

# **ACT Super Management Pty Limited**

ABN: 29 073 947 690 002

AFSL No: 245387

RSE Licence No: L0003131

Level 1, 24 Brisbane Avenue  
Canberra ACT 2600  
Australia

GPO Box 9986  
Canberra ACT 2601  
Telephone: (02) 6222 1400  
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8 July 2010

Dear Member

## **Change of Responsible Entity for Astarra Schemes**

Attached are very important documents relating to the future of any unitholdings you have in nine Astarra registered Funds. These documents are:

- Notices of Meeting;
- accompanying Explanatory Memorandum; and
- a Proxy Form,

relating to the consecutive Meetings (10.00 am, Friday 30 July 2010) of the Members of each of the Funds to consider Resolutions to remove TRIO Capital Limited (formerly Astarra Capital Ltd) (In Liquidation) ('**TRIO**') as responsible entity of each of the Funds and appoint The Trust Company (RE Services) Limited (formerly known as Permanent Investment Management Limited) ('**The Trust Company (RE Services)**') as the new responsible entity of each of the Funds. The attached documents are relevant for you if you have a unit holding in any of the Funds. The Trust Company (RE Services) is a wholly owned subsidiary of The Trust Company Limited ('**The Trust Company**'), and is a well known and respected professional trustee and responsible entity, currently acting for 39 registered and unregistered managed investment schemes. The Trust Company (RE Services) has acted as a responsible entity of its own internally managed schemes and of externally managed schemes since the introduction of the Managed Investments Act in July 1998.

Some of the key reasons why ACT Super Management Pty Limited ('**ACT Super**') has approached The Trust Company (RE Services) to take over the position of responsible entity of each of the Funds include:

1. TRIO is in liquidation;
2. Lower fees and costs than currently charged - The Trust Company (RE Services) is not entitled to the additional remuneration currently payable to the administrators of TRIO;
3. Increased flexibility;
4. Professional RE - The Trust Company Group has over 120 years' of experience in acting as a professional trustee; and
5. No impact on Members' rights - the change of the responsible entity does not impact on a Member's rights including the right to replace the responsible entity in the future.

Each of the points above are explained further in the attached Explanatory Memorandum.

**It is important that you have your say - we urge you to read the attached documents and to cast your vote, either in person OR BY completing and returning the enclosed PROXY FORM.**

# **ACT Super Management Pty Limited**

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Each Resolution to remove TRIO and appoint The Trust Company (RE Services) as responsible entity of a Fund will only be passed where at least 50% of the total votes that may be cast by Members of that Fund entitled to vote on that Resolution, are voted in favour of that Resolution.

**So, please, vote either at the Meeting(s) at the Wesley Conference Centre on 30 July 2010 or beforehand by proxy.**

If you have any questions in relation to this proposal please call ACT Super on (02) 6041 9329.

Yours Sincerely



Mike Hill  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010



Shane O'Keeffe  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010

## **Notices of Meeting and Explanatory Memorandum**

Astarra Australian Equities Pool (ARSN 092 301 347)

Astarra Balanced Fund (ARSN 092 301 132)

Astarra Cash Pool (ARSN 092 297 615)

Astarra Conservative Fund (ARSN 092 298 130)

Astarra Diversified Fixed Interest Pool (ARSN 092 295 773)

Astarra Growth Fund (ARSN 092 298 005)

Astarra Capital Protected Pool (ARSN 092 297 802)

MY Growth Plan (ARSN 127 205 387)

MY Income Plan (ARSN 127 205 476)

**THIS IS AN IMPORTANT DOCUMENT**

PLEASE READ THE INFORMATION IN THIS DOCUMENT CAREFULLY AND IN ITS ENTIRETY. IF YOU ARE IN ANY DOUBT ABOUT THE RESOLUTIONS OR THE ACTION TO BE TAKEN, YOU SHOULD SEEK YOUR OWN FINANCIAL OR OTHER PROFESSIONAL ADVICE WITHOUT DELAY.

## Important Notices

This document has been prepared and is issued by the Requisitioning Member's Agent for each Fund, in respect of the Resolutions for a change in the responsible entity of each of the Funds, save for the statements for which The Trust Company Limited and or The Trust Company (RE Services) Limited have taken responsibility. To the maximum extent permitted by law, the Requisitioning Member, the Requisitioning Member's Agent, and any entity or person associated with it do not represent or warrant the completeness or accuracy of the information contained in this document, and no responsibility or liability will be accepted by it for any loss or damage howsoever arising which results in an action or omission in reliance in whole or part on such information. Neither The Trust Company Limited nor The Trust Company (RE Services) Limited have issued this document. However, The Trust Company Limited and The Trust Company (RE Services) Limited have given their consent to the inclusion in this document of statements made about The Trust Company Limited and The Trust Company (RE Services) Limited in, and to take responsibility for, the following parts of the Explanatory Memorandum:

- (a) Section 1(h);
- (b) The opening paragraph of section 2, and sections 2(c) (first sentence) and 2(d);
- (c) Section 3;
- (d) Sections 4.3 and 4.4; and
- (e) Section 5.

To the maximum extent permitted by law, each of The Trust Company Limited, The Trust Company (RE Services) Limited and any entity or person associated with them do not represent or warrant the completeness or accuracy of the information contained in this document, and will not accept responsibility or liability for any loss or damage howsoever arising which results in an action or omission in reliance in whole or part on such information.

**No investment advice.** The information in this document (comprising of the document in its entirety) does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position or particular needs. It is important that you read this document in its entirety before making a decision on how to vote on the Resolutions. If you are in any doubt in relation to this matter, you should consult your financial or other professional adviser.

