

ASX Announcement

6.11.18

Investa Office Fund (ASX:IOF)

Foreign Resident Declaration Form

IOF would like to advise registered IOF Unitholders that there are potential additional implications regarding the tax treatment of the scheme consideration payable to certain foreign registered holders if the trust schemes relating to the proposed acquisition of 100% of IOF are implemented.

Under Australian foreign resident capital gains withholding tax rules, OPG TC II Pty Ltd (ACN 629 426 231) as trustee for the Glencoe Bid Trust and OPG TC I Pty Ltd (ACN 629 426 259) as trustee for the Barnes Bid Trust (together, the **Oxford Acquirer**) are required to assess whether a registered IOF Unitholder (being the legal owner) is a 'relevant foreign resident' as at the Record Date. If the Oxford Acquirer considers, or reasonably believes, that a registered IOF Unitholder as at the Record Date is a 'relevant foreign resident', then unless that IOF Unitholder provides an appropriate declaration regarding its residency or interest, the Oxford Acquirer is required to remit to the Australian Taxation Office, 12.5% of the consideration otherwise payable to the unitholder.

IOF has been informed that the Oxford Acquirer will look at a number of factors in determining whether it considers, or reasonably believes, that a IOF Unitholder will be a 'relevant foreign resident' for the purpose of the Australian foreign resident capital gains withholding tax rules including circumstances in which the IOF Unitholder:

- is classified as a non-resident in the Register or has a non-Australian domicile per the Register;
- has a foreign registered address;
- is not incorporated in Australia; or
- is a corporate unitholder and otherwise has a registered name that leads the Oxford Acquirer to reasonably believe that the corporate IOF Unitholder is not an Australian incorporated corporate entity.

If the Oxford Acquirer considers, or reasonably believes, that you are a 'relevant foreign resident' you should be sent a Relevant Foreign Resident Declaration Form (**Declaration Form**) either together with the Notice of Meeting and Explanatory Memorandum (**Scheme Booklet**) or separately. If you receive a Declaration Form you should ensure that you read it in full and follow the instructions provided on the form. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser.

You must return your signed Declaration Form by 5.00pm (Sydney time) on 2 December 2018 in order to ensure your status is correctly reflected and to prevent 12.5% withholding being deducted from the consideration otherwise payable to you.

Unitholders are advised to read Section 7 of the Scheme Booklet (Taxation Report) which sets out further details on the Australian foreign resident capital gains tax rules and their application to IOF unitholders.

A copy of the Declaration Form and Cover Letter that will be dispatched to IOF Unitholders that the Oxford Acquirer considers, or reasonably believes, to be 'relevant foreign residents' is attached to this release.

IOF Unitholder Information Line

For further information in relation to the Scheme, IOF unitholders can contact the IOF Unitholder Information Line on +61 1300 851 394, between 8:30am and 7:30pm Monday to Friday (Sydney time), or consult their legal, investment or other professional adviser.

End

For further information please contact:

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Fund Manager	Vice Chairman
Investa Office Fund	J.P. Morgan Australia Limited
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M +61 434 561 592	simon.ranson@jpmorgan.com
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For media enquiries please contact:

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About Investa Office Fund

Investa Office Fund (ASX code: IOF) is an externally managed Australian listed real estate investment trust, included in the S&P/ASX 100 index. IOF is governed by the Independent Board of Investa Listed Funds Management Limited as Responsible Entity, and managed by Investa – one of Australia's largest and most highly regarded office managers. IOF has total assets under management of over \$4.3 billion, with 20 investment grade office buildings in core CBD markets across Australia. The Fund receives rental income from more than 400 tenants, including government agencies and blue chip organisations. IOF's strategy is to deliver attractive risk-adjusted returns investing in high quality Australian office buildings, leveraging Investa's fully integrated specialist property sector capabilities to outperform.

**INVESTA OFFICE FUND**

ARMSTRONG JONES OFFICE FUND ARSN 090 242 229

PRIME CREDIT PROPERTY TRUST ARSN 089 849 196

RESPONSIBLE ENTITY:

INVESTA LISTED FUNDS MANAGEMENT LIMITED

ACN 149 175 655 AFSL 401414

All registry communications to:

C/- Link Market Services Limited

Locked Bag A14

Sydney South NSW 1235

Telephone: +61 1300 851 394

Facsimile: +61 2 9287 0303

ASX Code: IOF

Email: investa@linkmarketservices.com.au

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE
ATTENTION**

**IF YOU IGNORE THIS DOCUMENT 12.5% OF THE PROPOSAL CONSIDERATION THAT
WOULD OTHERWISE BE PAYABLE TO YOU FOR YOUR IOF UNITS MAY BE WITHHELD**

Dear IOF Unitholder,

Proposed acquisition of Investa Office Fund – Relevant Foreign Resident Declaration Form

We are writing to you in relation to the proposed acquisition of Investa Office Fund (**IOF**) by OPG TC I Pty Ltd (as trustee of the Barnes Bid Trust) and OPG TC II Pty Ltd (as trustee of the Glencoe Bid Trust) (collectively, the **Acquirer**) (the **Proposed Acquisition**).

