

## **DISCLOSURE OF REMUNERATION**

AS REQUIRED BY SECTION 29QB OF  
THE SUPERANNUATION INDUSTRY (SUPERVISION) ACT

SUNSUPER SUPERANNUATION FUND  
A.B.N. 98 503 137 921

SUNSUPER POOLED SUPERANNUATION FUND  
A.B.N 14 732 571 880

## Sunsuper Directors & Executive Officers (“Relevant Executive Officers”)

An Executive Officer is defined as a member of the Sunsuper Executive Group. The Sunsuper Executive Group has authority and responsibility for planning, directing and controlling the activities of the Sunsuper Group. The following is a list of the Directors and Executive Officers of Sunsuper Pty Ltd at any time during the financial years ending 30 June 2015 and 30 June 2016 and during the current financial year, being the year ending 30 June 2017.

<b>Sunsuper Directors</b>			
<b>Name</b>	<b>Position</b>	<b>Date began holding position</b>	<b>Date ceased holding position</b>
Michael Clifford	Director - member representative	1 February 2016	
Roslyn McLennan	Director - member representative	28 October 2015	
Ben Swan	Director - member representative	5 August 2013	
Elizabeth Hallett	Director - employer representative	27 March 2014	
Mark Harvey	Director - employer representative	1 July 2016	
Theresa Moltoni, OAM	Director - employer representative	1 July 2016	
Andrew Fraser	Director - Independent	16 September 2015	
Jennifer Mack	Director - Independent	1 July 2015	
Michael Traill, AM	Director - Independent	16 September 2015	
John Battams	Director - member representative	30 September 2005	31 January 2016
Robert Hutchinson	Director - employer representative	28 October 2010	30 June 2016
Paul Lahiff	Director - employer Representative	1 January 2015	28 April 2016
Ron Monaghan	Director - member representative	6 December 2007	31 July 2015

## Sunsuper Executive General Managers

<b>Name</b>	<b>Position</b>	<b>Date began holding position</b>	<b>Date ceased holding position</b>
Julian Carroll	Executive General Manager, Information, Solutions & Technology	8 August 2011	30 September 2016
Lachlan East	Chief Risk Officer	1 November 2016	
Andrea Forbes	Executive General Manager, Strategy, Education and External Relations	5 January 2015	
Teresa Hamilton	Executive General Manager, Risk, Compliance & Legal	01 July 2014	
Scott Hartley	Chief Executive Officer	28 January 2014	
Michael Mulholland	Executive General Manager, Business Growth & Advice	28 May 2014	
Craig Neal	Chief Financial Officer	01 July 2014	31 October 2016
Ian Patrick	Chief Investment Officer	23 November 2015	
Jason Sommer	Executive General Manager, Product, Projects & Technical Services	16 June 2014	
Steven Travis	Executive General Manager, Customer Service & People	15 February 2010	31 October 2016
Teifi Whatley	Executive General Manager, Customer Experience & Insights	19 June 2000	
David Hartley	Chief Investment Officer	7 September 2005	5 November 2015

## Remuneration of Directors and Executive Officers

The Board has implemented a process for the periodic review and evaluation of its performance and the performance of its committees, individual Directors and Executive Officers.

The Directors and Executive Officers are paid in accordance with the remuneration policy.

The Chief Executive Officer, in conjunction with the Board Remuneration and Nominations Committee, is responsible for determining the remuneration of Executive Officers. The Nominations and Remuneration Committee reviews the Chief Executive Officer's remuneration. The Committee makes recommendations to the Board for its approval.

### Directors Remuneration

<b>Remuneration consists of:</b>	Board and committee fees, superannuation guarantee contributions and the reimbursement of reasonable expenses. The fees reflect the demands on and responsibilities of those Directors.  Fees may be paid to the Director, paid to the employer of the Director or salary sacrificed as superannuation contributions.
<b>Review and benchmarking:</b>	Director remuneration is reviewed at least annually. Remuneration levels are benchmarked against independent external sources.

