



Deed of Amendment (No.1) of Trust Deed of First Super

ABN: 56 286 625 181
RSE: R1067385

First Super Pty Limited
ABN: 42 053 498 472

(Trustee)

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Deed of Amendment (No.1) of Trust Deed of First Super

This Deed is made as a deed poll on:

25th JUNE

2013

By:

First Super Pty Limited

ABN 42 053 498 472

of Level 3, 192-200 Arden Street, North Melbourne, Victoria 3051

(Trustee)

Introduction:

- A. First Super (ABN 56 286 625 181; RSE R1067385) (**Fund or First Super**) is an indefinitely continuing superannuation fund that is registered with APRA as a registered superannuation entity and regulated under the SIS Act.
- B. The Trustee is the trustee of the Fund.
- C. As at the date of this Deed, the governing rules of the Fund are contained in a Trust Deed dated 11 December 2012 (**Current Trust Deed**).
- D. Clause 50 of the Current Trust Deed confers on the Trustee the power to, by deed, amend, add to, vary or rescind any provision of the Current Trust Deed provided that, unless the Law permits or the Members of the Fund consent, no amendment may be made or become effective that would adversely affect, or has the potential to adversely affect, the right or claim to accrued benefits, or the amount of those accrued benefits of any Member.
- E. In accordance with clause 50 of the Trust Deed, the Trustee now amends the Trust Deed by this Deed of Amendment (No. 1) (**Amendment Deed**) to expressly refer to the Trustee's powers, duties, rights and obligations to manage the consolidation of Members' Benefits in accordance with changes to the Law that have or will come into operation since the date of the Current Trust Deed.
- F. The Trustee intends, considers and records, for the avoidance of doubt, that the Trustee's execution of the Amendment Deed:
 - 1. complies with the amendment power contained in clause 50 of the Current Trust Deed;
 - 2. complies with the Law, including section 60 of the SIS Act and regulations 4.05 and 13.16 of the SIS Regulations;
 - 3. will not resetttle or create a resettlement of the Fund as constituted and governed by the Current Trust Deed immediately prior to the Trustee's execution of this Amendment Deed.
- G. The Current Trust Deed as amended by the Amendment Deed constitutes the governing rules of the Fund on and from the date of this Amendment Deed.

This Deed Witnesses:

1. Definitions

Unless the subject matter or context requires otherwise, in this Amendment Deed, including the Introduction to this Amendment Deed, a word, term or phrase used in this Amendment Deed that is defined in the Current Trust Deed has the same meaning as in the Current Trust Deed unless otherwise defined in this Amendment Deed.

2. Interpretation

Clause 2 of the Current Trust Deed applies to this Amendment Deed.

3. Inconsistency

If there is an inconsistency between this Amendment Deed and the Current Trust Deed, the provision(s) of this Amendment Deed will prevail over those of the Current Trust Deed to the extent of the inconsistency.

4. Amendments to the Current Trust Deed

4.1 Power to Amend

The Trustee exercises its rights under clause 50 of the Current Trust Deed in amending the Current Trust Deed in the manner contained in this Amendment Deed.

4.2 Amendments

The Current Trust Deed is amended in the following manner:

- (a) a new clause 47(c) is inserted after clause 47(b) as follows:

"For the avoidance of doubt, the Trustee must consolidate a Member's Accounts if required to do so by the Law and in so doing the Trustee may exercise any discretion that the Law requires the Trustee to exercise as to whether or not to consolidate. The Trustee will be indemnified pursuant to clause 18 accordingly."; and

- (b) existing clause 46.2 (but not the heading) is renumbered as clause 46.2(a) and a new clause 46.2(b) is inserted after renumbered clause 46.2(a) as follows:

"For the avoidance of doubt, the Trustee must transfer a Transferred Amount to any Approved Superannuation Entity in which the Member is or will be a participant or eligible to participate if required to do so by the Law and in so doing the Trustee may exercise any discretion that the Law requires the Trustee to exercise as to whether or not to transfer. The Trustee will be indemnified pursuant to clause 18 accordingly."

4.3 Effective Date

The amendments made to the Current Trust Deed by this Amendment Deed operate on and from the date of this Amendment Deed.

5. General

5.1 Governing Law

This Deed is governed by the laws of the State of Victoria.

5.2 Jurisdiction

The Trustee irrevocably submits to the non-exclusive jurisdiction of the courts of Victoria.

Executed by the Trustee as a deed:

Executed by First Super Pty Limited (ABN)
42 053 498 472) as trustee of First Super in)
accordance with Section 127 of the)
Corporations Act 2001 (Cth) by:)



Director



Director/Secretary

Allan STEWART

Name (please print)

LISA MARTY

Name (please print)