

SMI EXECUTIVE OFFICER REMUNERATION DISCLOSURE UNDER 29QB OF THE SUPERANNUATION INDUSTRY (SUPERVISION) ACT

Super Members Investments Limited (SMI) Board and Management structure

An Executive Officer is defined as a person who is concerned in the management of the Trustee (whether or not a Director) who may significantly influence the Trustee's financial standing or a substantial part of its business operations. The following is a list of relevant Executive Officers at the end of the financial years ended 30th June 2017 and 30th June 2016.

Name	Position	Date began holding this position	Date ceased holding the position
Linda Rubinstein	Chair	Director from 29 th May 2013 Chair from 1 st April 2016	N/A
Robbie Campo	Director	2 nd January 2014	N/A
Paul Faure	Director	4 th March 2011	N/A
David Issa	Director	1 st October 2015	N/A
Michael Migro	Director	3 rd January 2012	N/A
Cath Bowtell	Chief Executive Officer (CEO) – IFS Responsible Manager & Responsible Person - SMI	Director from 2 nd January 2014 Chair from 26 th September 2014 Acting CEO from 7 th December 2015 Appointed CEO 1 st April 2016	Resigned as Chair & Director 31 st March 2016
Bill Danaher	Chief Executive Officer (CEO) - IFS	6 th August 2012	Resigned 4 th December 2015
Ned Meehan	Chief Financial Officer – IFS; Responsible Manager & Responsible Person - SMI	28 th December 2009	N/A
Lisa Rayner	Executive Manager, Legal Governance and Insights – IFS; Responsible Manager & Responsible Person - SMI	8 th December 2014	N/A
Andrew Steggall	Company Secretary & Responsible Person	28 th January 2011 (appointment date to this role)	N/A
David Vernon	Executive General Manager, Products - IFS; Responsible Manager & Responsible Person - SMI	24 th July 2006	Resigned 19 th August 2016



Remuneration of Executive Officers

Executive Officers remuneration comprises salaries, superannuation guarantee contributions and a short-term incentive opportunity. The Chief Executive Officer, in conjunction with the Board Remuneration Committee, is responsible for determining the remuneration of Executive Officers. The Committee makes recommendations to the Board for its approval.

Compensation for an Executive Officer role is determined through external market benchmarking which assists in determining that the remuneration for the role is comparable and competitive with the market.

Executive Officers are paid in accordance with the IFS Remuneration & Incentive Policy which include annual remuneration reviews. Terms of employment and remuneration are reflected in individual contracts with each Executive Officer and are aligned to the terms of the IFS Enterprise Agreement. Contracts are entered into on commencement in the position as an Executive Officer with IFS.

In the financial year ended 30th June 2016, Chief Executive Officer Cath Bowtell was employed. Her contract for services was negotiated under the terms of the IFS Enterprise Agreement and the IFS Remuneration & Incentive Policy (as is the case for all Executive Officers employed by IFS). Her compensation was determined in line with the process above.

Disclosure of remuneration

The details of remuneration for Directors¹ and Executive Officers² for SMI, for the financial year ended 30th June 2016 and 30th June 2017 are set out in the following tables.

Where SMI is required to disclose the remuneration arrangements set out below, it is required to do so if the payment is made on its behalf by a related entity. Industry Fund Services Ltd (IFS) is the parent company to SMI and has paid the remuneration set out in the tables shown, which is to be read subject to the explanation as to the manner of the calculation.

The Executive Officers listed are employees of IFS, whose duties include provision of services to SMI and IRIS are set out in the Trustee Office Managed Services Agreement between IFS & SMI. Remuneration disclosed represents the total remuneration paid to each Director and Executive Officers in respect of their roles with the IFS group, not just duties performed for SMI and IRIS.

There are no share based payment transactions, nor any options or rights offered (or resulting equity instruments).