The following table sets out the detailed remuneration paid and payable to each Director and Executive Officer for the financial years ending 30 June 2015 and 30 June 2016.

### Executive Officer Remuneration

<b>Remuneration consists of:</b>	Salaries, superannuation guarantee contributions, short-term incentive bonuses and the reimbursement of reasonable expenses.
<b>Review and benchmarking:</b>	Executive Officer remuneration, including the Chief Executive Officer's, is reviewed at least annually. Remuneration levels are benchmarked against independent external sources.

	Short-term employee benefits				Post-employment benefits	Other long-term employee benefits	Termination benefits
	Director Fees and Salary, including short-term leave (3)	Board and Committee Chair fees (4)	Incentive and other bonus	Non-monetary benefits - reportable fringe benefits	Superannuation contributions (including salary sacrifice superannuation payments)	Long service leave	
	\$	\$	\$	\$	\$	\$	\$
<b>Year ended 30 June 2016</b>							
John Battams <sup>(1)</sup>	35,502	13,622	-	-	6,386	-	-
Ron Monaghan <sup>(1)</sup>	5,111	3,892	-	-	1,170	-	-
Ben Swan <sup>(2)</sup>	60,394	43,667	-	-	13,528	-	-
Robert Hutchinson	60,394	23,818	-	-	10,948	-	-
Elizabeth Hallett	60,394	23,818	-	-	10,948	-	-
Paul Lahiff	55,492	7,939	-	-	8,229	-	-
Ros McLennan <sup>(1)</sup>	40,949	-	-	-	5,323	-	-
Michael Clifford <sup>(1)</sup>	25,164	-	-	-	3,271	-	-
Jenni Mack	60,394	-	-	-	7,851	-	-
Andrew Fraser	47,812	-	-	-	6,216	-	-
Michael Traill	47,812	-	-	-	6,216	-	-
Scott Hartley	570,821	-	227,384	-	105,304	-	-
Ian Patrick	210,812	-	333,561	-	49,636	-	-
Teifi Whatley	266,217	-	61,176	-	42,375	6,790	-
Steven Travis	255,287	-	75,564	-	45,580	6,313	-
Julian Carroll	262,914	-	44,964	-	40,450	-	-
Michael Mulholland	408,850	-	127,095	-	69,227	-	-
Jason Sommer	347,100	-	130,674	-	63,527	-	-
Craig Neal	259,626	-	42,328	-	40,141	47,201	-
Teresa Hamilton	231,262	-	70,297	-	40,752	-	-
Andrea Forbes	241,008	-	38,751	-	36,747	-	-
David Hartley	223,947	-	-	-	52,265	-	100,961
<b>Year ended 30 June 2015</b>							
John Battams <sup>(1)</sup>	59,210	23,351	-	-	9,907	-	-
Ron Monaghan <sup>(1)</sup>	59,210	46,702	-	-	12,709	-	-
Ben Swan <sup>(2)</sup>	59,210	-	-	-	7,105	-	-
Graham Heilbronn	17,521	11,676	-	-	17,500	-	-
Robert Hutchinson	59,210	23,351	-	-	9,907	-	-
Elizabeth Hallett	59,210	11,676	-	-	8,506	-	-
Paul Lahiff	29,605	-	-	-	3,553	-	-
Scott Hartley	521,276	-	193,343	-	116,523	-	-
Bruce Wilson	9,516	-	-	-	28,791	-	-
David Hartley	357,708	-	173,540	27,349	96,144	-	-
Teifi Whatley	220,169	-	68,244	-	41,398	6,958	-
Steven Travis	242,338	-	70,769	-	44,356	7,715	-
Julian Carroll	252,233	-	48,493	-	39,925	-	-
Michael Mulholland	388,005	-	100,716	-	68,888	-	-
Jason Sommer	336,039	-	125,948	-	65,233	-	-
Craig Neal	255,485	-	43,732	-	40,092	-	-
Teresa Hamilton	236,822	-	53,561	-	36,723	-	-
Andrea Forbes	122,093	-	21,939	-	18,252	-	-

(1) Director fees were paid to the employer of the director, Queensland Council of Unions

(2) Director fees were paid to the employer of the director, The Australian Workers' Union of Employees, Queensland.

