

**DEED OF CHANGE OF TRUSTEE
FOR
OTILO SUPERANNUATION FUND**

**OTILO PTY LIMITED ACN 099 698 754
("Retiring Trustee")**

**LOJERO PTY LTD ACN 165 568 285
("New Trustee")**

CORPORATE EXPRESS

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This agreement has been prepared by our legal advisors,



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THIS DEED is made on 25 November 2020

BETWEEN:

1. OTILO PTY LIMITED ACN 099 698 754 of 15 Keiley Street, MARSFIELD NSW 2122 ("**Retiring Trustee**")
2. LOJERO PTY LTD ACN 165 568 285 of 15 Keiley Street, MARSFIELD NSW 2122 ("**New Trustee**")

RECITES:

- A. The Retiring Trustee is the trustee of the OTILO SUPERANNUATION FUND ("**Fund**"), a complying superannuation fund, which was established by a Deed dated 06 April 1995 ("**Original Deed**").
- B. The Fund is regulated by the Original Deed as may have been amended from time to time ("**Governing Provisions**").
- C. The Retiring Trustee wishes to retire immediately as trustee of the Fund.
- D. The New Trustee has consented to its appointment as trustee of the Fund with immediate effect.
- E. Giuseppe IPPOLITO and Salvatrice IPPOLITO, the current members of the Fund enter into this Deed to confirm their consent to the appointment of the New Trustee.
- F. Pursuant to clause 7.7 of the Governing Provisions the Retiring Trustee hereby resigns as trustee of the Fund and the New Trustee is appointed as trustee of the Fund.

WITNESSES:

1. The Retiring Trustee resigns as trustee of the Fund and the New Trustee is appointed as trustee of the Fund.
2. The Retiring Trustee consents to its removal as trustee of the Fund and agrees to transfer all of the assets held by the Retiring Trustee in its capacity as a trustee of the Fund to the New Trustee.
3. The New Trustee hereby confirms by its/their execution of this Deed, its/their consent to appointment as trustee of the Fund from the time of execution by the last party to this Deed of Change of Trustee and agrees to administer the Fund in accordance with the trusts and powers contained in the Original Deed of the Fund for all purposes.
4. The Retiring Trustee hereby acknowledges that the assets of the Fund and the income therefrom held as trustee of the Fund now vests in the New Trustee.

5. The Retiring Trustee will do all things reasonably requested of it/them to assist with the transfer of all assets of the Fund in its/their possession or under its/their control to the New Trustee.
6. With immediate effect the New Trustee indemnifies and releases the Retiring Trustee from any liabilities past, present or future, save and except for any antecedent breach of the trust deed or law, arising from the Retiring Trustee acting in its capacity as trustee of the Fund PROVIDED THAT the New Trustee is not liable to indemnify and/or release the Retiring Trustee in respect of any liabilities past, present or future:
 - (a) which exceed in aggregate the lesser of;
 - (i) the total value of assets received by the New Trustee from the Retiring Trustee; and
 - (ii) the aggregate net remaining value in the Fund at the relevant time of accumulation balances remaining in the Fund; or
 - (b) which are the subject of an accepted claim under an indemnity insurance policy or a successful claim against a third party for compensation by the Retiring Trustee or any director of it or individual who comprises part or the whole of it; or
 - (c) to the extent that the liabilities are attributable to conduct in respect of which a trustee of a regulated superannuation fund, or a director of any company acting as such a trustee, may not be indemnified under the Superannuation Industry (Supervision) Act 1993 or regulations thereto, or involve penalties imposed by any governmental authority; or
 - (d) to the extent the liabilities may be created by or in respect of the Retiring Trustee without the consent of the New Trustee (such consent not to be withheld unreasonably),

PROVIDED FURTHER THAT the New Trustee is also not liable to indemnify the Retiring Trustee to the extent to which such liability may result in any amount being payable to the Retiring Trustee other than in accordance with and from the Fund.

EXECUTED as a Deed.