Records available to IOF's registrar show that you are the registered holder of IOF Units. Based on these records, the Acquirer considers that you could be a 'relevant foreign resident' for the purpose of Australian foreign resident capital gains withholding rules.

As a result, you are being sent a Relevant Foreign Resident Declaration Form (**Declaration Form**) with this letter, which you need to complete and return if you are eligible to make a relevant declaration.

If the Proposed Acquisition is implemented and you have not returned your Declaration Form, the Acquirer intends to withhold 12.5% of the Proposal Consideration payable to you for your IOF Units.

Purpose of the Declaration Form

The purpose of the Declaration Form is to give you the opportunity to make a declaration and prevent the Acquirer withholding 12.5% of your Proposal Consideration. You should ensure that you read the Declaration Form in full and follow the instructions provided. If you are in doubt about what you should do, you should consult your tax adviser.

Vendor Declarations

The Acquirer does not intend to withhold 12.5% of your Proposal Consideration if you make either of the following declarations and the Acquirer does not know the declaration to be false:

- a) if you are an Australian resident for income tax purposes and will be an Australian resident for income tax purposes for the period from and including the Record Date for the Proposed Acquisition (expected to be Monday 10 December 2018) until and including the Implementation Date for the Proposed Acquisition (expected to be Friday, 14 December 2018), you should place an X in the box next to the first declaration in Section B of the grey-shaded 'VENDOR DECLARATION' section of the Declaration Form (**the Residency Declaration**) and return the signed and completed Declaration Form in accordance with the instructions below; or

- b) if you and your associates (**Associates**) together have not owned 10% or more of IOF's units on issue for any 12 month period during the two years preceding the Implementation Date, you should place an **X** in the box next to the second declaration in Section B of the grey-shaded 'VENDOR DECLARATION' section of the Declaration Form (the **Interest Declaration**) and return the signed and completed Declaration Form in accordance with the instructions below.

The definition of Associate for Australian income tax purposes differs depending on whether you are an individual, a company, a trustee or a partnership. Generally, your Associates will include relatives, partners, trustees and beneficiaries, and related companies.

In the case of joint IOF Unitholders, each holder will be required to provide a declaration. It is acceptable for all joint unitholders to make a declaration on the same form (the details of each joint IOF Unitholder should be provided and each unitholder must sign the declaration form). Alternatively, it would be acceptable for each joint IOF Unitholder to complete a separate Declaration Form.

The Acquirer has been advised that, based on the operation of the foreign resident capital gains withholding rules and the *Power of Attorney Act 2003 (NSW)* (and other state equivalents), the Australian Taxation Office does not accept that an agent acting under a power of attorney can make a vendor declaration for the purposes of the foreign resident capital gains withholding rules. As such, the declaration would need to be signed by the IOF Unitholder in their own right.

If you make a false or misleading declaration you may be liable to pay a penalty. If you are in any doubt about whether you can make one of the above declarations (for example, if you are unsure who your Associates are), you should consult your tax adviser before completing and returning your Declaration Form.

Returning your Declaration Form

Please return the Declaration Form by following the instructions as set out on the form. **If you do not return your signed Declaration Form by 5.00pm (Sydney time) on Sunday, 2 December 2018, or if you return the Declaration Form unsigned or incorrectly completed, or if you return the Declaration Form without ticking the box next to either the Residency Declaration or the Interest Declaration (summarised above), the Acquirer intends to withhold 12.5% of your Proposal Consideration.**

The Acquirer must pay any amount withheld to the Australian Commissioner of Taxation as an estimate of your Australian income tax liability in respect of the disposal of your IOF Units. You may be entitled to a credit or a refund of the amount withheld. Any credit will be applied to your income tax liability once you have lodged your Australian income tax return.

Additional Information

Further information in relation to the Australian foreign resident capital gains withholding rules is set out in Section 7 (*Taxation Report*) of the Explanatory Memorandum. Further information on the factors the Acquirer considers in determining whether it considers that an IOF Unitholder will be a 'relevant foreign resident' for the purpose of the Australian foreign resident capital gains withholding rules is set out in Section 1 (*Key Questions*) of that Explanatory Memorandum.

If you have any questions about this letter or the Declaration Form, or you would like an additional copy of the form, please contact the IOF Unitholder Information Line on 1300 851 394 (within Australia) or +61 1300 851 394 (outside Australia), Monday to Friday between 8.30am and 5.30pm (Sydney time).

