

Register of Relevant Duties and Relevant Interests Suncorp Portfolio Services Limited (SPSL)

Register of relevant duties and relevant interests of Suncorp Portfolio Services Limited (SPSL) (RSE Licensee) and its Responsible Persons.

SPSL is the trustee of the Suncorp Master Trust, the Connelly Temple Pooled Superannuation Trust and the Optimum Pooled Superannuation Trust. The composition of the Board of SPSL includes four independent, non-executive directors and three executive directors. SPSL outsources administrative and other functions to Suncorp Life and Superannuation Limited (**SLSL**), a group entity of Suncorp, and other external service providers. SPSL offers products and services to its members that are provided by group entities within Suncorp, as well as other external providers. SPSL is part of the Banking & Wealth business function of the Suncorp Group.

Relevant duties

A “duty” for the purpose of the Register refers to a legal duty owed by a Responsible Person of SPSL to another person or entity (including an RSE Licensee, a related party entity or an external entity).

A duty of a Responsible Person is relevant where the duty:

- could, or could reasonably be perceived to, impair the ability of the Responsible Person to properly discharge his/her duty to the members of SPSL. This could occur where the competing duty could impair the Responsible Person’s ability to exercise independent judgement or to devote the necessary time and attention required to discharge the duty to the members of SPSL.

Relevant interests

- An “interest” for the purpose of the Register, refers to an interest, gift, payment or benefit (whether pecuniary or non-pecuniary) held by a Responsible Person of SPSL, or an associate of that person, which is, or could reasonably be perceived to be, an interest which has the potential to influence the Responsible Person to act in a manner which is inconsistent with the best interests of the members of SPSL.

SPSL considers that interests with a value under the threshold of \$300 are not sufficiently material to reasonably be considered to have the potential impact described above, and, therefore, are not ‘relevant’ for the purposes of disclosure on the Register.

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Name	Position	Responsibilities	Relevant Duties	Relevant Interests
James Evans	<p>Non-executive Director, SPSL appointed 13/7/2009</p> <p>Chairman SPSL</p>	Non-Executive Director, SPSL	<p>Director of –</p> <ul style="list-style-type: none"> • BT Investment Management Limited, appointed 2/6/2010 • JO Hambro Capital Management Holdings Limited, appointed 1/11/2016 • Investa Wholesale Funds Management Limited, appointed 28/7/2011 • The Investa Property Group <p>Other positions held -</p> <ul style="list-style-type: none"> • BT Investment Management Limited Non-executive Chairman, appointed December 2013, Member, Audit & Risk Committee • Investa Wholesale Funds Management Limited, Chair, Audit & Risk Committee • The Investa Property Group, Chair, Audit & Risk Committee 	
Jan Swinhoe	<p>Non-Executive Director, SPSL appointed 16/8/2013</p> <p>Member Board Audit Committee, SPSL</p>	Non-Executive Director, SPSL	<p>Director of –</p> <ul style="list-style-type: none"> • IMB Limited, appointed 20/10/2014 • Mercer Superannuation Australia Limited, appointed 1/7/2014 • Australian Philanthropic Services Limited, appointed 24/2/2012 • Athletics Australia 	Shareholder of Suncorp Group Limited Ordinary shares and preference shares. All held in a family trust and self-managed superannuation fund.

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Name	Position	Responsibilities	Relevant Duties	Relevant Interests
	Chairman, Trustee Investment Committee		<ul style="list-style-type: none"> • Swiss Re Life & Health Australia Limited, appointed 23/5/2016 <p>Other positions held-</p> <ul style="list-style-type: none"> • Swiss Reinsurance Company Limited (Advisory Board), appointed 23/5/2016 	
Kathy Grigg	Non Executive Director, SPSL appointed 27/7/2015 Chairman Board Audit Committee, SPSL	Non-Executive Director, SPSL	<p>Director of –</p> <ul style="list-style-type: none"> • Australian Pork Limited, appointed 2008 • PorkScan Pty Ltd, appointed 2016 • Navy Health Limited, appointed 2005 <p>Other positions held -</p> <ul style="list-style-type: none"> • Department of Treasury and Finance, Victoria, Chairman Audit and Risk Committee, appointed 2014 • Deakin University, Deputy Chancellor, Council Member, Chair Investment Committee, appointed 2009, Deputy Chair Finance and Business Affairs Committee, Member, Remuneration Committee • Euroa Health, Member, Finance Committee 	Suncorp Group Limited shareholder held in a self-managed superannuation fund.