Signed by OTILO PTY LIMITED in
accordance with its Constitution in
the presence of:



Giuseppe IPPOLITO
Director




Salvatrice IPPOLITO
Director

Signed by LOJERO PTY LTD in accordance with its Constitution in the presence of:


Giuseppe IPPOLITO
Director/Secretary


Salvatrice IPPOLITO
Director

SIGNED by)
Salvatrice IPPOLITO)
in the presence of:)


Signature of Witness)


Alisten Joseph)
Name of Witness - please print)

Alisten Joseph)
63 Wigram Street)
Harris Park)

Address of Witness)


Salvatrice IPPOLITO

SIGNED by)
Giuseppe IPPOLITO)
in the presence of:)


Signature of Witness)

Alisten Joseph)
Name of Witness - please print)

63 Wigram Street)
Harris Park NSW)
2150)

Address of Witness)


Giuseppe IPPOLITO

OTILO SUPERANNUATION FUND

25 November 2020

PRIVATE & CONFIDENTIAL

To the Members/Trustees of the OTILO SUPERANNUATION FUND

Dear Members/Trustees

RESIGNATION AS TRUSTEE

OTILO PTY LIMITED hereby notifies you of its desire to resign as Trustee of the OTILO SUPERANNUATION FUND to take effect from the time of execution of the last party to a Deed of Change of Trustee.

Signed by OTILO PTY LIMITED
in accordance with its Constitution
in the presence of:



Giuseppe IPPOLITO
Director



Salvatrice IPPOLITO
Director

25 November 2020

PRIVATE & CONFIDENTIAL

OTILO PTY LIMITED ACN 099 698 754
As trustee for the OTILO SUPERANNUATION FUND
15 Keiley Street
MARSFIELD NSW 2122

Dear Trustee

LOJERO PTY LTD - CONSENT TO ACT AS TRUSTEE

LOJERO PTY LTD hereby consents to its appointment as trustee of the OTILO SUPERANNUATION FUND under the provisions of the Superannuation Industry (Supervision) Act 1993 (the "SIS Act") and in accordance with the documents which regulate the OTILO SUPERANNUATION FUND.

LOJERO PTY LTD confirms that it is not a disqualified person as defined in Section 120 of the SIS Act, an extract of which is shown below:

<p>EXTRACT: SUPERANNUATION INDUSTRY (SUPERVISION) ACT 1993</p> <p>SECTION 120 DISQUALIFIED PERSONS</p> <p>120(1) Individuals For the purpose of this Part, an individual is a disqualified person if:</p> <p>(a) at any time (including a time before the commencement of this section):</p> <p>(i) the individual was convicted of an offence against or arising out of a law of the Commonwealth, a State, a Territory or a foreign country, being an offence in respect of dishonest conduct; or</p> <p>(ii) a civil penalty order was made in relation to the person; or</p> <p>(b) the person is an insolvent under administration; or</p> <p>(c) either:</p> <p>(i) to the extent that the Regulator is the Commissioner of Taxation - the Regulator has disqualified the individual under section 126A; or</p> <p>(ii) to the extent that the Regulator is APRA - the Federal Court of Australia has disqualified the individual under section 126H.</p> <p>120(2) Bodies corporate For the purposes of this Part, a body corporate is a disqualified person if:</p> <p>(a) the body corporate knows, or has reasonable grounds to suspect, that a person who is, or is acting as, a responsible officer of the body corporate is:</p> <p>(i) for a person who is a disqualified person only because he or she was disqualified under section 126H – disqualified from being or acting as a responsible officer of the body corporate; or</p> <p>(ii) otherwise – a disqualified person; or</p> <p>(b) a receiver, or a receiver and manager, has been appointed in respect of property beneficially owned by the body; or</p>

- (c) an administrator has been appointed in respect of the body; or
- (d) a provisional liquidator has been appointed in respect of the body; or
- (e) the body has begun to be wound up.