**Defined terms.** Capitalised terms used in this document are defined in section 9 of the accompanying Explanatory Memorandum.

**Notice to Members in jurisdictions other than Australia.** This document was prepared with a view to compliance with Australian disclosure requirements. These disclosure requirements may be different from those applicable in other jurisdictions. Members who are subject to taxation within or outside Australia should consult their tax adviser as to the applicable tax consequences of the Resolutions.

**Privacy.** The responsible entity, the Requisitioning Member or the Requisitioning Member's Agent may collect personal information in the process of implementing the Resolutions. Such information may include the name, contact details and unit holdings of Members and the name of persons appointed by those persons to act as a proxy, corporate representative or attorney at the Meeting(s) to be held to vote on the Resolutions. The primary purpose of the collection of personal information by the responsible entity, the Requisitioning Member or the Requisitioning Member's Agent is to assist the Requisitioning Member's Agent to convene the Meeting(s). Personal information of the type described above may be disclosed to the unit registrar, print and mail service providers and related bodies corporate of the responsible entity, the Requisitioning Member or the Requisitioning Member's Agent. Further, personal information collected by the responsible entity, the Requisitioning Member or the Requisitioning Member's Agent will be made available to The Trust Company (RE Services) if it becomes responsible entity of the Funds. Members have certain rights to access personal information that has been collected. Members should contact the responsible entity in the first instance if they wish to access their personal information. Members who appoint a named person to act as their proxy, corporate representative or attorney should ensure that they inform that person of these matters.

## Notices of Meeting and Explanatory Memorandum

Astarra Australian Equities Pool (ARSN 092 301 347)

Astarra Balanced Fund (ARSN 092 301 132)

Astarra Cash Pool (ARSN 092 297 615)

Astarra Conservative Fund (ARSN 092 298 130)

Astarra Diversified Fixed Interest Pool (ARSN 092 295 773)

Astarra Growth Fund (ARSN 092 298 005)

Astarra Capital Protected Pool (ARSN 092 297 802)

MY Growth Plan (ARSN 127 205 387)

MY Income Plan (ARSN 127 205 476)

1. What is this document?

This document dated 8 July 2010 provides important information in relation to the consecutive meetings of Members of each of the Funds which will be held at the Wesley Conference Centre, commencing at 10.00 am AEST on 30 July 2010 ('**Meeting**').

All information in this document forms part of the Notice(s) of Meeting. The current responsible entity of the Fund is TRIO Capital Limited (In Liquidation) (ABN 33 001 277 256, AFSL 238000) ('**TRIO**'). This document is not issued by TRIO.

2. What is the purpose of the Meeting(s)?

Each Meeting has been called by ACT Super Management Pty Limited (ABN 29 073 947 690) ('**ACT Super**') as agent of National Australia Trustees Ltd (ABN 80 007 350 405) ('**NATL**') for the purpose of removing TRIO as responsible entity of each of the Funds and appointing The Trust Company (RE Services) Limited (ABN 45 003 278 831, AFSL 235150) (formerly known as Permanent Investment Management Limited) ('**The Trust Company (RE Services)**') as the responsible entity of each of the Funds. If the Resolutions are passed, as TRIO also provides investment management services to many of the Funds but will no longer be able to perform this service, a related party of The Trust Company (RE Services) will take over the management of the assets of each of the Funds.

3. What is the recommendation for the Meeting(s)?

The Requisitioning Member's Agent recommends that you vote "**FOR**" the Resolutions.

4. Who is paying for each of the Meetings?

The cost of calling and conducting the Meeting(s) will be met by the Requisitioning Member's Agent. The Requisitioning Member's Agent is not charging the Fund, nor any Member of the Fund, any fee or expense whatsoever to call and conduct the Meeting(s).

5. Action required of Members?

**Step 1:** Read this document in its entirety.

**Step 2:** If you have any questions about this document or the Meeting(s), please contact ACT Super on +61 2 6041 9329. If you are in any doubt on how to vote on the Resolutions or the action to be taken, please seek

your own financial or other professional advice without delay.

**Step 3:**

Vote on the Resolutions either by attending the Meeting(s) or by completing and returning the enclosed Proxy Form **prior to 5.00 pm AEST on 28 July 2010** by any of:

**HAND to:** McGrathNicol, Level 1, 24 Brisbane Avenue, Canberra ACT

**MAIL to:** ACT Super Management Pty Limited, GPO Box 9986, Canberra ACT 2601

**EMAIL to:** [actsuper@mcgrathnicol.com](mailto:actsuper@mcgrathnicol.com)

**FAX to:** Within Australia: (02) 6222 1499

Outside Australia: +61 2 6222 1499

## Notice of Meeting

**Astarra Australian Equities Pool**

**ARSN 092 301 347**

NOTICE IS GIVEN pursuant to section 252D of the Corporations Act 2001 (Cth) that a meeting of Members of the Astarra Australian Equities Pool ARSN 092 301 347 will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the extraordinary resolutions in this notice.

Time: **10.00 am AEST**

Date: **Friday 30 July 2010**

Place: **Wesley Conference Centre**

Address: **220 Pitt Street, Sydney NSW 2000 AUSTRALIA**

**The business of the meeting is:**

### **Resolution 1 - Removal of the responsible entity**

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, subject to Resolution 2 being passed, TRIO Capital Limited (In Liquidation) ABN 33 001 277 256 be removed as responsible entity of Astarra Australian Equities Pool ARSN 092 301 347 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

### **Resolution 2 - Appointment of new responsible entity**

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, conditional on Resolution 1 being passed and subject to The Trust Company (RE Services) Limited ABN 45 003 278 831 giving its consent, The Trust Company (RE Services) Limited be appointed as responsible entity of Astarra Australian Equities Pool ARSN 092 301 347 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

By order of the Requisitioning Member's Agent



Mike Hill  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010



Shane O'Keeffe  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010

## Notice of Meeting

### Astarra Balanced Fund

ARSN 092 301 132

NOTICE IS GIVEN pursuant to section 252D of the Corporations Act 2001 (Cth) that a meeting of Members of the Astarra Balanced Fund ARSN 092 301 132 will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the extraordinary resolutions in this notice.

