

BRENDAN ALLAN SPROULES  
And  
JODIE LAURELLE SPROULES  
Retiring Trustees

And

B.A. AND J.L. SPROULES PTY LTD ACN 147 299 974  
New Trustee

DEED OF APPOINTMENT AND  
RETIREMENT OF TRUSTEE OF  
JAB SUPERANNUATION FUND



**Address:**  
Suite 6, 1st Floor  
860 Doncaster Road  
Doncaster East Vic 3109  
ABN 89 079 618 953

**Postal Address:**  
PO Box 4441  
Doncaster Heights Vic 3109

Phone 03 8848 3333  
Fax 03 9848 6741  
Mobile 0404 031 064  
[trent@coulsonharrislegal.com.au](mailto:trent@coulsonharrislegal.com.au)  
[www.coulsonharrislegal.com.au](http://www.coulsonharrislegal.com.au)

## NOTICE OF APPOINTMENT AND RETIREMENT OF TRUSTEE

THIS DEED OF APPOINTMENT AND RETIREMENT OF TRUSTEE made the 10<sup>th</sup> day of November 2010.

### **PARTIES**

1. BRENDAN ALLAN SPROULES and JODIE LAURELLE SPROULES both of 2 Suffolk Road, Surrey Hills Victoria 3127 ("the Retiring Trustees").
2. B.A. AND J.L. SPROULES PTY LTD ACN 147 299 974 a company incorporated in Victoria and having its registered office at 2 Suffolk Road, Surrey Hills Victoria 3127 ("the New Trustee").

### **RECITALS**

- A. By Deed of Trust dated 6<sup>th</sup> October 2006 the Retiring Trustees ("the original Deed") established a superannuation fund known as the JAB Superannuation Fund ("the Fund").
- B. The original Trust Deed was amended by a further Deed dated the 15<sup>th</sup> October 2007 ("the current Deed").
- C. By Clause 14.27 of the current Deed the Retiring Trustees may resign as Trustees upon a New Trustee being appointed.
- D. The Retiring Trustees have continuously held such office up to and including the date hereof.
- E. The Retiring Trustees intend to retire as Trustees of the Fund and the new Trustee is to be appointed Trustee of the Fund.
- F. The New Trustee is not by virtue of the provisions of the Trust Deed or by law precluded from assuming office as Trustee of the Fund.

- G. The New Trustee has agreed to join in these presents to accept appointment as Trustee of the Fund.

**THIS DEED WITNESSES:**

**Appointment of New Trustee**

1. The New Trustee as trustee of the Fund in place of the Retiring Trustees undertakes as and from the execution of this Deed by all the parties, the trust powers duties and obligations conferred by the Trust Deed upon the Trustee as if the New Trustee were a party to the Deed.
2. The Retiring Trustees declare and confirm their retirement as Trustees of the Fund which retirement is to take effect as and from the execution of this Deed.
3. The New Trustee covenants and agrees that as and from the execution of this Deed it will be bound by and observe and administer the trust powers, discretions and obligations conferred by the Trust Deed as if it were named as Trustee.
4. This Deed shall for all purposes be deemed to have been executed by all parties on the date which it bears.

**Release of Retiring Trustees**

5. It is agreed that subject to the provisions of Clause 8 of this Deed, the Retiring Trustees as and from the execution hereof, are discharged from further performance of their obligations and duties as Trustees of the Fund.

**Covenant by New Trustee**

6. The New Trustee covenants that it has not received a benefit of any kind whatsoever out of or in connection with the Fund.
7. The New Trustee indemnifies the Retiring Trustees against all debts which the Retiring Trustees have incurred and which are unpaid at the time of execution of this Deed by

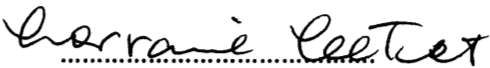
all parties, whilst acting under and in terms of the Trust Deed and undertakes and agrees that the New Trustee will pay and discharge all such debts out of the Assets of the Fund in accordance with the terms of credit or otherwise under which such debts were incurred.

**Covenant by Retiring Trustees**

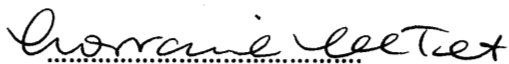
8. The Retiring Trustees covenants that they will do all things necessary to transfer legal title to the assets of the Fund to the New Trustee and to sign all documents and do all things reasonably required to enable the New Trustee to assume and carry out its duties as Trustee of the Fund.

**EXECUTED AS A DEED**

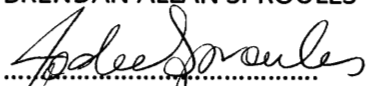
Signed by BRENDAN ALLAN SPROULES  
In the presence of:

  
.....  
.....

Signed by JODIE LAURELLE SPROULES  
In the presence of:

  
.....  
.....

**EXECUTED** by the Company B.A. AND J.L. SPROULES PTY LTD ACN 147 299 974  
in accordance with its Corporate Constitution in the presence of.

  
.....  
BRENDAN ALLAN SPROULES - Director  
.....  
JODIE LAURELLE SPROULES - Director

MINUTES OF MEETING OF  
BRENDAN ALLAN SPROULES  
And  
JODIE LAURELLE SPROULES  
AS TRUSTEES OF  
JAB SUPERANNUATION FUND  
Held at 2 Suffolk Road, Surrey Hills Victoria 3127  
on the 10<sup>th</sup> November 2010.

---

PRESENT: BRENDAN ALLAN SPROULES  
JODIE LAURELLE SPROULES

CHAIRMAN: BRENDAN ALLAN SPROULES

PREVIOUS BUSINESS: The Chairman reported that those matters arising from the previous meeting of the Trustees had been duly attended to.

BUSINESS: IT WAS RESOLVED THAT the Trustees retire as Trustees of the JAB Superannuation Fund effective immediately.

IT WAS FURTHER RESOLVED THAT the Trustees execute the Deed of Appointment and Retirement of Trustee whereby the Trustees retire as the Trustees of the JAB Superannuation Fund.

There being no further business the meeting closed

  
.....  
BRENDAN ALLAN SPROULES  
- CHAIRMAN

MINUTES OF MEETING OF THE DIRECTORS OF  
B.A. AND J.L. SPROULES PTY LTD ACN 147 299 974  
IN THE COMPANY'S CAPACITY AS TRUSTEE OF  
JAB SUPERANNUATION FUND

Held at 2 Suffolk Road, Surrey Hills Victoria 3127  
on the 10<sup>th</sup> November 2010

---

PRESENT: BRENDAN ALLAN SPROULES  
JODIE LAURELLE SPROULES

CHAIRMAN: BRENDAN ALLAN SPROULES

PREVIOUS BUSINESS: The Chairman reported that those matters arising from the previous meeting of the Directors had been duly attended to.

BUSINESS: IT WAS RESOLVED THAT the Company be appointed as Trustee of the JAB Superannuation Fund effective immediately.

IT WAS FURTHER RESOLVED THAT the Directors of the Company execute the Deed of Appointment and Retirement of Trustee whereby the Company is appointed Trustee of the JAB Superannuation Fund.

There being no further business the meeting closed

  
.....  
BRENDAN ALLAN SPROULES  
- CHAIRMAN