	Short term employee benefits			Post-employment benefits		Other long term benefits	
	Directors fees & salary, including short-term leave	Incentive bonus	Non-monetary bonus – reportable fringe benefits	Superannuation contributions (incl. salary sacrifice superannuation payments)	Directors’ retiring allowance	Long service leave	Benefits paid for commencing or ceasing to hold this position
Year ended 30th June 2017							
Linda Rubinstein	60,847	-	-	6,693	-	-	-
Robbie Campo ³	30,240	-	-	-	-	-	-
Paul Faure	30,749	-	-	3,611	-	-	-
David Issa	41,400	-	-	-	-	-	-
Michael Migro	48,450	-	-	5,330	-	-	-
Cath Bowtell	337,245	-	-	31,381	N/A	-	-
Ned Meehan	219,262	26,078	-	30,796	N/A	-	-
Lisa Rayner	189,292	18,450	-	22,829	N/A	-	-
Andrew Steggall	169,266	18,279	-	41,213	N/A	-	-
David Vernon	35,803	-	-	9,695	N/A	29,607	179,189

Year ended 30 th June 2016							
Robbie Campo ³	29,730	-	-	-	-	-	-
Paul Faure	31,601	-	-	3,476	-	-	-
David Issa	26,413			-			
Michael Migro	49,436	-	-	5,438	-	-	-
Linda Rubinstein	49,841	-	-	5,488	-	-	-
Cath Bowtell	233,064	-	-	25,159	-	-	-
Bill Danaher	202,256	87,840	-	23,400	N/A	-	-
Ned Meehan	216,339	30,750	-	31,164	N/A	-	-
Lisa Rayner	191,486	11,200	-	21,097	N/A	-	-
Andrew Steggall	175,655	17,440	-	36,356	N/A	-	-
David Vernon	235,691	33,120	-	39,697	N/A	8,270	-

1. Directors' remuneration is paid by IFS for multiple directorships across the IFS Group of companies. Remuneration disclosed represents the total remuneration paid to each Executive Officer for all roles.
2. Executive Managers' remuneration is paid by IFS for activities undertaken across the IFS Group of companies. Remuneration disclosed represents the total remuneration paid to each Executive Officer for all roles.
3. Up to 31st December 2016 Director fees were paid to the employer of the Director, Industry Super Australia Pty Ltd and not to the Director personally. After that date, paid personally.

Termination or commencement benefits

In respect of the year ended 30th June 2017, the disclosable termination benefits paid to Executive Officers are included in the table above. There have been no disclosable termination benefits paid to Executive Officers for the financial year ended 30th June 2016.

There have been no payments made to an Executive Officer for the taking up of their position for the financial year ended 30th June 2017 or 30th June 2016.

Short term incentive bonuses

The short-term incentive bonuses which were paid to each Executive Officer in the financial years ended 30th June 2015 and 30th June 2016 are set out below:

	Incentive bonus (inclusive of a superannuation payment)	Financial year paid	Financial year which the payment relates to
Year ended 30th June 2017			
Cath Bowtell	-	N/A	N/A
Ned Meehan	26,078	2017	2016
Lisa Rayner	18,450	2017	2016
Andrew Steggall	18,279	2017	2016
David Vernon	-	N/A	N/A
Year ended 30th June 2016			
Cath Bowtell	-	N/A	N/A
Bill Danaher	87,840	2016	2015
Ned Meehan	30,750	2016	2015
Lisa Rayner	11,200	2016	2015
Andrew Steggall	17,440	2016	2015
David Vernon	33,120	2016	2015

The objectives of the short term incentive bonus scheme are to:

- Reinforce a performance culture in SMI
- Demonstrate a clear relationship between performance and remuneration
- Support the long term objectives of the operation of the Fund for which SMI is the Trustee, and
- Support the risk management framework of the Trustee.

Key performance measures are set and reviewed annually for each employee and are aligned to the company's strategic plan. To be eligible to participate and receive a short term incentive an Executive Officer must have commenced employment after the 31st March in the year of review, have achieved or exceeded the performance measures set for the year and be employed at the time the incentive is paid. The short term incentive is discretionary and needs to be approved by the Board.

All Executive Managers may access a short term incentive bonus equal to 20% of their combined salary and superannuation with the exception of the CEO.

Estimated short term incentive bonus ranges for future financial years are equal to between 0 and 20% of Executive Manager combined salary and superannuation.