



MAS Retirement Savings Scheme

Other Material Information

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1. Introduction

Welcome to the MAS Retirement Savings Scheme. This document provides additional information on an investment in the MAS Retirement Savings Scheme (the Scheme), including the benefits of investing, more information on who is involved in managing your investment, how to make withdrawals and transfer savings from a United Kingdom (UK) pension, and some key information on tax and risks that you should be aware of.

This document should be read along with the MAS Retirement Savings Scheme Product Disclosure Statement (PDS) available at mas.co.nz/retirement-savings and on the Disclose Register – Offer Register at disclose-register.companiesoffice.govt.nz

Medical Funds Management Limited (MFM, we, us, our), a wholly owned subsidiary of Medical Assurance Society New Zealand Limited (MAS), is the manager and issuer of the MAS Retirement Savings Scheme.

The information in this document could change in the future. The latest information on the MAS Retirement Savings Scheme is available at mas.co.nz/retirement-savings

2. More about the Scheme

Welcome to the MAS Retirement Savings Scheme, provided by MFM, a part of the MAS Group. MAS is a membership-based investment and insurance company that's been supporting New Zealanders for more than 100 years.

About MAS

As a mutual, our customers become our Members. Because we're owned by our members, we don't have to generate big profits for external shareholders. So, our profits can go back into our products and services - helping you to invest in a better tomorrow!

At MAS, we are committed to having a positive impact on society and the planet. We set up the MAS Foundation to improve community health through charitable grants, and over time, your investment can help make a real difference.

About the MAS Retirement Savings Scheme

The main benefits

The MAS Retirement Savings Scheme is our employer-based workplace savings and superannuation scheme that's designed to help you meet your retirement savings goals. Key benefits of joining the Scheme include:

- **Makes saving easy** – employer-based superannuation contributions can be paid directly to your account.
- **Accessing your retirement savings** – begin to access your savings from age 55.
- **Transfer your savings** – the ability to transfer savings from your UK pension.
- **A range of investment options** – choose from 7 different Funds to help you reach your investment goals.
- **Investing your money responsibly** – restrict exposure to harmful sectors, integrate ESG considerations into investment decisions, and use shareholder voting rights to seek to influence companies to conduct their business in a socially and environmentally responsible manner.
- **Actively managed** – investing with experienced managers focused on sustaining long-term investment performance.
- **Advice when you need it** – gain access to a nationwide network of MAS Advisers to help you with your investment decisions, at no additional cost.
- **Online account** – manage your investment online whenever it suits you.

How we manage your investments

Actively managed for healthier returns

The performance of your investment funds over the long term makes a big difference to growing your savings.

The investment Funds in the Scheme are actively managed. This means a team of professionals makes investment decisions that aim to outperform the market and deliver higher than market returns for you.

We seek specialist investment managers

The Funds typically invest in several different asset classes, including including Australasian equities and New Zealand fixed interest. Investment managers are often experts in some asset classes but not others. Therefore, we seek out specialist investment managers in each asset class.

The funds of the Scheme are invested with some of the world's largest managers such as BlackRock for international equities and PIMCO for international fixed interest. We also use specialist investment managers JBWere (NZ) Pty Limited (JBWere) for Australasian equities, and Bancorp Treasury Services Limited (Bancorp) for New Zealand fixed interest and cash.

Our approach to responsible investing

The MAS Responsible Investment Policy details the approach we take to responsible investing and how we apply that approach to the investments made by the Scheme. The MAS Responsible Investment Policy and more information about our approach to responsible investing can be found at mas.co.nz/responsible-investments and on the Disclose Register - Offer Register at disclose-register.companiesoffice.govt.nz

The Funds will not be invested in any company whose principal business activity is:

- the manufacture or sale of weapons
- the production or manufacture of tobacco, tobacco-based products or nicotine alternatives, or the sale of tobacco
- the exploration, extraction, refining, or processing of fossil fuels
- a utility that generates energy from primarily burning fossil fuels.

Principal business activity is defined in this context as activities that generate revenues of 10% or more of total company revenues, or 0% of total revenues for companies that produce or manufacture tobacco, tobacco-based products or nicotine alternatives, or manufacture or sell controversial weapons including cluster munitions, anti-personnel mines and nuclear explosive devices.

Investments in private equity and metallurgical coal are approved exceptions to the MAS Responsible Investment Policy.

Our responsible investing approach is complemented by integrating environmental, social and governance considerations, including climate factors, into our investment decisions.

As an active steward of your money, we appoint an agent to engage with companies the funds invest in, to advocate for human rights, labour rights, anti-corruption and the environment.

