

Greenwoods & Freehills

The Directors
Man Series 5 OM-IP 220 Limited
Bermuda House
Tutakimoa Road
Rarotonga
COOK ISLANDS

2 April 2009

Dear Directors

Man Series 5 OM-IP 220 Limited

This report has been prepared for inclusion in an information package concerning redeemable shares (the **Shares**) in Man Series 5 OM-IP 220 Limited (the **Company**).

The report outlines the Australian income tax consequences arising from the two options available for shareholders in respect of their Shares, as outlined in section 1. The report is general in nature, and only applies to those shareholders who subscribed for Shares in the Company pursuant to the Prospectus dated 25 October 2000 and for whom the Shares are held as capital assets. The report is not applicable in circumstances where the Shares are held by shareholders as trading stock or revenue assets.

The report is based upon the provisions of the *Income Tax Assessment Act 1936* and the *Income Tax Assessment Act 1997* (collectively, **the Act**) and Australian Taxation Office (ATO) rulings and determinations applicable as at the date of this report.

The representatives of Greenwoods & Freehills Pty Limited involved in preparing this report are not licensed to provide financial product advice in relation to dealing in securities. Shareholders should consider seeking advice from a suitably qualified Australian Financial Services License holder before making any decision. Shareholders should also note that taxation is only one of the matters that needs to be considered when making a decision in respect of their Shares, and should satisfy themselves of possible consequences by consulting their own professional tax advisers.

Background

We have based our report on the following facts:

- (1) The Company was incorporated in the Cook Islands on 4 October 2000.
- (2) Shareholders were invited to subscribe for Shares for A\$1.00 per Share.
- (3) The Shares are due to be redeemed by the Company on 30 June 2009.
- (4) The Company has outlined two options that are available to shareholders in respect of their Shares:

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Greenwoods & Freehills Pty Limited ABN 60 003 146 352

Option 1: Allow for some or all of their Shares to mature on 30 June 2009, in which case the Company will declare a dividend equal to the amount by which the net asset value (NAV) per Share as at 30 June 2009 exceeds A\$1.00 (if any).

The Company will redeem the Shares for A\$1.00 per Share where the NAV as at 30 June 2009 is equal to or greater than A\$1.00. If the NAV per Share as at 30 June 2009 is less than A\$1.00, the Company will redeem each Share for its NAV.

A payment will only be made by Westpac to shareholders pursuant to the Westpac Guarantee to the extent that the NAV per Share is less than the total Westpac Capital Guarantee and Westpac Rising Guarantee as at 30 June 2009.

Option 2: Sell some or all of their Shares to Man Investments Australia Limited (MIA) for the NAV per Share as at 30 May 2009.

Option 1 - Redemption

The amount of any dividend paid by the Company to shareholders will generally be assessable income of shareholders as an unfranked dividend. If a shareholder has previously included attributable income under the foreign investment fund (FIF) rules in respect of the Shares, the amount of the dividend included in their assessable income should be reduced.

If the Shares are redeemed for A\$1.00 per Share, being the amount shareholders paid to initially subscribe for their Shares, no gain or loss should generally arise in respect of the redemption.

If the Shares are redeemed for less than A\$1.00 per Share, then a capital loss should generally arise for shareholders.

If a payment is made by Westpac under the Guarantee, a capital gain should arise for shareholders equal to the payment received. This capital gain should be offset (either in full or in part) by any capital loss arising in respect of the redemption of the Shares.

Option 2 – Sale to MIA

If a shareholder disposes of some or all of their Shares to MIA, this will prima facie give rise to a capital gains tax (CGT) event for shareholders. Upon disposal, shareholders will:

- make a capital gain if the capital proceeds received for their Shares are greater than the cost base of their Shares; or
- make a capital loss if the reduced cost base of their Shares is greater than the capital proceeds received for their Shares.

The capital proceeds will generally be equal to the consideration received from MIA for the disposal of the Shares, which will be equal to the NAV per Share as at 30 May 2009. The cost base and reduced cost base of the Shares will generally be A\$1.00 per Share plus certain related costs of acquisition or disposal.

If the Shares are held for 12 months or more, individuals and trusts should be entitled to a CGT discount of 50% of the prima facie capital gain and complying superannuation entities should be entitled to a CGT discount of 33.33% of the prima facie capital gain. Companies are not entitled to a CGT discount.

Capital losses can only be offset against capital gains (before any available CGT discount) derived by a shareholder in the same income year or subsequent income years.

In the event that the FIF rules have applied to Shares, then, broadly, to the extent that any capital proceeds derived by a shareholder upon the disposal of Shares represents an amount which has already been attributed but not distributed to the shareholder, the capital proceeds will be reduced by that amount.

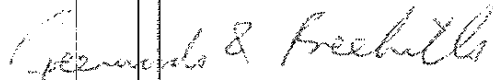
As no payment is to be made by Westpac under the Guarantee under Option 2, no income tax consequences should arise for shareholders in respect of the Guarantee.

Part IVA

Part IVA of the Act contains the general anti-avoidance provisions which, in general terms, may apply where a taxpayer obtains a "tax benefit" as a consequence of entering into a scheme and the dominant purpose of one or more parties to the scheme (or a part of the scheme) was to secure a tax benefit. A tax benefit would be, for example, the making of a "discounted capital gain" in substitution for an amount of income which might reasonably have been expected to be included in the taxpayer's assessable income.

The application of Part IVA will depend upon the particular circumstances of the shareholder. Accordingly, shareholders should seek professional advice in relation to the application of Part IVA to their particular circumstances.

Yours faithfully



Greenwoods & Freehills Pty Limited