting is final.

The chair may adjourn the Meeting for any reason to such place and time as the chair thinks fit.

2. QUORUM

The Meeting must satisfy the quorum requirements of the Corporations Act as modified by the Fund constitution. The relevant quorum requirement is two Unitholders present in person or by proxy together holding at least 10% of all units in the Fund.

If a quorum is not present within 15 minutes after the scheduled time for the Meeting, the Meeting will be adjourned to such place and time as Macquarie decides. At any adjourned meeting, those Unitholders present in person or by proxy regardless of the number of units in the Fund they hold will constitute a quorum.

3. VOTING REQUIREMENTS

For the Resolution to be passed, it must be passed as a special resolution which requires at least 75% of the votes cast by Unitholders entitled to vote on the Resolution being cast in favour of it.

The register of Unitholders as at the close of business (Sydney time) on the business day before the Meeting (the **Eligibility Date**) will be taken as evidence of those Unitholders entitled to vote on the Resolution.

Macquarie will disregard any votes cast by a person who is not entitled to vote because they are not a Unitholder as at the close of business (Sydney time) on the Eligibility Date. No objection may be made to any vote cast unless the objection is made at the Meeting. Any challenge to a person's right to vote may only be made at the Meeting and the chair will determine that person's eligibility. The decision of the chair is final.

A Resolution binds all Unitholders whether or not they were present at the Meeting. If a Unitholder does not receive this document, the Meeting is not invalidated.

4. VOTING ENTITLEMENTS

How much your vote counts at the Meeting will be based on the value of your interest in the Fund as it appears in the Fund's register at close of business (Sydney time) on the Eligibility Date. Macquarie will make a determination of the value of each Unitholder's interest in the Fund in accordance with the Corporations Act.

5. CALCULATION OF VOTING RIGHTS

As the Resolution must be passed as a special resolution, it must be decided on a poll.

On a poll, each Unitholder has one vote for each dollar of the value of the total interests they have in the Fund. The value of an interest in the Fund is the amount that would be paid for the interest under the redemption provisions of the Fund constitution on the Eligibility Date.

6. JOINT UNITHOLDERS

If an interest in the Fund is held jointly and more than one Unitholder votes in respect of that interest, then only the vote of the Unitholder whose name appears first in the register of Unitholders counts.

7. VOTING BY MACQUARIE AND ITS ASSOCIATES

Macquarie will disregard any votes cast by a person who is not entitled to vote because of section 253E of the Corporations Act.

Under section 253E of the Corporations Act, Macquarie and its associates are not entitled to vote their interest on the Resolution at the Meeting if they have an interest in the Resolution or matter other than as a Unitholder. Neither Macquarie nor any of its associates will vote on the Resolution. Macquarie and its associates may, however, vote as proxies for another Unitholder who can vote if the proxy appointment specifies the way they are to vote and they vote that way.

8. VOTING AND PROXIES

Unitholders can cast their vote in either of two ways:

1. by attending the Meeting and voting either in person, by attorney or, in the case of corporate Unitholders (including corporate trustees), by corporate representative; or
2. by appointing a proxy to attend and vote for the Unitholder at the Meeting.

Voting by proxy

Unitholders entitled to attend and cast a vote at the Meeting are entitled to appoint a proxy to attend and vote for the Unitholder at the Meeting. The proxy need not be a Unitholder.

You may appoint your own chosen person as your proxy or the chair as your proxy.

If you return your Proxy Form but do not nominate a proxy, then the chair will be your proxy and will vote on your behalf as you direct on the Proxy Form.

If your nominated representative does not attend the Meeting, your proxy will revert to the chair.

You may appoint one or two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the Unitholder appoints two proxies and the appointment does not specify the proportion or number of the Unitholder's votes each proxy may exercise, then each proxy will be entitled to exercise half of the votes of the Unitholder.