Time: **10.00 am AEST**

Date: **Friday 30 July 2010**

Place: **Wesley Conference Centre**

Address: **220 Pitt Street, Sydney NSW 2000 AUSTRALIA**

#### The business of the meeting is:

##### Resolution 1 - Removal of the responsible entity

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, subject to Resolution 2 being passed, TRIO Capital Limited (In Liquidation) ABN 33 001 277 256 be removed as responsible entity of Astarra Balanced Fund ARSN 092 301 132 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

##### Resolution 2 - Appointment of new responsible entity

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, conditional on Resolution 1 being passed and subject to The Trust Company (RE Services) Limited ABN 45 003 278 831 giving its consent, The Trust Company (RE Services) Limited be appointed as responsible entity of Astarra Balanced Fund ARSN 092 301 132 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

By order of the Requisitioning Member's Agent



Mike Hill  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010



Shane O'Keeffe  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010

## Notice of Meeting

**Astarra Cash Pool**

**ARSN 092 297 615**

NOTICE IS GIVEN pursuant to section 252D of the Corporations Act 2001 (Cth) that a meeting of Members of the Astarra Cash Pool ARSN 092 297 615 will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the extraordinary resolutions in this notice.

Time: **10.00 am AEST**

Date: **Friday 30 July 2010**

Place: **Wesley Conference Centre**

Address: **220 Pitt Street, Sydney NSW 2000 AUSTRALIA**

**The business of the meeting is:**

### **Resolution 1 - Removal of the responsible entity**

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, subject to Resolution 2 being passed, TRIO Capital Limited (In Liquidation) ABN 33 001 277 256 be removed as responsible entity of Astarra Cash Pool ARSN 092 297 615 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

### **Resolution 2 - Appointment of new responsible entity**

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, conditional on Resolution 1 being passed and subject to The Trust Company (RE Services) Limited ABN 45 003 278 831 giving its consent, The Trust Company (RE Services) Limited be appointed as responsible entity of Astarra Cash Pool ARSN 092 297 615 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

By order of the Requisitioning Member's Agent



Mike Hill  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010



Shane O'Keeffe  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010

## Notice of Meeting

**Astarra Conservative Fund**

**ARSN 092 298 130**

NOTICE IS GIVEN pursuant to section 252D of the Corporations Act 2001 (Cth) that a meeting of Members of the Astarra Conservative Fund ARSN 092 298 130 will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the extraordinary resolutions in this notice.

Time: **10.00 am AEST**

Date: **Friday 30 July 2010**

Place: **Wesley Conference Centre**

Address: **220 Pitt Street, Sydney NSW 2000 AUSTRALIA**

**The business of the meeting is:**

### **Resolution 1 - Removal of the responsible entity**

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, subject to Resolution 2 being passed, TRIO Capital Limited (In Liquidation) ABN 33 001 277 256 be removed as responsible entity of Astarra Conservative Fund ARSN 092 298 130 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

### **Resolution 2 - Appointment of new responsible entity**

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, conditional on Resolution 1 being passed and subject to The Trust Company (RE Services) Limited ABN 45 003 278 831 giving its consent, The Trust Company (RE Services) Limited be appointed as responsible entity of Astarra Conservative Fund ARSN 092 298 130 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

By order of the Requisitioning Member's Agent



Mike Hill  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010



Shane O'Keeffe  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010

## Notice of Meeting

### Astarra Diversified Fixed Interest Pool

ARSN 092 295 773

NOTICE IS GIVEN pursuant to section 252D of the Corporations Act 2001 (Cth) that a meeting of Members of the Astarra Diversified Fixed Interest Pool ARSN 092 295 773 will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the extraordinary resolutions in this notice.

Time: **10.00 am AEST**

Date: **Friday 30 July 2010**

Place: **Wesley Conference Centre**

Address: **220 Pitt Street, Sydney NSW 2000 AUSTRALIA**

#### The business of the meeting is:

##### Resolution 1 - Removal of the responsible entity

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, subject to Resolution 2 being passed, TRIO Capital Limited (In Liquidation) ABN 33 001 277 256 be removed as responsible entity of Astarra Diversified Fixed Interest Pool ARSN 092 295 773 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

##### Resolution 2 - Appointment of new responsible entity

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, conditional on Resolution 1 being passed and subject to The Trust Company (RE Services) Limited ABN 45 003 278 831 giving its consent, The Trust Company (RE Services) Limited be appointed as responsible entity of Astarra Diversified Fixed Interest Pool ARSN 092 295 773 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

By order of the Requisitioning Member's Agent



Mike Hill  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010



Shane O'Keeffe  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010

## Notice of Meeting

### Astarra Growth Fund

ARSN 092 298 005

NOTICE IS GIVEN pursuant to section 252D of the Corporations Act 2001 (Cth) that a meeting of Members of the Astarra Growth Fund ARSN 092 298 005 will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the extraordinary resolutions in this notice.