Yours sincerely,



Richard Longes
Non Exec. Chairman

**INVESTA OFFICE FUND**

ARMSTRONG JONES OFFICE FUND ARSN 090 242 229

PRIME CREDIT PROPERTY TRUST ARSN 089 849 196

RESPONSIBLE ENTITY:

INVESTA LISTED FUNDS MANAGEMENT LIMITED

ACN 149 175 655 AFSL 401414

All registry communications to:

C/- Link Market Services Limited

Locked Bag A14

Sydney South NSW 1235

Telephone: +61 1300 851 394

Facsimile: +61 2 9287 0303

ASX Code: IOF

Email: investa@linkmarketservices.com.au

MR SAM SAMPLE FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

**X99999999999****Relevant Foreign Resident Declaration Form****Refer to Section 9 (Glossary) of the Explanatory Memorandum for defined terms used in this form.**

You have received this form as OPG TC I Pty Ltd (as trustee of the Barnes Bid Trust) and OPG TC II Pty Ltd (as trustee of the Glencoe Bid Trust) (collectively, the **Acquirer**), the proposed purchasers of the Investa Office Fund (**IOF**) Units, consider that you could be a 'relevant foreign resident' for the purposes of Australia's foreign resident capital gains withholding rules based on your details recorded in the IOF Register. For more information about Australia's foreign resident capital gains withholding rules, please refer to Question 38 in the Q&A and Section 7 of the Explanatory Memorandum.

Unless you complete the declaration form on the back of this page and return this to the Acquirer (care of IOF's security registrar, Link Market Services Limited) on or before 5.00pm (Sydney time) on Sunday, 2 December 2018, the Acquirer intends to withhold and remit 12.5% of the Proposal Consideration otherwise payable to you, to the Commissioner of Taxation.

You may provide the declaration if:

- You are and will be an Australian tax resident; or
- Your IOF Units are not indirect Australian real property interests.

Please note that it is an offence to make a false or misleading declaration if you make the declaration knowingly, recklessly or with a failure to take reasonable care.

If you intend to provide a declaration, please complete the form on the back of this page (including signing and dating the form in the spaces provided) and return the form via the following options:

By return post:	By Fax:	By email:
OPG TC I Pty Ltd (as trustee of the Barnes Bid Trust) and OPG TC II Pty Ltd (as trustee of the Glencoe Bid Trust) c/o Link Market Services Limited Locked Bag A14 Sydney South, NSW, 1235 Australia	+61 2 9287 0303	investa@linkmarketservices.com.au

If you intend to return the form by fax or email, you must ensure that the fax or email (as applicable) is addressed to OPG TC I Pty Ltd (as trustee of the Barnes Bid Trust) and OPG TC II Pty Ltd (as trustee of the Glencoe Bid Trust) c/o Link Market Services Limited.

If you are in doubt as to what you should do, including if you are eligible to make the residency or interest declaration below, you should consult an independent and appropriately-licensed professional adviser without delay.

Turn over to complete the form.

VENDOR DECLARATION - ACTION REQUIRED BY IOF UNITHOLDER

All parts of Section A and B must be completed

A

IOF Unitholder Details

Where a choice is required, mark the box with an 'X'

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☐

Individual 1:

Provide date of birth

Date ____/____/____

☐

Individual 2:

Provide date of birth

Date ____/____/____

☐

Individual 3:

Provide date of birth

Date ____/____/____

☐

Company:

Provide Australian Business Number (ABN) or
Australian Company Number (ACN) (insert N/A if not applicable)

☐☐☐☐☐☐☐☐☐☐☐

IOF Unitholder contact details:

Email address of the IOF Unitholder

Phone number of the IOF Unitholder (including area code)

B

Vendor Declaration

If you wish to make a declaration, please select one declaration only by placing an **X** in the applicable box below. You are only required to make one of the declarations below, so if either declaration is applicable, please just choose one.

☐

The IOF Unitholder named overleaf is, and will be an Australian tax resident, for the period from and including the Record Date until and including the Implementation Date (**residency declaration**).

or

☐

The IOF Units held by the IOF Unitholder named overleaf are not indirect Australian real property interests for the period from and including the Record Date until and including the Implementation Date (**interest declaration**).

Please note that it is an offence to make a false or misleading declaration if you make the declaration knowingly, recklessly or with a failure to take reasonable care.

SIGNATURE – THIS MUST BE COMPLETED

I declare as the IOF Unitholder named overleaf (or authorised officer of the IOF Unitholder named overleaf) that the information contained in this form is true and correct.

Name: Unitholder 1

Signature

Name: Joint Unitholder 2 (if applicable)

Signature

Name: Joint Unitholder 3 (if applicable)

Signature

Date ____/____/____

Date ____/____/____

Date ____/____/____

Signing Instructions: This form should be signed by the IOF Unitholder. If a joint holding exists, all joint IOF Unitholders are required to provide a declaration. Each joint IOF Unitholder can make a declaration on this form (the details of each joint unitholder should be provided and each joint IOF Unitholder must sign the declaration) or each joint IOF Unitholder can provide separate declaration forms. The Acquirer has been advised that the Australian Taxation Office does not accept that an agent acting under a power of attorney can make a vendor declaration for the purpose of the foreign resident capital gains withholding rules so the declaration needs to be signed by the IOF Unitholder in their own right. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth) (or for New Zealand companies, the *Companies Act 1993*).

Personal Information Collection Notification Statement: Link Group advises that personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by Link Group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. Some or all of your personal information may be disclosed to contracted third parties, or related Link Group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about our personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.