120(3) Convictions A reference in this section to a person who has been convicted of an offence includes a reference to a person in respect of whom an order has been made under section 19B of the Crimes Act 1914, or under a corresponding provision of a law of a State, a Territory or a foreign country, in relation to the offence.

120(4) Law on spent convictions does not apply Division 3 of Part VIIC of the Crimes Act 1914 does not apply in relation to the disclosure of information about a conviction of the kind mentioned in paragraph (1)(a), if the disclosure is for the purposes of this Part.

SECTION 126B APPLICATION FOR WAIVER OF DISQUALIFIED STATUS

126B(1) Waiver of Disqualified status An individual may apply to the Regulator for a declaration under section 126D waiving his or her status as a disqualified person for the purposes of this Part only if:

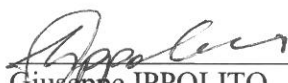
- (a) he or she is a disqualified person solely because of the operation of subparagraph 120(1)(a)(i); and
- (b) the offence leading to him or her being a disqualified person is not an offence involving serious dishonest conduct as described in subsection (2).

126B(2) Serious dishonest conduct For the purposes of paragraph (1)(b), an offence involves serious dishonest conduct if the penalty actually imposed for the offence is:

- (a) a term of imprisonment of at least 2 years or such longer period (if any) as is specified in the regulations; or
- (b) a fine of at least 120 penalty units or such larger fine, if any, as is specified in the regulations.

LOJERO PTY LTD hereby confirms that it will carry out its duties as a trustee of the OTILO SUPERANNUATION FUND in accordance with the documents which from time to time regulate the OTILO SUPERANNUATION FUND.

Signed by LOJERO PTY LTD in
accordance with its Constitution in
the presence of:


Giuseppe IPPOLITO
Director/Secretary


Salvatrice IPPOLITO
Director

**OTILO PTY LIMITED ACN 099 698 754
AS TRUSTEE OF
OTILO SUPERANNUATION FUND**

Minutes of a Meeting of Directors held
at 15 Keiley Street
MARSFIELD NSW 2122
on 25 November 2020

PRESENT

Giuseppe IPPOLITO
Salvatrice IPPOLITO

CHANGE OF TRUSTEE

IT WAS RESOLVED:

1. to resign as trustee of the OTILO SUPERANNUATION FUND ("Fund").
2. to approve and execute the Deed of Change of Trustee removing OTILO PTY LIMITED ACN 099 698 754 as trustee and appointing LOJERO PTY LTD ACN 165 568 285 as New Trustee of the Fund to take effect from the time of execution by the last party to the Deed of Change of Trustee.
3. that the trustee execute such documentation as may be necessary to effect the transfer to the New Trustee of any assets held by it in the capacity of trustee of the above Fund.

**LOJERO PTY LTD
AS TRUSTEE OF
OTILO SUPERANNUATION FUND**

Minutes of a Meeting of Directors held
at 15 Keiley Street
MARSFIELD NSW 2122
on 25 November 2020

PRESENT

Giuseppe IPPOLITO
Salvatrice IPPOLITO

CHANGE OF TRUSTEE

IT WAS RESOLVED:

1. to confirm the acceptance of the Company as New Trustee of the OTILO SUPERANNUATION FUND ("Fund") upon the resignation of OTILO PTY LIMITED ACN 099 698 754 ("Retiring Trustee") as a trustee of the Fund in accordance with the terms and conditions of that Fund as set out in the Deed and Rules.
2. to approve and execute the Deed of Change of Trustee removing OTILO PTY LIMITED ACN 099 698 754 as trustee and appointing LOJERO PTY LTD ACN 165 568 285 as New Trustee of the Fund to take effect from the time of execution by the last party to the Deed of Change of Trustee.
3. to accept the transfer from the Retiring Trustee of any assets belonging to the Fund and to execute any documentation as may be necessary in that respect.
4. to complete and lodge a 'Change of details of Superannuation Entities' form with the Australian Taxation Office.

IT WAS NOTED that the Company Secretary was instructed to notify the Australian Taxation Department of the above changes