Time: **10.00 am AEST**

Date: **Friday 30 July 2010**

Place: **Wesley Conference Centre**

Address: **220 Pitt Street, Sydney NSW 2000 AUSTRALIA**

#### The business of the meeting is:

##### Resolution 1 - Removal of the responsible entity

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, subject to Resolution 2 being passed, TRIO Capital Limited (In Liquidation) ABN 33 001 277 256 be removed as responsible entity of Astarra Growth Fund ARSN 092 298 005 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

##### Resolution 2 - Appointment of new responsible entity

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, conditional on Resolution 1 being passed and subject to The Trust Company (RE Services) Limited ABN 45 003 278 831 giving its consent, The Trust Company (RE Services) Limited be appointed as responsible entity of Astarra Growth Fund ARSN 092 298 005 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

By order of the Requisitioning Member's Agent



Mike Hill  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010



Shane O'Keeffe  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010

## Notice of Meeting

### Astarra Capital Protected Pool

**ARSN 092 297 802**

NOTICE IS GIVEN pursuant to section 252D of the Corporations Act 2001 (Cth) that a meeting of Members of the Astarra Capital Protected Pool ARSN 092 297 802 will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the extraordinary resolutions in this notice.

Time: **10.00 am AEST**

Date: **Friday 30 July 2010**

Place: **Wesley Conference Centre**

Address: **220 Pitt Street, Sydney NSW 2000 AUSTRALIA**

#### **The business of the meeting is:**

##### **Resolution 1 - Removal of the responsible entity**

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, subject to Resolution 2 being passed, TRIO Capital Limited (In Liquidation) ABN 33 001 277 256 be removed as responsible entity of Astarra Capital Protected Pool ARSN 092 297 802 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

##### **Resolution 2 - Appointment of new responsible entity**

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, conditional on Resolution 1 being passed and subject to The Trust Company (RE Services) Limited ABN 45 003 278 831 giving its consent, The Trust Company (RE Services) Limited be appointed as responsible entity of Astarra Capital Protected Pool ARSN 092 297 802 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

By order of the Requisitioning Member's Agent



Mike Hill  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010



Shane O'Keeffe  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010

## Notice of Meeting

### MY Growth Plan

ARSN 127 205 387

NOTICE IS GIVEN pursuant to section 252D of the Corporations Act 2001 (Cth) that a meeting of Members of the MY Growth Plan ARSN 127 205 387 will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the extraordinary resolutions in this notice.

Time: **10.00 am AEST**

Date: **Friday 30 July 2010**

Place: **Wesley Conference Centre**

Address: **220 Pitt Street, Sydney NSW 2000 AUSTRALIA**

### The business of the meeting is:

#### Resolution 1 - Removal of the responsible entity

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, subject to Resolution 2 being passed, TRIO Capital Limited (In Liquidation) ABN 33 001 277 256 be removed as responsible entity of MY Growth Plan ARSN 127 205 387 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

#### Resolution 2 - Appointment of new responsible entity

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, conditional on Resolution 1 being passed and subject to The Trust Company (RE Services) Limited ABN 45 003 278 831 giving its consent, The Trust Company (RE Services) Limited be appointed as responsible entity of MY Growth Plan ARSN 127 205 387 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

By order of the Requisitioning Member's Agent



Mike Hill  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010



Shane O'Keefe  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010

## Notice of Meeting

### MY Income Plan

ARSN 127 205 476

NOTICE IS GIVEN pursuant to section 252D of the Corporations Act 2001 (Cth) that a meeting of Members of the MY Income Plan ARSN 127 205 476 will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the extraordinary resolutions in this notice.

Time: **10.00 am AEST**

Date: **Friday 30 July 2010**

Place: **Wesley Conference Centre**

Address: **220 Pitt Street, Sydney NSW 2000 AUSTRALIA**

### The business of the meeting is:

#### Resolution 1 - Removal of the responsible entity

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, subject to Resolution 2 being passed, TRIO Capital Limited (In Liquidation) ABN 33 001 277 256 be removed as responsible entity of MY Income Plan ARSN 127 205 476 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

#### Resolution 2 - Appointment of new responsible entity

To consider and, if thought fit, pass the following resolution as an extraordinary resolution:

*"That, conditional on Resolution 1 being passed and subject to The Trust Company (RE Services) Limited ABN 45 003 278 831 giving its consent, The Trust Company (RE Services) Limited be appointed as responsible entity of MY Income Plan ARSN 127 205 476 in accordance with section 601FM(1) of the Corporations Act 2001 (Cth)".*

By order of the Requisitioning Member's Agent



Mike Hill  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010



Shane O'Keefe  
**Director**  
**ACT Super Management Pty Limited**  
Dated: 8 July 2010

# Explanatory Memorandum

Astarra Australian Equities Pool (ARSN 092 301 347)

Astarra Balanced Fund (ARSN 092 301 132)

Astarra Cash Pool (ARSN 092 297 615)

Astarra Conservative Fund (ARSN 092 298 130)

Astarra Diversified Fixed Interest Pool (ARSN 092 295 773)

Astarra Growth Fund (ARSN 092 298 005)

Astarra Capital Protected Pool (ARSN 092 297 802)

MY Growth Plan (ARSN 127 205 387)

MY Income Plan (ARSN 127 205 476)

