



Generate Thematic Managed Fund - Establishment Deed

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Generate Investment Management Limited (**Manager**)
Public Trust (**Supervisor**)
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Details

Date 27 June 2023

Parties

Name	Generate Investment Management Limited
Short form name	Manager
Notice details	Address: Level 9, Jarden House 21 Queen Street Auckland 1010 New Zealand Email: henry@generatekiwisaver.co.nz Attention: Henry Tongue
Name	Public Trust
Short form name	Supervisor
Notice details	Address: SAP Tower, Level 16, 151 Queen Street Auckland 1010 Email: CTS.Enquiry@PublicTrust.co.nz Attention: Client Services Manager

Background

- A The Manager and the Supervisor are parties to a master trust deed dated 11 June 2019 (**Master Trust Deed**) for the Generate Unit Trust Scheme (the **Scheme**), which was amended and restated on 10 May 2023. The Scheme sets out the terms and conditions on which Units in Funds within the Scheme will be offered for subscription.
- B Under clause 2.2 of the Master Trust Deed the Supervisor and the Manager have the power to establish Funds by executing an Establishment Deed, setting out the specific terms and conditions relating to that Fund.
- C The Supervisor and the Manager have determined to establish a Fund to be known as the Generate Thematic Managed Fund (**Fund**) by executing this deed, which will take effect on and from the Effective Date.
- D This deed and the Master Trust Deed, read together, form the Governing Document for the Fund.

Agreed terms

1. Defined terms and interpretation

1.1 Defined terms

Unless the context otherwise requires, capitalised terms have the meaning given to them in the Master Trust Deed, except that:

Effective Date means, in this deed, the date which the Manager notifies in writing to the Supervisor that this deed will enter into force, expected to be on or around 3 July 2023.

Fund means the Generate Thematic Managed Fund constituted under this deed and the Master Trust Deed as a Fund within the Scheme.

1.2 General construction

The provisions of clauses 1.1 to 1.7 of the Master Trust Deed apply in this deed.

2. Creation of the Fund

2.1 Establishment of the Fund

The Fund will commence on and from the Effective Date, on the terms and conditions set out in this deed.

2.2 Constitution of the Fund

The Fund will be constituted by the Manager lodging the sum of \$100 with the Supervisor.

2.3 Name of the Fund

The name of the Fund will be the **Generate Global Thematic Managed Fund**.

3. PIE status

Subject to satisfying the requirements of the PIE Rules, the Fund elects to become a PIE.

4. Investments

4.1 SIPO

The SIPO for the Fund will be established and may be changed in accordance with the Master Trust Deed.

4.2 Authorised Investments

The SIPO for the Fund will specify Authorised Investments for the Fund from time to time.

5. Issue of Units

The initial Units to be issued under the Disclosure Documents for the Fund will be issued at an initial Issue Price of NZ\$1.00 per Unit. Any other Units to be issued by the Fund will be issued at an Issue Price determined in accordance with the Master Trust Deed.

6. Withdrawal of Units

Units may be redeemed in accordance with clause 9 of the Master Trust Deed.

7. Switching of Units

Units may be switched in accordance with clause 10 of the Master Trust Deed.

8. Transfer and transmission of Units

Units may be transferred and transmitted in accordance with clause 11 of the Master Trust Deed.

9. Distributions

The Manager may from time to time determine the date or dates of allocation and distribution of Entitlements and the Distribution Period to which Entitlements relate.

10. Minimum and maximum Holding and Transaction values

10.1 Minimum Holding

The Manager may specify from time to time in the Disclosure Documents the minimum initial investment and ongoing Holding in the Fund.

10.2 Maximum Holding

The Manager may specify from time to time in the Disclosure Documents the maximum initial investment and ongoing Holding in the Fund.

10.3 Minimum Transaction values

The Manager may specify from time to time in the Disclosure Documents minimum or maximum Transaction values.

11. Master Trust Deed

11.1 Master Trust Deed applies

Except as modified by the terms of this deed, all the terms and conditions set out in the Master Trust Deed apply to the Fund.

11.2 Inconsistency with the Master Trust Deed

If there is any inconsistency between the terms of this deed and the terms of the Master Trust Deed, this deed will prevail for the purposes of the Fund.

Signing page

EXECUTED AS A DEED

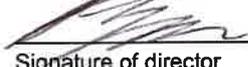
GENERATE INVESTMENT MANAGEMENT LIMITED by:



Signature of director

Nicholas Kynoch

Name of director



Signature of director

Henry Turrell

Name of director

SIGNED for and on behalf of PUBLIC TRUST by its attorney:



Signature of witness

Brian Cheow Hin See
Senior Manager Client Services
Public Trust, Auckland

Name of witness

Occupation of witness

City/town of residence



Signature of attorney

Ramone Pauline Isabella van Melle
Senior Manager Client Services
Public Trust, Auckland

Name of attorney

**CERTIFICATE OF NON-REVOCATION
OF POWER OF ATTORNEY**

I, Ramona Pauline Isabella van Melle, of Auckland, hold the office of Senior Manager Client Services at Public Trust, an entity established under the Public Trust Act 2001, and certify that:

- 1 by deed dated 10 November 2022, Public Trust appointed me its attorney on the terms and conditions set out in the deed of appointment of attorneys which is deposited at Land Information New Zealand under number PA 12606310.1; and
- 2 at the date hereof I hold the position of Senior Manager Client Services with Public Trust; and
- 3 at the date of this certificate I have not received any notice of the revocation of that appointment.

Date:



Signature of attorney