We endeavour to vote on all shareholdings via our proxy voting agent. Our ambition is to use shareholder voting rights to influence companies to conduct their business in a socially and environmentally responsible manner.

We are a member of industry associations that help us maintain responsible investment best practice.

Access to advice

Everyone's financial journey is different, and we're here to help our members create the financial future that is right for them.

We offer access to a nationwide network of MAS Advisers to help you with your investment decisions, at no additional cost.

You can speak with a MAS Adviser in person or on the phone for simple general advice about your MAS Retirement Savings account, such as making the right fund choice to meet your savings goals and adding extra contributions to your investment. You can also discuss your personal insurance and income protection needs.

If you would like to talk to a MAS Adviser, phone **0800 800 627** or email info@mas.co.nz

3. Who is involved?

This section provides additional information about key parties involved in providing services for the Scheme.

Manager

Medical Funds Management Limited (MFM) is licensed under the Financial Markets Conduct Act 2013 (FMCA) as a manager of registered schemes. More information about our licence, including its conditions, can be obtained from the Financial Service Providers Register website at fsp-register.companiesoffice.govt.nz

MFM as the Manager is responsible for the management and administration of the Scheme. A current list of the people involved in MAS, MFM and the Scheme is available at mas.co.nz/about-mas/our-people

MFM is a wholly owned subsidiary of Medical Assurance Society New Zealand Limited (MAS). MAS has been appointed as the Operational Manager under a Services Agreement to provide operational management services to MFM in respect of the Scheme.

- See section 11 'Conflicts of interest' on page 31 for more information about how conflicts of interest may apply to the Manager and how these are managed.

We have engaged specialist service providers to help with the investment management and administration of the Scheme. MFM remains responsible for the services delivered by our service partners. Further details on these service arrangements are outlined below.

Administration Manager

We have delegated the administration of the Scheme to Link Market Services Limited (Link) under an Administration Services Agreement. Link keeps and maintains the register of unitholders and provides fund accounting services for the Scheme.

Investment Manager

We have delegated investment management services to JBWere under an Investment Services and Relationship Agreement (ISRA). As lead investment manager, JBWere decides what investments to make within the parameters detailed in the Scheme's Statement of Investment Policy and Objectives (SIPO) and monitors those investments to ensure they remain in compliance with the SIPO.

MFM has also appointed Bancorp under the ISRA to provide sector related investment management services in respect of NZ fixed interest assets and cash in the underlying investment funds that the Scheme invests into.

- See section 11 'Conflicts of interest' on page 31 for more information about how conflicts of interest may apply to our investment managers and how these are managed.

Unit Pricing Administrator

JBWere has appointed Apex Investment Administration (NZ) Limited (Apex) to provide unit pricing services for the Scheme. Apex is responsible for valuing the Scheme assets and calculating the unit price of each Fund within the Scheme.

- See section 8 'Pricing and valuation' on page 22 for more information about how the Funds are valued and priced.

Supervisor

Public Trust is the Supervisor of the Scheme. It supervises how we run the Scheme for the benefit of you, the members.

The Supervisor is a licensed supervisor under the Financial Markets Supervisors Act 2011 and is licensed to act as a supervisor of registered schemes. More information about the Supervisor's licence, including its conditions, can be obtained from the Financial Service Providers Register website at fsp-register.companiesoffice.govt.nz

The Supervisor is also responsible for the custody of Scheme assets, and it may nominate or appoint another entity to act as custodian, in accordance with the Trust Deed and relevant law. Refer to the next part of this section 'Custodian' for more information.

You can also find a current list of those involved with the Supervisor on its website at publictrust.co.nz/corporate-trustee-services/meet-our-team

Custodian

The Supervisor, Public Trust, has appointed JBWere (NZ) Nominees Limited to act as the custodian of Scheme assets. JBWere (NZ) Nominees Limited is a wholly owned subsidiary of JBWere and is fully independent of the Manager and the Supervisor.

As an independent custodian, JBWere (NZ) Nominees Limited holds the Scheme's assets entirely separate from its own assets, and the assets of any other managed investment scheme (including others issued by MFM).

4. Making investments

This section provides more information on ways to manage investments into your MAS Retirement Savings account, including making contributions, how your contributions are allocated and switching funds.

Making contributions

Employer contributions

You can generally make contributions directly from your pay via your employer to your MAS Retirement Savings account.

If you don't know, it's a good idea to talk directly to your employer to confirm what their contributions will be.

Voluntary contributions

You can make lump sum or regular contributions to your account. Further details on how to make voluntary contributions are shown in the table below.