## 1. Introduction

- (a) ACT Super was appointed by the Australian Prudential Regulation Authority on the 16 December 2009 to be the acting trustee of the following superannuation entities:
  - (i) Astarra Superannuation Plan ABN 43 724 394 795;
  - (ii) Astarra Personal Pension Plan ABN 74 351 127 106;
  - (iii) My Retirement Plan ABN 23 732 008 457;
  - (iv) The Employers Federation of NSW Superannuation Plan ABN 31 061 350 115; and
  - (v) Astarra Pooled Superannuation Trust ABN 71 340 939 814,collectively referred to as the ('**Superannuation Funds**').
- (b) Prior to ACT Super's appointment as acting trustee of the Superannuation Funds, TRIO was both the trustee of the Superannuation Funds and the responsible entity of the Funds.
- (c) ACT Super, as acting trustee of one or more of the Superannuation Funds, is an investor in one or more of the Funds. The units in the Funds are held on ACT Super's behalf, in its capacity as acting trustee of the relevant Superannuation Funds, by NATL under a custody arrangement. ACT Super, either directly or indirectly via another Fund or NATL as its custodian, is the largest unit holder in each Fund.
- (d) ACT Super has approached The Trust Company (RE Services) to take over the position of responsible entity of each of the Funds.
- (e) At each of the Meetings, Members will be given the opportunity to consider and vote on the Resolutions, being extraordinary resolutions to remove TRIO as the responsible entity of the relevant Fund and appoint The Trust Company (RE Services) as the responsible entity of the relevant Fund. The purpose of this Explanatory Memorandum is to provide information to Members on the

Resolutions to be considered at each of the Meetings and to assist Members to determine how to vote on these Resolutions.

- (f) The cost of calling and conducting the Meeting(s) will be met by the Requisitioning Member's Agent. The Requisitioning Member's Agent is not charging the Fund, nor any Member, any fee or expense whatsoever to call and conduct the Meeting(s).
- (g) The Requisitioning Member's Agent recommends you vote "**FOR**" the Resolutions.
- (h) Upon The Trust Company (RE Services) giving its consent to act as responsible entity of the Funds, (which it would not give if all the Resolutions for all of the Funds were not passed by Members) and all the Resolutions becoming unconditional, and the relevant records of Registration being altered by ASIC, The Trust Company (RE Services) will become the responsible entity of each of the Funds. As TRIO also provides investment management services to the Funds but will no longer be able to perform this service after the change of responsible entity, The Trust Company (RE Services) will then engage a related party to become the manager of the assets of each of the Funds going forward.
- (i) The Requisitioning Member's Agent strongly believes that the replacement of TRIO with The Trust Company (RE Services) will be of significant benefit to Members of each of the Funds.

2. Why replace TRIO with The Trust Company (RE Services)?

The Trust Company Limited (ABN 59 004 027 749) ("**The Trust Company**"), of which The Trust Company (RE Services) is a wholly owned subsidiary, has been a specialist trustee in Australia delivering a personalised service to its key client markets since 1885. The Trust Company (RE Services) holds combined funds under trust as a responsible entity or trustee of approximately A\$12 billion (as at 31 May 2010).

Some key reasons for replacing TRIO with The Trust Company (RE Services) as responsible entity of each of the Funds include:

(a) **TRIO is currently in liquidation**

As a consequence:

- (i) ASIC has suspended the AFS Licence held by TRIO (but specified that the licence continue in effect for certain limited purposes);
- (ii) Members are paying an experienced insolvency practitioner to run a responsible entity business; **and**
- (iii) This means that a replacement responsible entity would need to be found or alternatively TRIO would need to consider winding up the Funds.

(b) **Lower fees and costs than currently charged**

In accordance with the orders of Palmer J of the Supreme Court of NSW made on 5 March 2010 in relation to TRIO:

- (i) TRIO is entitled to pay itself, from the Fund assets, *fees* payable under the Fund constitutions; **and**
- (ii) the voluntary administrators of TRIO are entitled to an indemnity from the Fund assets to pay their *remuneration* (to the extent TRIO's assets are

insufficient to pay that remuneration and subject to the work performed being in respect of the Fund from which that remuneration is to be drawn).

The Trust Company (RE Services) is not entitled to this additional remuneration set out in (ii) above and therefore the costs of having The Trust Company (RE Services) as the responsible entity will be lower than the current arrangements.

(c) **Flexibility**

The Trust Company (RE Services) will not immediately wind up the Funds if it is appointed as responsible entity. This will provide some greater flexibility in relation to the Funds.

(d) **Professional responsible entity**

The Trust Company (RE Services) is an experienced responsible entity, having acted as responsible entity of its own internally managed schemes and of externally managed schemes since the introduction of the Managed Investments Act in July 1998. The Trust Company (RE Services) is a high-profile professional responsible entity and is a well respected brand in the responsible entity and trustee marketplace.

(e) **Rights of Members**

The change of the responsible entity does not impact on a Member's rights including the right to replace the responsible entity in the future.

3. Who will manage the assets of the Funds going forward?

As TRIO also provides investment management services to the Funds but will not be able to perform this service after the change of responsible entity, The Trust Company (RE Services) will engage a related party to act as investment manager for the Funds under an investment management agreement. This agreement will set out the service levels, responsibilities and indemnities offered by each party.

The Trust Company (RE Services) has indicated that, if it is appointed as responsible entity, the Funds' investments will be managed in accordance with the investment objectives and strategies set out in the relevant PDS.

4. What are the Consequences if the Resolutions are passed?

4.1 Change of responsible entity

If all the Resolutions are passed in respect of all of the Funds then The Trust Company (RE Services) has agreed to provide its consent to being appointed as the responsible entity of each of the Funds. The Trust Company (RE Services) (where TRIO does not do so) will then lodge a notice with ASIC in accordance with section 601FM(2) of the Corporations Act asking ASIC to alter the record of the registration of that Fund to name The Trust Company (RE Services) as the new responsible entity.