A Proxy Form is attached to this document. To appoint a proxy, please return your Proxy Form (and if relevant, the authority under which the Proxy Form was signed or a certified copy of such authority) to one of the addresses specified in the Notice of Meeting and ensure they are received by Macquarie by **11am (Sydney time) on Tuesday, 3 October 2023**, being the cut-off time for Macquarie to receive a Proxy Form (and if relevant, any relevant authority under which the Proxy Form was signed or a certified copy of such authority). For further information, please refer to the directions set out in the Proxy Form attached to this document.

You may direct your proxy how to vote on the Resolution on your Proxy Form.

If you do not direct your proxy how to vote, they may vote as they see fit including abstaining from voting. If you have appointed the chair as your proxy (or the chair becomes your proxy) and you do not mark the box instructing the chair how to vote in respect of the Resolution, the chair will exercise these votes in favour of the Resolution.

If you cannot attend the Meeting, you are strongly encouraged to appoint a proxy to attend by completing the attached Proxy Form.

Voting by body corporate representative

To vote at the Meeting (other than by proxy), a body corporate that is a Unitholder may appoint a person to act as its representative. The appointment must comply with the requirements of section 253B of the Corporations Act. The representative must provide evidence of his or her appointment, including the original or a certified copy of any authority under which the appointment is signed by no later than **11am (Sydney time) on Tuesday, 3 October 2023**.

9. CONDUCT OF THE MEETING

Macquarie is committed to ensuring that the Meeting is conducted in a manner which provides Unitholders (or their attorneys, corporate representative and proxy holders) who attend the Meeting with the opportunity to participate in the business of the Meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the Meeting or about the Fund generally. Questions relating to administrative issues (such as how to apply for or redeem units in the Fund) will not be answered at the Meeting. However, Macquarie Asset Management Public Investments Client Service will endeavour to provide an answer to the Unitholder after the Meeting.

Macquarie will not allow conduct at the Meeting which is discourteous to those who are present at the Meeting, or which in any way disrupts or interferes with the proper conduct of the Meeting. The chair of the Meeting will exercise their powers as the chair to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending Unitholders.

10. MINUTES

Macquarie will arrange for minutes of the Meeting to be taken and provide Unitholders with the ability to inspect the minutes.

11. PRIVACY

Macquarie may collect personal information in the process of conducting the Meeting. Such information may include the name, contact details and unit holdings of Unitholders and the name of persons appointed by Unitholders to act as a proxy, corporate representative or attorney at the Meeting. This collection is required and authorised by the Corporations Act.

The primary purpose of the collection of the personal information is to assist Macquarie to conduct the Meeting. Personal information of the type described above may be disclosed to print and mail service providers, unit registry providers and related bodies corporate of Macquarie for the purpose of conducting the Meeting. From time to time, Macquarie may also be required to provide this information to a government or regulatory body such as ASIC, the Australian Taxation Office or a law enforcement agency.

The main consequence of not collecting the personal information outlined above would be that Macquarie may be hindered in, or prevented from, conducting the Meeting and/or a Unitholder may be unable to vote on the Resolution as their voting entitlement may not be able to be verified.

Unitholders and persons appointed to act as a proxy, corporate representative or attorney at the Meeting have certain rights to access and/or correct their personal information that has been collected and should contact Macquarie in the first instance if they wish to access and/or correct this information.

Unitholders who appoint a named person to act as their proxy, corporate representative or attorney should ensure that they inform that person of these matters.

The Macquarie Group's privacy policy (available at <https://www.macquarie.com.au/privacy-and-cookies>) contains more information about how personal information is collected, used and disclosed and how you can ask to access or seek correction of it. The Macquarie Group's privacy policy also contains information about how you can make a complaint.

If you would like further information about the Macquarie Group's privacy policies and practices, please contact us at privacy@macquarie.com. Macquarie Group means Macquarie Group Limited and its subsidiaries.

12. FOREIGN UNITHOLDERS

This document complies with disclosure requirements in Australia, which may be different from those in other countries.