Payment type	Payment description and how to make a payment
Direct credit	<ul style="list-style-type: none">• Make a lump sum or regular contribution by using online or phone banking.• You can make deposits into the MAS Retirement Savings Scheme account 06-0541-0107564-00, entering these details: Particulars MAS Member Number Code Surname Reference MASRSS
Direct debit	<ul style="list-style-type: none">• Make a regular contribution by direct debit.• You can set up regular weekly, monthly, fortnightly, quarterly, six-monthly or annual payments.• Complete the Direct Debit Authority Form available at mas.co.nz/retirement-savings-documents• You can increase, reduce or suspend your regular direct debit payments at any time by completing a Direct Debit Change Form available at mas.co.nz/retirement-savings-documents

Currently there is no minimum amount you have to make as a voluntary contribution. However, we can change this from time to time.

Future investment strategy

When you join the MAS Retirement Savings Scheme you will need to choose a fund or funds to invest in. The initial investment you make across your chosen fund(s) will define your 'future investment strategy'. When any additional contributions (including employer and any member voluntary contributions) are made, the additional contributions will be invested automatically in accordance with your future investment strategy.

How does your future investment strategy work?

Your current account balance may be invested differently from how your future investment contributions are invested. For example, the investment balance of your funds(s) will change over time as a result of movements in the unit price. Your future investment strategy and how you would like your future contributions allocated will remain the same unless you instruct us to make a change.

You can make a change to your future investment strategy at any time by completing a Switch and Future Investment Strategy Change Form available at mas.co.nz/retirement-savings-documents

Additional contributions

Additional contributions by lump sum or through a regular investment by direct debit will be automatically allocated in accordance with your future investment strategy. To change how your regular investments are allocated, you will need to change your future investment strategy.

Your financial goals can change over time. For this reason, it's important to review your future investment strategy regularly and adjust your strategy as needed.

MAS Investor Portal

You can manage your investment online whenever it suits you. The MAS Investor Portal allows you to view your investment and manage your personal details – making it easy to keep track of your investment savings. You will need your MAS Member Number to access the Investor Portal.

You can register or manage your account online at masinvest.co.nz

Switching between Funds

You can build your own investment portfolio from our range of 7 investment Funds. The 7 Funds are designed to suit a broad range of investors.

The MAS Retirement Savings Scheme offers you the flexibility to change your Fund(s) at any time, and there is no minimum amount required to switch Fund(s). We do not currently charge a fee for switching between Funds. This may change in the future.

To switch Fund(s), members need to complete a Switch and Future Investment Strategy Change Form available at mas.co.nz/retirement-savings-documents

If we receive a switch request by 5pm on any given valuation day (which is generally every business day in Auckland and Wellington) and the application is accepted, we will process your switch and issue units in the Fund(s) using the unit price for that day. If your switch request is received after 5pm or on a non-business day, we will generally use the unit price for the next valuation day being the day the request is accepted.

If you request a switch, we'll sell units from one investment option(s) and use the proceeds to buy units in the other investment option(s).

- See section 'Deferring or suspending withdrawals, transfers and switches' on page 16 for a description of the circumstances where we may suspend or defer switches.

We do not currently apply a buy/sell spread to Fund switches.

You can also find out more information about the Funds we offer in the MAS Retirement Savings Scheme PDS available at mas.co.nz/retirement-savings

5. Withdrawing your investment

This section provides additional information on the types of withdrawals and how to make a withdrawal from the Scheme.

There are different withdrawal rules depending on which Section of the Scheme you choose to join.

You may also be able to make an early withdrawal under certain conditions with agreement by us or the Supervisor. For additional information on how to make an early withdrawal, you can call us on **0800 627 738** or email masinvest@linkmarketservices.com

This table summarises the conditions for withdrawals allowed for in the Workplace Savings Section and the Superannuation Section. Additional information about the eligibility for each withdrawal method is outlined further below.

Type of withdrawal	Workplace Savings Section	Superannuation Section
Normal retirement age	55	65
Early retirement	✓	✓
Resignation	✓	✗
Permanent disability	✓	✗
Transition to retirement	✗	✓
Permanent emigration	✓	✗
Significant financial hardship	✓	✓
Serious illness	✓	✓
Death	✓	✓
Court order	✓	✓

Workplace Savings Section

The following withdrawal types are specific to the Workplace Savings Section of the Scheme.

The Workplace Savings Section only applies to eligible individuals who joined the Scheme after 19 September 2016.

These rules, with the exception of 'Benefit on Resignation', also apply to individuals (including joint accounts) who joined the Scheme before 19 September 2016.

At retirement age

If you are a member of the Workplace Savings Section, you are able to withdraw from the age of 55. You can choose to leave your savings in the Scheme or make withdrawals.