4.2 Taxation consequences as a result of the passing of the Resolutions

(a) There should be no change to the tax treatment of the units held by a Member of the Funds where TRIO is replaced by The Trust Company (RE Services) as the responsible entity.

(b) In addition, the tax treatment of investments held by each of the Funds should not change.

- (c) Further, where any of the Funds has carried forward revenue or capital tax losses, those losses should continue to be available subject to satisfying the trust loss rules.
- (d) You should consult your own tax adviser in relation to the tax consequences of the change in responsible entity of each of the Funds as the advice provided above is general in nature and does not consider the position of individual holders.

#### 4.3 Continuation of the Funds

Where TRIO is replaced with The Trust Company (RE Services) as responsible entity of a Fund, The Trust Company (RE Services) has indicated that it will not immediately wind up the Fund.

#### 4.4 Withdrawals/redemptions

The Trust Company (RE Services) has indicated that, if it is appointed as responsible entity, it will continue to apply the existing withdrawal policy for each Fund as stated in the relevant PDS for the Fund, at all time subject to the terms of the relevant Fund constitution. In other words, The Trust Company (RE Services)'s intent is to continue to meet withdrawal requests for liquid Funds except in certain circumstances. For example, the responsible entity may suspend withdrawal requests from a Fund for such period as it determines it is impracticable to calculate unit prices.

In particular, The Trust Company (RE Services) has indicated that it will not process withdrawal requests (for the redemption and cancellation of units) in relation to the Astarra Growth Fund, Astarra Balanced Fund and Astarra Conservative Fund until there is appropriate certainty in relation to the valuation and liquidity of the Astarra Strategic Fund (in which these three Funds are currently invested). The Trust Company (RE Services) will continue the current responsible entity's policy of making capital distributions where The Trust Company (RE Services) considers it to be appropriate in the circumstances including in the best interests of unit holders.

#### 5. What happens if the Resolutions are not passed?

If all of the Resolutions are not passed then The Trust Company (RE Services) will not consent to become the responsible entity for the Funds and TRIO will remain as the responsible entity for the Funds.

#### 6. Voting and Approvals

##### 6.1 Your vote is important

The Resolutions are important as they affect who will be responsible for the ongoing operation of each of the Funds. You are encouraged to exercise your vote on the Resolutions by either returning your Proxy Form prior to 5.00 pm AEST on 28 July 2010 or attending the Meeting(s).

##### 6.2 Why is Member approval required?

Member approval is required under the Corporations Act in relation to the removal of a responsible entity of a registered managed investment scheme.

Each Resolution to remove TRIO and appoint The Trust Company (RE Services) as responsible entity of a Fund will only be passed where at least 50% of the total votes that may be cast by Members of that Fund entitled to vote on that Resolution, are voted in favour of that Resolution.

7. Recommendation

**The Requisitioning Member's Agent believes that the proposal to replace TRIO with The Trust Company (RE Services) as the responsible entity of each of the Funds are in the best interests of the Members and accordingly recommends that you vote "FOR" the Resolutions.**

8. Questions

If you have any further questions about the Meeting(s), the Resolutions or the Funds, please contact ACT Super on (02) 6041 9329. Alternatively please speak to your financial or other professional adviser.

9. Definitions

**ACT Super** means ACT Super Management Pty Limited (ABN 29 073 947 690).

**AFS Licence** or **AFSL** means Australian financial services licence.

**ASIC** means the Australian Securities and Investments Commission or its successor.

**Chair** means the chair of the relevant meeting for each Fund.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Custodian** means NATL, appointed by ACT Super to hold and arrange for the holding of the title to all assets of the Superannuation Funds, from time to time.

**Explanatory Memorandum** means the explanatory memorandum contained in this document.

**Funds** means:

- (a) Astarra Australian Equities Pool (ARSN 092 301 347);
- (b) Astarra Balanced Fund (ARSN 092 301 132);
- (c) Astarra Cash Pool (ARSN 092 297 615);
- (d) Astarra Conservative Fund (ARSN 092 298 130);
- (e) Astarra Diversified Fixed Interest Pool (ARSN 092 295 773);
- (f) Astarra Growth Fund (ARSN 092 298 005);
- (g) Astarra Capital Protected Pool (ARSN 092 297 802);
- (h) MY Growth Plan (ARSN 127 205 387); and
- (i) MY Income Plan (ARSN 127 205 476),

each a Fund.

**Meeting** means the relevant meeting(s) of Members to be held at 10.00 am AEST on 30 July 2010 at the Wesley Conference Centre or such later date and time as notified to Members.

**Members** means the registered holders of units in the Fund.

**NATL** means National Australia Trustees Ltd (ABN 80 007 350 405).

**Notice of Meeting** means the relevant notice of meeting for each Fund set out between pages 4 to 12 of this document.

**PDS** means, in respect of a Fund, the current product disclosure statement for the Fund.

**Proxy Form** means the proxy form contained in this document.

**Requisitioning Member** means NATL in its capacity as Custodian of each Superannuation Fund, as appointed by ACT Super in its capacity as trustee of each Superannuation Fund.

**Requisitioning Member's Agent** means ACT Super.

**Resolutions** mean the resolutions set out in the Notice of Meeting for each Fund, being two extraordinary resolutions to remove TRIO as the responsible entity of each Fund and appoint The Trust Company (RE Services) as the new responsible entity of each Fund.

**Superannuation Funds** means:

- (a) Astarra Superannuation Plan (ABN 43 724 394 795);
- (b) Astarra Personal Pension Plan (ABN 74 351 127 106);
- (c) My Retirement Plan (ABN 23 732 008 457);
- (d) The Employers Federation of NSW Superannuation Plan (ABN 31 061 350 115);  
and
- (e) Astarra Pooled Superannuation Trust (ABN 71 340 939 814),

each a Superannuation Fund.