(3) The figures exclude amounts that have been salary sacrificed as superannuation payments.

(4) Additional Board and Committee allowances are paid for the following positions, Chairman of the Board, Deputy Chair, Investment Committee Chair and Audit Compliance and Risk Management Committee Chair.

## Short-term incentives for Executive Officers

The remuneration of Executive Officers includes short-term incentive. Terms of employment and remuneration are reflected in individual contracts with each Executive Officer. Contracts are entered into on commencement in the position as an Executive Officer with Sunsuper. The short-term incentive plan rewards individual Executive Officers for achievement of Performance Goals.

**Objectives** - The objectives of the short term incentive are to:

- focus Executive Officers on achievement of results and performance of Sunsuper against agreed targets;
- demonstrate a clear relationship between performance and remuneration;
- be fair and consistent in rewarding performance among Executive Officers and all employees;
- reinforce a performance culture in Sunsuper;
- protect the interests, and meet the reasonable expectations, of beneficiaries;
- support the long term financial soundness of Sunsuper; and
- support the risk management framework of the Trustee.

**Key Performance Goals** - Goals are reviewed annually and targets are set, effective 1 July each year, for each Executive Officer. Goals are:

- relevant and specific to each individual Executive Officer's position;
- aligned to areas of organisational performance as defined in the Corporate Performance Goals.

Performance Goal targets are set at the beginning of the financial year to which they relate and are measured over the course of each financial year (July to June). Performance Goal results are assessed through the Performance Development and Review process that occurs annually.

Included in the eligibility criteria for the short term incentive plan, an Executive Officer must be employed in a permanent or fixed term capacity by Sunsuper and be in continued employment when the incentive payment becomes due. The Board may adjust the performance based components for any individual Executive Officer.

The short-term incentive bonuses plan for the Chief Investment Officer is based upon investment out-performance compared to benchmarks. The Performance Goal targets are aligned to the investment objectives and are relevant to the needs of Sunsuper members. The Performance Goal targets are reviewed annually and approved by the Board.

The performance evaluations for all Executive Officers, in respect of the year ended 30 June 2016 were completed by 28 September 2016 and payments were made on 30 September 2016. Short

term incentive payments are reviewed and approved by the Remuneration and Nominations Committee, with exception to the CEO which is reviewed and approved by the Board.

For the financial years ending 30 June 2015, the maximum amount each Executive Officer was eligible to receive as an incentive payment was as follows:

	<b>If KPI targets are <u>met</u>, eligible to receive an incentive payment up to:</b>	<b>If KPI targets are <u>exceeded</u>, eligible to receive an additional payment up to:</b>
<b>CEO</b>	25% of annual salary	25% of annual salary
<b>CIO*</b>	50% of annual salary	55% of annual salary
<b>Other Executive Officers**</b>	<b>Two schemes</b> 30% of annual salary <b>Or</b> 40% of annual salary	15% of annual salary  20% of annual salary

\* 1/3 of the total incentive payment is deferred for 12 months

\*\* 1/4 of the total incentive payment is deferred for 12 months

For the financial year ending 30 June 2016, the maximum amount each Executive Officer was eligible to receive as an incentive payment was as follows:

	<b>If Performance Goal targets are <u>Achieved</u>, eligible to receive an incentive payment up to:</b>	<b>If Performance Goal targets are <u>exceeded</u>, eligible to receive an additional payment up to:</b>
<b>CEO**</b>	40% of annual salary	20% of annual salary
<b>CIO*</b>	50% of annual salary	55% of annual salary
<b>Other executive officers**</b>	<b>Two schemes</b> 30% of annual salary <b>Or</b> 40% of annual salary	15% of annual salary  20% of annual salary

\* 1/3 of the total incentive payment is deferred for 12 months

\*\* 1/4 of the total incentive payment is deferred for 12 months

The minimum possible total amount that may be paid in all cases is \$Nil.