- See 'Making withdrawals' later in this section for more information.

Before retirement age

Early retirement

If the Supervisor is satisfied that you have totally and permanently retired before age 55, you will be able to withdraw all or part of your investment.

Benefit on resignation

If we are satisfied that you have ceased to be an employee of MAS or in the industry of professionals listed in the definition of the Eligible Member below, we may grant a full and final withdrawal.

Eligible Members, meaning individuals from the following classes of professionals:

- a. Doctors;
- b. Dentists;
- c. Veterinarians;
- d. Students of those professions listed in (a) to (c) above;
- e. Professionals registered under the Health Practitioners Competence Assurance Act 2003;
- f. Lawyers;
- g. Accountants;
- h. Architects;
- i. Engineers; and
- j. Employees of any employer who is of a class of professional listed in (a)-(i) above.

Permanent disability

We may grant a withdrawal if we are satisfied that you have suffered a permanent disability or other incapacity of such a nature that due to the permanent disability or incapacity you are unable to obtain employment of a similar nature to that in which you have been employed and you are not likely to obtain other employment of an equivalent standing and remuneration.

To apply, you need to complete a Serious Illness and Permanent Disability Withdrawal Application Form for your Scheme, available at mas.co.nz/retirement-savings-documents and complete a statutory declaration that you understand the consequences of the withdrawal and have a declaration from your doctor that you are suffering from a permanent disability.

Permanent emigration

You can withdraw your account balance if you are permanently emigrating from New Zealand. You will need to provide proof of your departure from New Zealand and residence at an overseas address.

To apply, you need to complete a Permanent Emigration Withdrawal Application Form for your Scheme, available at mas.co.nz/retirement-savings-documents and provide proof of emigration.

Superannuation Section

The following withdrawal types are specific to the Superannuation Section of the Scheme. The Superannuation Section only applies to individuals who joined the Scheme after 23 June 2021 and are not part of the Workplace Savings Section.

At retirement age

If you are a member of the Superannuation Section, you are able to make a full withdrawal when you reach the NZ superannuation qualification age (currently age 65). You can choose to leave your savings in the Scheme or make withdrawals.

- See 'Making withdrawals' later in this section for more information.

Before retirement age

Early retirement

If the Supervisor is reasonably satisfied that you have permanently retired from business or employment, and you have reached an age that is five years before the NZ superannuation qualification age (currently 65), you will be able to withdraw some or all of your account balance.

Transition to retirement (from age 55)

If the Supervisor is reasonably satisfied that you qualify for a transition to retirement benefit, you can make partial withdrawals. You qualify if you have reached an age that is 10 years before NZ superannuation qualification age (currently age 65). The amount you can withdraw each year depends on the balance of your account and the time until you reach the NZ superannuation qualification age.

The withdrawals are required to be made through periodic payments from the Scheme that relate to each other over an identifiable period of time. Periodic withdrawals are calculated in accordance with the Superannuation Scheme Rules set out in the Financial Markets Conduct Regulations 2014 (Regulations).

The key aspects of the rules are outlined below.

Age at which transition to retirement withdrawals can be made

- The first withdrawal can be applied for from age 55 (under the Regulations, an age that is 10 years before NZ superannuation qualification age which is currently age 65).

Relevant period

- The relevant period(s) in which periodic payments can be made are 12-month periods commencing from the date of the first application to make a withdrawal, and any successive anniversary of this date. A period commencing less than a year before the date you reach the NZ superannuation qualification age will end on this date.

Maximum withdrawal amount

- The maximum amount that can be withdrawn during each relevant period is determined in accordance with a formula calculated based on the balance of your account at the start of the relevant period and the number of relevant periods remaining prior to the NZ superannuation qualification age of 65.
- The maximum withdrawal amount is recalculated at the beginning of each new relevant period.
- You will be able to withdraw all or part of the maximum withdrawal amount for each relevant period.

The formula is

$$m = \frac{a}{y + 1}$$

where —

m is the maximum amount

a is the amount of the scheme participant's accumulation at the start of the relevant period

y is the number of remaining relevant periods that commence before the scheme participant reaches the NZ superannuation qualification age calculated at the start of the relevant period

Example

Harry is invested in the Superannuation Section of the Scheme and will reach the NZ superannuation qualification age on 5 October 2026. Harry applies for a withdrawal on 1 January 2023.

The first relevant period is 1 January 2023 to 31 December 2023. On 1 January 2023, Harry's account balance is \$200,000.

The number of relevant periods that commence before 5 October 2026 is 4 (the relevant periods that commence on 1 January 2023, 1 January 2024, 1 January 2025, and 1 January 2026).