**The Trust Company** means The Trust Company Limited (ABN 59 004 027 749).

**The Trust Company (RE Services)** means The Trust Company (RE Services) Limited (formerly known as Permanent Investment Management Limited) (ABN 45 003 278 831) (AFSL 235150).

**TRIO** means TRIO Capital Limited (formerly Astarra Capital Ltd) (In Liquidation) (ABN 33 001 277 256), the current responsible entity of the Fund.

10. Important information about each of the Meetings for the Funds

- (a) **Calling the Meeting:** In accordance with the Corporations Act, Members who together hold interests carrying greater than 5% of the votes that may be cast at a meeting may call a meeting themselves. In order to co-ordinate, and cover the expenses of, the calling and conduct of the Meeting, the Requisitioning Member has appointed the Requisitioning Member's Agent as its agent to call and conduct the Meeting. The Requisitioning Member's Agent represents the interests of the Requisitioning Member who carries in excess of 5% of the votes that may be cast at this Meeting. Consequentially, the Requisitioning Member's Agent has standing to call this Meeting on the Requisitioning Member's behalf.
- (b) **Changing the time and date of the Meeting:** The Requisitioning Member reserves the right to postpone the Meeting to a later time or date. If the Requisitioning Member makes such a determination, they will notify all Members by placing an announcement on the following website **www.triocapital.com.au**. The Requisitioning Member will endeavour to notify Members of any such postponement prior to the original date and time of the

Meeting, however, the postponement of the Meeting will not be invalidated by the failure to do so.

- (c) **Who is paying for the Meeting?:** The cost of calling and conducting the Meeting will be met by the Requisitioning Member's Agent. The Requisitioning Member's Agent is not charging the Fund, nor any Member, any fee or expense whatsoever to call and conduct the Meeting.
- (d) **Quorum:** The quorum required for a Meeting for each Fund is Members of that Fund present in person or by proxy together holding at least 20% of all units and a quorum must be present at all times during the Meeting.
- (e) **Chair:** The Chair of the Meeting will be appointed during the Meeting by the Members present at the Meeting.
- (f) **Resolution voting requirements:** The Resolutions to remove and replace the responsible entity of the Fund are extraordinary resolutions which must be passed by at least 50% of the total votes that may be cast by Members entitled to vote on the Resolutions (including Members who are not present in person or by proxy).
- (g) **Voting:** As your vote is important, you are encouraged to attend and vote at the Meeting. If you propose to attend the Meeting, then please arrive at the Meeting venue early so that the registration formalities can be completed on time. If you cannot attend the Meeting, then you should complete and provide to us an appointment of proxy (see enclosed Proxy Form).
- (h) **Voting eligibility:** For the purposes of this Meeting, persons who are registered holders of units in the Fund at 5.00 pm AEST on 28 July 2010 will be entitled to vote.
- (i) **Voting exclusions:** Under section 253E of the Corporations Act, the responsible entity of a registered scheme and its associates are not entitled to vote on a resolution if they have an interest in the resolution or matter other than as a Member.
- (j) **How do you vote:** The Resolutions will be decided on a poll. On a poll, each Member has one vote for each dollar of the value of the total interests they have in the Fund.
- (k) **Voting by proxy:** If you cannot, or prefer not to, attend the Meeting, then you are entitled to appoint another person/s to attend and vote for you as your proxy(ies). Each Member is entitled to appoint up to a maximum of two proxies. A proxy does not need to be a Member, but should be a natural person over the age of 18 years. A form of appointment of proxy is enclosed. The Proxy Form must be signed by the Member or his/her attorney duly authorised in writing. The Proxy Form (and the power of attorney or other authority, if any, under which the Proxy Form is signed) must be completed and returned to ACT Super, **prior to 5.00 pm AEST on 28 July 2010** by any of the following methods:

By **HAND** to;      McGrathNicol, Level 1, 24 Brisbane Avenue, Canberra ACT

By **MAIL** to:      ACT Super Management Pty Limited, GPO Box 9986,  
Canberra ACT 2601

By **FAX** to:      (within Australia) (02) 6222 1499  
(outside Australia) +61 2 6222 1499

By **EMAIL** to:    actsuper@mcgrathnicol.com

If you appoint two proxies, then you may specify the percentage or number of votes each proxy is entitled to exercise. However, if you do not specify the proportion or number of your votes for each proxy, then each proxy may exercise half of the votes.

If you appoint the Requisitioning Member's Agent or Chair as your proxy and you do not direct how the Requisitioning Member's Agent or Chair are to vote, then you will be taken to have directed that the Requisitioning Member's Agent or Chair vote in favour of the Resolutions and the Requisitioning Member's Agent or Chair will vote accordingly.

- (l) **Please return your Proxy Form as soon as possible.**
- (m) **Body corporate representative:** A Member who is a body corporate and who is entitled to attend and vote at the Meeting, or a proxy who is a body corporate and who is **appointed** by a Member entitled to attend and vote at the Meeting, may appoint a person to act as its representative at the Meeting by providing that person with:
  - (i) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
  - (ii) a copy of the Resolutions, certified by the secretary or a director of the body corporate, appointing the representative.
- (n) **This document:** It is important that you carefully read this document in its entirety.