The following table sets out information about the short-term incentive bonuses which were paid or payable to each Executive Officer in the years ended 30 June 2015 and 30 June 2016.

<b>Name</b>	<b>Incentive bonus inclusive of superannuation payment</b>	<b>Financial year the bonus was paid/will be payable</b>	<b>Financial year the performance relates to</b>	<b>% of incentive bonus that was paid/will be payable</b>	<b>% of incentive bonus that was forfeited</b>
Scott Hartley	91,079	2015	2014	83%	17%
Bruce Wilson	87,251	2015	2014	96%	4%
David Hartley	175,624	2/3 paid in 2015 1/3 paid in 2016	2014	48%	52%
Teifi Whatley	53,085	2015	2014	85%	15%
Steven Travis	42,469	2015	2014	68%	32%
Craig Godfrey	43,086	2015	2014	67%	33%
Julian Carroll	46,505	2015	2014	75%	25%
Andrew Nicholson	43,884	2015	2014	78%	22%
Scott Hartley	219,444	2016	2015	82%	18%
David Hartley	197,096	2016	2015	44%	56%
Teifi Whatley	77,456	2016 & 2017 <sup>(1)</sup>	2015	72%	28%
Steven Travis	80,323	2016 & 2017 <sup>(1)</sup>	2015	72%	28%
Julian Carroll	55,039	2016 & 2017 <sup>(1)</sup>	2015	49%	51%
Michael Mulholland	114,312	2016 & 2017 <sup>(1)</sup>	2015	50%	50%
Jason Sommer	142,951	2016 & 2017 <sup>(1)</sup>	2015	72%	28%
Craig Neal	49,636	2016 & 2017 <sup>(1)</sup>	2015	44%	56%
Teresa Hamilton	60,791	2016 & 2017 <sup>(1)</sup>	2015	62%	38%
Andrea Forbes	24,900	2016 & 2017 <sup>(1)</sup>	2015	49%	51%
Scott Hartley	258,081	2017 & 2018 <sup>(3)</sup>	2016	78%	22%
Ian Patrick	178,831	2017 & 2018 <sup>(2)</sup>	2016	62%	38%
Teifi Whatley	69,435	2017 & 2018 <sup>(3)</sup>	2016	61%	39%
Steven Travis	85,764	2017 & 2018 <sup>(3)</sup>	2016	73%	27%
Julian Carroll	51,035	2017	2016	45%	55%
Michael Mulholland	144,252	2017 & 2018 <sup>(3)</sup>	2016	62%	38%
Jason Sommer	148,314	2017 & 2018 <sup>(3)</sup>	2016	73%	27%
Craig Neal	48,042	2017	2016	42%	58%
Teresa Hamilton	79,786	2017 & 2018 <sup>(3)</sup>	2016	73%	27%
Andrea Forbes	43,982	2017	2016	42%	58%

(1) 3/4 of the total incentive payment has been paid in FY2016 and remaining 1/4 will be paid in FY2017.

(2) 2/3 of the total incentive payment will be paid in FY2017 and remaining 1/3 will be paid in FY2018.

(3) 3/4 of the total incentive payment will be paid in FY2017 and remaining 1/4 will be paid in FY2018.

In addition to the above, Ian Patrick was granted and paid a combined bonus of \$176,000 during the 2016 financial year as compensation for the long-term incentive bonus which was forfeited from his previous employer. This incentive payment is conditional on the executive remaining in the employment of Sunsuper until 23 November 2016.