

NESS Super

Deed of Amendment

by

NESS Super Pty Ltd
ABN 28 003 156 812

Mercer Legal Pty Ltd
ABN 11 091 577 632

MERCER LEGAL

THIS AMENDING DEED is made the 23rd day of April 2014

BY: **NESS SUPER PTY LTD** ABN 28 003 156 812 of Level 3, 28 Burwood Road, Burwood, New South Wales ("Trustee")

RECITALS:

- A. NESS Super ("Scheme") was established by deed dated 8 October 1987 (which deed as amended from time to time is referred to in this Deed of Amendment as the "Trust Deed").
- B. Clause 1.15 of the Trust Deed provides that the Trustee may, subject to certain conditions, amend, add to, revoke or replace all or any of the provisions of the Trust Deed from a date specified in the amending deed, or if no effective date is specified, from the date the amending deed is executed.
- C. The Trustee has decided to amend the Trust Deed to allow for a public offer category of membership.
- D. The Trustee is satisfied that the conditions in clause 1.15 have been complied with.

OPERATIVE PROVISIONS:


With effect from 28 April 2014, the Trust Deed is amended in the manner set out below.

- 1. The following new definitions are inserted into Clause 1.1.1 in the correct alphabetical order:
 - ““Category F Member” means a Member who is classified as a Category F Member by the Trustee.
 - “Category G Member” means a Member who is classified as a Category G Member by the Trustee.”
- 2. Clause 1.11.1 is amended by inserting the following new sub-clause (c):
 - “(c) Any other person, in the Trustee’s absolute discretion, who is permitted by Relevant Law to become a Category G Member of this Scheme:
 - (i) from the date the Trustee accepts the person’s application for membership, in such form as the Trustee may determine; or
 - (ii) where no application for membership is received, from any other (earlier or later) date agreed by the person and the Trustee or as otherwise determined by the Trustee.”
- 3. Inserting a new Part 7 into the Trust Deed, as set out in Appendix A to this Deed of Amendment.

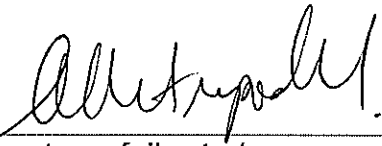
EXECUTED AS A DEED

EXECUTED by **NESS SUPER PTY LTD**
ABN 28 003 156 812 in accordance with
Section 127 of the *Corporations Act 2001* in
the presence of:

)
)
)
)



Signature of director



Signature of director/company secretary
(Please delete as applicable)

Anthony GLOSSOP

Name of director (print)

ANGELINA MASTROIANNI

Name of director/company secretary
(print)

"PART 7

CATEGORY G MEMBERS: PERSONAL SUPERANNUATION CATEGORY

7.1 MEMBERSHIP

7.1.1 General

A person may become a Category G Member if the Trustee agrees and the Relevant Law permits.

7.2 MEMBER CONTRIBUTIONS

7.2.1 A Category G Member may contribute in accordance with the Member's application or as otherwise agreed with the Trustee from time to time.

7.2.2 The Trustee may accept contributions from any person in respect of a Category G Member in accordance with the Relevant Law.

7.3 BENEFITS

7.3.1 Ceasing employment

(a) On ceasing employment a Member shall be entitled to a lump sum benefit equal to the Member's Total Account Balance.

(b) A Member who receives a benefit under clause 7.3.1(a) is not entitled to any benefit under Clauses 7.3.2 or 7.3.4.

7.3.2 Death

If a Member dies, the Member shall be entitled to a lump sum benefit equal to:

(a) the Member's Total Account Balance; plus

(b) any amount of Group Life Insurance paid to this Scheme by an insurer on the death of the Member.

7.3.3 Total and Temporary Disablement – Salary Continuance Benefit

A Member who is Totally and Temporarily Disabled is entitled to the proceeds of the insurance policy, if any, paid to the Trustee in respect of the Member's Total and Temporary Disablement.

7.3.4 Total and Permanent Disablement Benefit

In the event of a Member becoming Totally and Permanently Disabled (proved to the satisfaction of the Trustee) there shall be payable to the Member a lump sum benefit equal to:

(c) the Member's Total Account Balance; plus

(d) any amount of Group Life Insurance paid to this Scheme by an insurer on the Total and Permanent Disablement of the Member."