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Name	Position	Responsibilities	Relevant Duties	Relevant Interests
Henry Capra	Non Executive Director, SPSL, appointed 5/3/2016	Non-Executive Director, SPSL, appointed 5/3/2016	Director of - <ul style="list-style-type: none"> • ASPECT (Autism Spectrum Australia) • Millinium Capital Managers Limited, appointed 3/3/2016 • CBHS Corporate Health Pty Limited, appointed 1/1/2017 Other positions held - <ul style="list-style-type: none"> • ASPECT (Autism Spectrum Australia), Chair, Finance and Audit Committee • Ignition Wealth, Chair, Investment Committee • Ignition Wealth (Advisory Board) 	
David Carter	Executive Director, SPSL, Appointed 1/4/2016	Executive Director, SPSL, appointed 1/4/2016	Director of- <ul style="list-style-type: none"> • Suncorp Metway Advances Corporation Pty Ltd • SME Management Pty Limited • SPDEF#2 Pty Ltd 	Member of the following Superannuation Funds: <ul style="list-style-type: none"> • Promina Corporate Superannuation Fund Suncorp Group Limited shareholder CEO, Banking and Wealth, Suncorp Group
Michelle Bagnall	Executive Director, SPSL Appointed 1/7/2016	Executive Director, SPSL, appointed 1/7/2016		Member of the following Superannuation Funds: <ul style="list-style-type: none"> • Suncorp Employee Super Plan Suncorp Group Limited shareholder EGM Customer Propositions, Customer Experience, Suncorp Group

Current as at March 2017

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Suncorp Portfolio Services Limited (SPSL)**

Name	Position	Responsibilities	Relevant Duties	Relevant Interests
Ed Cooley	Executive Director, SPSL, Appointed 5/2/2017	Executive Director, SPSL, appointed 5/2/2017	Director of- <ul style="list-style-type: none"> • Home Repair.net.au Pty Ltd 	Member of the following Superannuation Funds: <ul style="list-style-type: none"> • Suncorp Employee Super Plan Suncorp Group Limited shareholder EGM Talent and Planning, People Experience, Suncorp Group
Darren Solomon	Company Secretary, SPSL	Company Secretary, Suncorp Group Limited and SPSL	Director and Secretary of other Suncorp Group subsidiaries.	Member of the following Superannuation Funds: <ul style="list-style-type: none"> • Suncorp Employee Super Plan Suncorp Group Limited shareholder Head of Secretariat, Legal & Secretariat, Suncorp Group
Kristy Huxtable	Company Secretary, SPSL	Company Secretary, Suncorp Group Limited and SPSL	Director and Secretary of other Suncorp Group subsidiaries.	Member of the following Superannuation Funds: <ul style="list-style-type: none"> • Suncorp Employee Super Plan Suncorp Group Limited shareholder Company Secretary, Legal & Secretariat, Suncorp Group
David Kells	Auditor, SPSL, appointed 4/3/2016	Auditor, SPSL, Suncorp Master Trust, Optimum Pooled Superannuation Trust and Connolly Temple Pooled Superannuation Trust		

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Name	Position	Responsibilities	Relevant Duties	Relevant Interests
Christine Traquair	Responsible Person, SPSL Appointed 10/6/2016	Responsible Person, Chief Risk Officer Banking & Wealth		Member of the following Superannuation Funds: <ul style="list-style-type: none"> • Suncorp Employee Super Plan Suncorp Group Limited shareholder CRO, Banking & Wealth, Suncorp Group
Alana Bailey	Responsible Person, SPSL Appointed 28/11/2016	Responsible Person, Chief Financial Officer Banking & Wealth		Member of the following Superannuation Funds: <ul style="list-style-type: none"> • Suncorp Employee Super Plan Suncorp Group Limited shareholder CFO, Banking & Wealth, Suncorp Group

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SPSL Conflicts Register

The duty that persons listed in this Register have to other companies/organisations are relevant to the duty the person has to SPSL for the reasons outlined below. The control measures in the last column are employed to manage the conflict.

REASON FOR RELEVANCE	COMPANY OR ORGANISATION	CONTROLS
<p>These companies are service providers to SPSL. In addition to their duties to SPSL, the people listed also have a duty to this company.</p>	<ul style="list-style-type: none"> • Suncorp Life and Superannuation Limited, administration services: David Carter, Michelle Bagnall, Ed Cooley, Christine Traquair, Alana Bailey, Darren Solomon, Kristy Huxtable 	<p>One or more of the following:</p> <ul style="list-style-type: none"> • Abstaining from voting on the matter; • Restricted access to the relevant Board paper; • Absence from the Board meeting for the relevant agenda item <p>In addition to:</p> <ul style="list-style-type: none"> • Standing conflicts agenda item for all Board and Committee meetings • Standard conflicts section on Board and Committee Submission Template documents
<p>These companies are product providers to SPSL. In addition to their duties to SPSL, the people listed also have a duty to this company.</p>	<ul style="list-style-type: none"> • Suncorp Life and Superannuation Limited, Suncorp Corporate Services Pty Ltd, Suncorp Funds Pty Ltd, Suncorp-Metway Limited Suncorp investment pools and life insurance: David Carter, Michelle Bagnall, Ed Cooley, Christine Traquair, Alana Bailey, Darren Solomon, Kristy Huxtable 	<p>One or more of the following:</p> <ul style="list-style-type: none"> • Abstaining from voting on the matter; • Restricted access to the relevant Board paper; • Absence from the Board meeting for the relevant agenda item <p>In addition to:</p> <ul style="list-style-type: none"> • Standing conflicts agenda item for all Board and Committee meetings • Standard conflicts section on Board and Committee Submission Template documents