The maximum amount that can be withdrawn in the first relevant period is \$40,000 ($200,000 / (4 + 1)$).

At the start of the second relevant period on 1 January 2024, Harry's account has accumulated to \$170,000.

(Harry withdrew the full \$40,000 and returns were \$10,000).

The number of remaining relevant periods is 3. The maximum amount that can be withdrawn in the second relevant period is \$42,500 ($170,000 / (3 + 1)$).

Early withdrawals (common to both Sections of the Scheme)

The early withdrawal types outlined in this section are common to both Sections of the Scheme.

You may be able to make an early withdrawal under certain conditions with agreement by us or the Supervisor as applicable.

Significant financial hardship

You may be able to make an early withdrawal if you are suffering or likely to suffer from significant financial hardship. This includes if you are, or likely to be:

- unable to meet minimum living expenses; or
- unable to meet mortgage payments on your family residence, resulting in the mortgage provider seeking to enforce the mortgage on your property; or
- modifying your home to meet special needs because of you or a dependent family member having a disability; or
- paying for medical treatment if you or a dependent family member become ill, has an injury, or requires palliative care; or
- incurring funeral costs if a dependent family member dies; or
- suffering from a serious illness.

To apply, you need to complete a Significant Financial Hardship Withdrawal Application Form for the Scheme, available at mas.co.nz/retirement-savings-documents

You will also need to complete a statutory declaration with a statement of your financial position and evidence that you are suffering or likely to suffer from significant financial hardship.

The Supervisor will determine whether you're eligible for a significant financial hardship withdrawal, and if accepted you'll receive the amount that in the Supervisor's opinion is needed to alleviate your hardship.

Serious illness

You may be able to make an early withdrawal if you have an injury, illness or disability that means that you are:

- totally and permanently unable to work at a job that your education, training or experience makes you suited to; or
- that poses a serious and imminent risk of death.

To apply, you need to complete a Serious Illness and Permanent Disability Withdrawal Application Form for the Scheme, available at mas.co.nz/retirement-savings-documents

You will also need to complete a statutory declaration that you understand the consequences of the withdrawal and have a declaration from your doctor that you are suffering from a serious illness.

The Supervisor will determine whether you're eligible for a serious illness withdrawal.

Death

If you die, your account balance will be paid to your estate's personal representative. Or, if your balance does not exceed the prescribed amount (currently \$15,000) and other conditions are met, your account balance may be paid out to your surviving partner or children.

Court order

Some laws, such as the Property (Relationships) Act 1976, may require us to pay some or all of your Scheme savings if required by law or a court order.

More information about withdrawing UK pensions is provided in **Section 6 'Transfer of UK pension funds'**.

Making withdrawals

If you are in the Workplace Savings Section and reach the age of 55, or you are in the Superannuation Section and reach the NZ superannuation qualification age (currently age 65) - you can choose to leave your savings in your account, or start making lump sum or regular withdrawals.

Lump sum withdrawals

The minimum lump sum withdrawal amount is \$500.

When making a lump sum withdrawal you can choose which Fund(s) to deduct your money from. You can also choose to withdraw your funds on a proportional basis, where the withdrawal is made proportionally based on which Fund(s) you are invested in. For example, if you have 50% of your investment in the Cash Fund and 50% in the Balanced Fund, a \$1,000 withdrawal would take \$500 from each Fund.

If you do not provide any instructions on how you would like your money withdrawn, your funds will be withdrawn on a proportional basis.

Regular withdrawals

The minimum regular withdrawal amount is \$100. You can set up regular monthly withdrawals.

When making a regular withdrawal your funds will be withdrawn on a proportional basis, where the withdrawal is made proportionally based on what Fund(s) you are invested in.

Members can complete a withdrawal request through the Withdrawal Form available at mas.co.nz/retirement-savings-documents

Minimum account balance

Unless you are making regular contributions or withdrawals, your minimum account balance must be at least \$5,000 or such amount as determined by us from time to time. At our discretion, your account may be closed if the value of units falls below the minimum account balance.

Deferring or suspending withdrawals, transfers and switches

We may defer giving effect to a permitted withdrawal, transfer or switch if we determine that (having regard to certain circumstances set out in the trust deed), earlier withdrawal, transfer or switch would be imprudent or is impracticable. We need to give notice to affected members and the Supervisor.

Switches from a Fund may be postponed or effected over such period as we think prudent if we consider it is in the best interests of all members of that Fund to ensure the stability and continued viability of that Fund and its investments.

