

Material Contracts

Kiwi Wealth Managed Funds

29 May 2018

This is a summary of the contracts that we consider to be material in relation to the Kiwi Wealth Managed Funds (the **Scheme**) under clause 52, schedule 4 of the Financial Markets Conduct Regulations 2014.

Retail Supervisor Reporting Agreement

There is a Supervisor Reporting Agreement between Public Trust and Kiwi Wealth Limited. Public Trust is the Supervisor of the Scheme and Kiwi Wealth Limited is the Manager of the Scheme.

The Supervisor Reporting Agreement:

- Sets out various detailed reporting obligations that Kiwi Wealth Limited has to Public Trust contractually and under legislation.
- Sets out duties and responsibilities of Kiwi Wealth Limited in relation to the investment of the Scheme's assets and in relation to the appointment of any custodian or sub-custodian.

Investment Management and Administration Agreement

There is an Investment Management and Administration Agreement between Kiwi Wealth Limited and Kiwi Wealth Investments Limited Partnership (**KWILP**).

The Investment Management and Administration Agreement sets out the terms of appointment of KWILP as administration and investment manager of the Scheme and the basis on which it carries out the administration and investment management functions of the Scheme. The services provided by KWILP under the Investment Management and Administration Agreement include:

- Administration services, including dealing with Scheme investors, maintaining records, operating bank accounts, reporting, registry management, and performing all other administration management duties as reasonably required by Kiwi Wealth Limited; and
- Investment services, including investing and managing the assets of the Scheme, monitoring performance, undertaking valuations, keeping accounting records, reporting, and performing all other investment management duties as reasonably required by Kiwi Wealth Limited.

KWILP may also delegate or sub-delegate any of its duties and responsibilities under the Investment Management and Administration Agreement to a third party, provided Kiwi Wealth Limited consents in writing.

Letter of Intent – Registry Services Agreement – MMC Limited

KWILP has signed a letter of intent with MMC Limited dated 4 May 2018 to record KWILP's intention to appoint MMC Limited to carry out certain administration services including registry services and unit pricing.

Finalising the above agreements

As at the date of this document, the relevant parties:

- have not yet executed a formal written Supervisor Reporting Agreement, Investment Management and Administration Agreement, or Registry Services Agreement in respect of the Scheme; and
- are in the process of agreeing and documenting the final terms of those documents.

Formal written agreements will be executed prior to the date the status of the Scheme's product disclosure statement changes to "open for applications" on the Scheme's offer register entry at www.disclose-register.companiesoffice.govt.nz.

Trust Deed

The Scheme is governed by the master trust deed and establishment deeds between Kiwi Wealth Limited and Public Trust. A copy of each deed is available on the Disclose Register.