# PROXY FORM

Astarra Australian Equities Pool (ARSN 092 301 347)

Astarra Balanced Fund (ARSN 092 301 132)

Astarra Cash Pool (ARSN 092 297 615)

Astarra Conservative Fund (ARSN 092 298 130)

Astarra Diversified Fixed Interest Pool (ARSN 092 295 773)

Astarra Growth Fund (ARSN 092 298 005)

Astarra Capital Protected Pool (ARSN 092 297 802)

MY Growth Plan (ARSN 127 205 387)

MY Income Plan (ARSN 127 205 476)

## Appointment of Proxy

I/We

Individual or Member 1                      Member 2 (if joint holding)                      Member 3 (if joint holding)

of

being a Member/s of the Fund(s) and entitled to attend and vote hereby appoint

the Requisitioning Member's Agent **(mark with an 'X')**      **OR**       the Chair of the Meeting **(mark with an 'X')**      **OR**       If you are **not** appointing the Requisitioning Member's Agent or the Chair of the Meeting, write the name of the person or body corporate you are appointing as your proxy

or failing the person / body corporate named, or if no person / body corporate is named, the Requisitioning Member's Agent, as my/our proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my/our behalf, at the Meeting(s) of the Fund(s) to be held at Wesley Conference Centre on 30 July 2010 at 10.00 am and at any adjournment of that meeting(s).

**Voting directions to your proxy - please mark  to indicate your directions**

**Only complete the section(s) of this Proxy Form that relate to a Fund of which you are a Member**

**Astarra Australian Equities Pool (ARSN 092 301 347)**

Business	For	Against	Abstain*
1. Removal of the responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of new responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Astarra Balanced Fund (ARSN 092 301 132)**

Business	For	Against	Abstain*
1. Removal of the responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of new responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Astarra Cash Pool (ARSN 092 297 615)**

Business	For	Against	Abstain*
1. Removal of the responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of new responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Astarra Conservative Fund (ARSN 092 298 130)**

Business	For	Against	Abstain*
1. Removal of the responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of new responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Astarra Diversified Fixed Interest Pool (ARSN 092 295 773)**

Business	For	Against	Abstain*
1. Removal of the responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of new responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Astarra Growth Fund (ARSN 092 298 005)**

Business	For	Against	Abstain*
1. Removal of the responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of new responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Astarra Capital Protected Pool (ARSN 092 297 802)**

Business	For	Against	Abstain*
1. Removal of the responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of new responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**MY Growth Plan (ARSN 127 205 387)**

Business	For	Against	Abstain*
1. Removal of the responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of new responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**MY Income Plan (ARSN 127 205 476)**

Business	For	Against	Abstain*
1. Removal of the responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appointment of new responsible entity (extraordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item, you are directing your proxy **not** to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## Requisitioning Member's Agent Recommendation

The Requisitioning Member's Agent recommends you vote as follows

### Business

1. Removal of the responsible entity (extraordinary resolution)
2. Appointment of new responsible entity (extraordinary resolution)

For	Against	Abstain*
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Signature of Member

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director and Sole Company Secretary /  
Sole Director (cross out inapplicable capacity)

Member 2 (if joint holding)

Director

Member 3 (if joint holding)

Director / Company Secretary  
(cross out inapplicable capacity)

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date

/ /

# INSTRUCTIONS FOR COMPLETION OF PROXY FORM

## 1. Appointment of Proxy

If you wish to appoint the Requisitioning Member's Agent or the Chair of the Meeting as your proxy, mark the appropriate box. If the person or body corporate you wish to appoint as your proxy is someone other than the Requisitioning Member's Agent or the Chair of the Meeting, write the name of that person / body corporate. If you appoint a body corporate as your proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 253B of the Corporations Act and provide satisfactory evidence of the appointment of its corporate representative. If you leave this section blank or your named proxy does not attend the Meeting(s), the Requisitioning Member's Agent will be your proxy. A proxy need not be a Member of any of the Funds.

## 2. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting(s) and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning ACT Super ((02) 6041 9329) or you may copy this form. To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of units applicable to the form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise one half of your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

Further, if you are entitled to vote in relation to more than one Fund and you wish to appoint a different proxy(ies) to vote in the additional Meetings(s), additional Proxy Forms may be obtained by telephoning ACT Super ((02) 6041 9329) or you may copy this form.

## 3. Voting directions to your Proxy

You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights on any item by inserting the percentage or number of units you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

## 4. Signature of Members

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

- Individual where the holding is in one name, the Member must sign.
- Joint Holding where the holding is in more than one name, all of the Members must sign.
- Power of Attorney to sign under Power of Attorney, either the Power of Attorney must have already been lodged with the responsible entity for notation or the original (or a certified copy) of the Power of Attorney must accompany this document.
- Companies the following person(s) must sign:
  - (a) Australian proprietary company with a sole director who is also the sole company secretary - that person;
  - (b) Australian proprietary company with a sole director and no company secretary - that person;
  - (c) other Australian companies - two directors or one director and one company secretary;
  - (d) foreign company - in accordance with the laws of the jurisdiction of incorporation and constituent documents.

## 5. Lodgement of Proxy

The Proxy Form (and the power of attorney or other authority, if any, under which the Proxy Form is signed) must be completed and returned to ACT Super, **prior to 5.00 pm AEST on 28 July 2010** by any of the following methods:

By HAND to: McGrathNicol, Level 1, 24 Brisbane Avenue, Canberra ACT

By MAIL to: ACT Super Management Pty Limited, GPO Box 9986, Canberra ACT 2601

By FAX to: (within Australia) (02) 6222 1499

(outside Australia) +61 2 6222 1499

By EMAIL to: [actsuper@mcgrathnicol.com](mailto:actsuper@mcgrathnicol.com)

**Any proxy form received after that time will not be valid for the Meeting(s).**