If by reason of:

- a decision to terminate the Scheme; or
- financial, political or economic conditions applying in respect of any financial market in which investments may be sold; or
- the nature of any investments or assets of the Scheme; or
- the occurrence or existence of any other circumstances or events,

we think that it is not practicable or would be materially prejudicial to the interests of members of the Scheme to realise investments or borrow to permit payments of benefits, we may suspend payment of some or all withdrawals and give notice to the members of the Scheme.

Any suspension notice will be in effect until:

- we give notice that the suspension is cancelled; or
- after the expiration of 12 months,

whichever is the earliest.

The Supervisor can approve the continuation of a suspension, a further suspension notice will need to be issued.

6. Transfer of UK pension funds

This section provides additional information about the transfer of UK pension funds into the Scheme.

Transferring your UK pension is an important decision. You should discuss your potential transfer with us and seek UK and NZ tax advice on any transfer or withdrawal.

We have based the following summary on our understanding of UK and NZ pension tax rules at the date this document was prepared. There may be changes to these rules in future.

You should seek UK and NZ tax advice if you are intending on transferring UK pension funds.

More information about the risks around transferring UK pensions is provided in **section 10** 'Universe of investment risks'.

Recognised Overseas Pension Scheme (ROPS)

The Scheme is registered with His Majesty's Revenue and Customs (HMRC) as a ROPS. The reference number for the Scheme is ROPS500084.

Under the UK Pensions Scheme Act 2015, the Scheme is classified as providing 'flexible benefits'. This means that transfers to it from unfunded public pension schemes such as the National Health Service are not permitted.

Scheme terms and conditions of transfer

If you transfer your UK pension funds into the Scheme, your investment will be governed by the terms and conditions of the Scheme, and not by the terms and conditions of your UK pension scheme.

You will be subject to the following additional terms and conditions of the Scheme:

- You may only make a withdrawal or transfer in accordance with the restrictions set out in the 'Withdrawal or transfer of your UK pension funds' part of this section.
- Other terms and conditions agreed between us and the manager of your UK pension scheme; or HMRC.

UK tax charge

If you transfer your UK pension to the Scheme on or after 9 March 2017, and you are a New Zealand tax resident at the time of the transfer, you will be exempt from a UK tax charge (Overseas Transfer Charge) of 25% of the transferred value.

You may still be required to pay the charge in some circumstances – including if you cease to be a New Zealand tax resident within the first five full UK tax years or do not provide all required information to the UK pension scheme administrator.

If this is the case, we may be required to notify HMRC, and to withdraw the amount of the Overseas Transfer Charge from your investment in the Scheme and pay this to HMRC.

UK pension transfers to the Scheme may also incur additional HMRC tax charges if the amount transferred is above the UK lifetime allowance threshold. Under measures introduced by HMRC in March 2023, the lifetime allowance for pensions is set to be abolished on and after 6 April 2024.

UK tax

The UK tax rules applying to the transfer and withdrawal of UK pensions are complex. You should seek UK and NZ tax advice to determine if any tax is payable on the transfer or withdrawal of UK pension funds.

You may be subject to a UK tax charge if you withdraw or transfer from the Scheme and your account includes UK pension funds. The tax charge may be significant – up to 55% of the withdrawal or transfer amount.

New Zealand tax

If you transfer UK pension funds to the Scheme you may be subject to NZ tax, or required to make a student loan repayment in some circumstances.

You should seek UK and NZ tax advice if you are intending on transferring UK pension funds.

Withdrawal or transfer of your UK pension funds

Withdrawal criteria

We may be required to comply with any withdrawal requirements imposed by the UK pension scheme you transferred from, or HMRC.

If the transfer of your UK pension funds was accepted into the Scheme on or after 6 April 2006 you may make a withdrawal if you retire, are in ill health or serious ill health, or if you die. The criteria for these withdrawal events are different from those under the trust deed for the Scheme, and we advise you to seek UK tax advice before making a withdrawal.

If you transfer your savings to another superannuation scheme that is not a ROPS, this will be reported to HMRC as an unauthorised transfer.

What we will report to HMRC

Where you have transferred your UK pension into the Scheme, we are required to report to HMRC any withdrawals or transfers you make unless that withdrawal or transfer occurred:

- at least 10 full UK tax years after you ceased to be a UK tax resident; and
- at least 10 years after you first made your UK pension transfer into the Scheme.

Warning statements

Transferring UK pension funds to the Scheme is an important and complex decision. We urge you to seek independent tax advice before you transfer, as there can be significant penalties imposed by the UK authorities if the UK rules and legislation are not followed.

We do not guarantee that the Scheme will remain a ROPS. If the ROPS status of the Scheme is lost, your UK tax obligations may change.

You should seek UK and NZ tax advice if you are intending on transferring or withdrawing UK pension funds.

Neither us, the Administration Manager, nor any other person involved in providing the Scheme to you takes any responsibility for any UK or NZ tax charges that may arise as a result of:

- you transferring UK pension funds into the Scheme; or
- you withdrawing or transferring UK pension funds from the Scheme to another scheme; or
- the Scheme losing its ROPS status.

7. Information on fees

This section provides additional information about the fees that will be charged for investing in the Scheme.

Annual fund charge

The annual fund charge of the Scheme is made up of:

- the Manager's basic fee (management fee); and
- fund expenses, and the fees and expenses of funds that the Funds invest in.

Together these are referred to as 'Other management and administrative charges'.

Further information on the components of the annual fund charge is outlined in the table below.

Manager's basic fee

Fund	Manager's basic fee (as a percentage of the net asset value of the Fund)
Global Equities	0.89%
Aggressive	0.87%
Growth	0.86%
Balanced	0.85%
Moderate	0.78%
Conservative	0.66%
Cash	0.24%

The Manager's basic fee is calculated daily and will reduce a Fund's unit price. The fee is accrued daily and paid monthly in arrears from the Scheme.

The fee we charge you is used to pay such things as:

- the Administration Manager to administer the Scheme; and
- the investment managers to invest in the Scheme's assets.

Other management and administrative charges

Other management and administrative charges are made up of

Fund expenses	The Trust Deed permits us to deduct fees, costs and expenses for the administration of the Scheme. Examples include legal, regulatory and audit costs.
Underlying fund charges	<p>The Funds may invest in other funds (underlying funds) to obtain exposure to certain asset classes, for instance international fixed interest. These underlying funds may charge their own management fees and expenses and may charge performance fees. These charges have an impact on the returns from the underlying funds and, therefore, on the value of your investment.</p> <p>MFM does not charge a fee for the Scheme's investment in the MAS Wholesale Investment Funds.</p>

Supervisor fee

The Trust Deed entitles the Supervisor to charge a fee for its services. This fee is currently met by us, however, this may change in the future.

Basis for estimates of Fund annual charges

The Funds' administrative costs and expenses may vary from year to year. Calculating these costs and expenses takes into account estimates provided by the Scheme's professional service providers.

We have estimated fees and expenses charged by underlying funds, based on their public disclosures. While we have assumed that these will not change, we regularly review these.

We have estimated what future performance fees, if any, may be charged by underlying funds. Our estimate considers the previous year's fee disclosed by the underlying fund.

We review all these estimates on an annual basis.

The estimated annual fund charges include GST as applicable.

See the latest Fund Update for the most recent actual charges. These are available at mas.co.nz/retirement-savings-documents and on the Disclose Register – Offer Register at disclose-register.companiesoffice.govt.nz

Administration fee

Currently, there is no administration fee.

Transaction fees

Currently, we don't charge a fee to enter or leave our Funds, or for switching between Funds. This may change in the future.

Investment costs

The costs of buying and selling investments are paid by the Funds and they are reflected in the value of your investment. These costs are an additional cost and not included in the annual fund charges.

Currently no buy/sell spread is applied in the unit price for our Funds. This could change at any time.

The fees can be changed

We can vary or introduce new fees. There is no maximum fee that may be charged.

Members will be given at least 1 month's notice of any new fees or fee increase.

8. Pricing and valuation

This section provides additional information on how the Funds in the Scheme are valued and priced.

Apex has been appointed as the Unit Pricing Administrator under the ISRA with JBWere.

The policies of Apex have been adopted as the policies relating to pricing and valuation for the Scheme.

The key aspects of pricing and valuations are listed below:

- The Funds will be valued and the units are priced on each valuation day (which is generally every business day in Auckland and Wellington).
- Where assets are traded on financial markets, prices are to be sourced from independent market data providers such as Bloomberg and Thomson Reuters. In general, Apex is the valuation provider for the majority of the securities.
- Where an asset is deemed illiquid, or pricing has been suspended, a valuation will generally be agreed between us and the Supervisor, and notified to Apex. In the absence of manifest error, our decision is final.
- If there is uncertainty over the taxation treatment of an asset, we will seek guidance from specialist tax advisers before instructing Apex.

9. Market index information

This section provides information on the market index for each Fund in the Scheme.

The performance of each Fund is measured against a market index. The market index for a Fund comprises the benchmark index return of each of the asset classes the Fund invests in, weighted by the Fund's benchmark asset allocation to each asset class.

The current benchmark index is outlined in the table below.

Asset class	Benchmark index
International Equities	MSCI All Country World Total Return Index (ACWI) (50% hedged to NZD)
Australasian Equities	S&P/NZX 50 Gross Index
International Fixed Interest	Bloomberg Barclays Global Aggregate Index (hedged to NZD)
New Zealand Fixed Interest	Bloomberg NZ Bond Composite 0+ Yr Index
Cash and Cash Equivalents	S&P/NZX Bank Bills 90-Day Index

These indices may be updated or changed at any time.

More information on the market indices may be obtained from the websites outlined in the table below.

Source	Website
MSCI	msci.com/indexes
S&P indices	spglobal.com (and refer to New Zealand indices)
Bloomberg	bloomberg.com/professional/product/indices

These websites are current at the date of this Other Material Information document and may change.

10. Universe of investment risks

This section provides you with a summary of risks that may have an impact on the performance of your investment in the Scheme. It provides important information about the impact of these risks that you may face alongside mitigation strategies and controls we and our agents, including MAS, use to help identify and manage these risks.

All investments have a potential return and carry a degree of risk. The principal risks you face are that you may not receive the returns you expect and/or that you may not be able to recover the full amount of your investment in the Scheme.

As illustrated in the Long-Term Risk/Return graph below, different asset classes and Funds carry a different level of risk based on the underlying asset allocations and benchmarks.

Risk can be reduced through investment diversification, which means investing in a range of asset classes within a Fund such as cash and cash equivalents, fixed interest and equities. A key benefit of diversification, is when different asset classes are uncorrelated (or negatively correlated), some assets may fall in value while others rise. The lesser the correlation the more the diversification benefit.

Different asset classes will have different risk and return characteristics.

Income assets

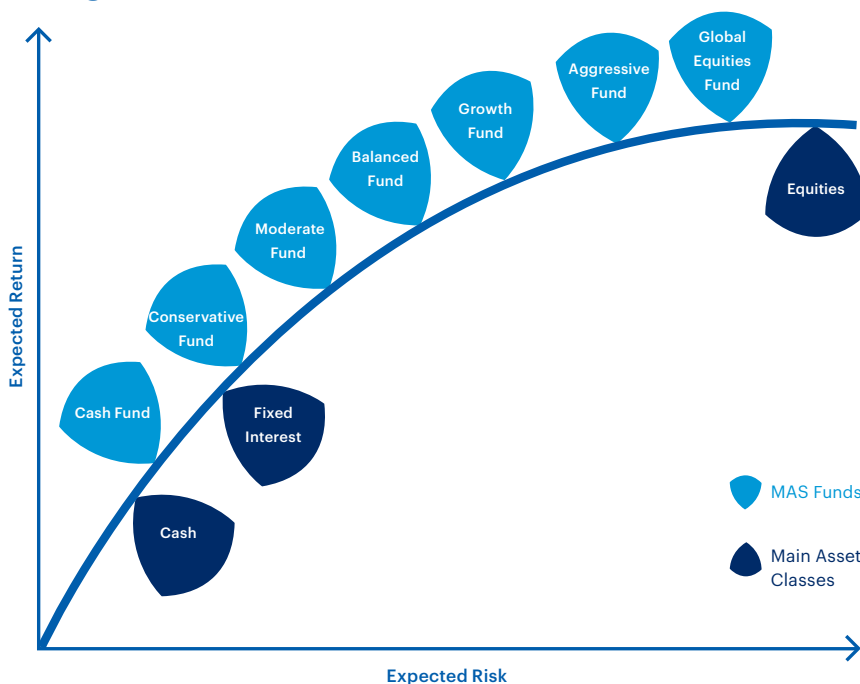
At the lower end of the risk spectrum are income assets, which include cash and cash equivalents and fixed interest. They are expected to provide returns in the form of income with potential for some capital change. Income assets are generally lower risk with lower return potential over the longer term compared with growth assets.

Growth assets

Conversely, at the other end of the risk spectrum are growth assets such as equities. They are designed to grow your investment. These have the potential for higher returns over the long term compared with income assets, but returns may fluctuate up and down and be negative on occasion.

The principal risks that can affect the return or value of the Scheme have been broken into General Investment Risks and Other General Risks and are outlined in the rest of this section.

Long-Term Risk/Return



General investment risks

The value of your investment may be adversely affected by any or all of the general investment risks outlined in the table below.

Risk type	Risk description	Impact of risk	How we mitigate these risks
Asset Allocation Risk	Funds that invest more in growth assets such as Australasian and international equities have higher potential returns. At the same time, they also have greater risks than funds that invest more in income assets such as cash or fixed interest.	Potential for lower investment returns if there is not a spread of assets.	<p>The Scheme's Statement of Investment Policy and Objectives (SIPO)* sets Strategic Asset Allocation benchmarks for each Fund, such as shares, bonds and cash.</p> <p>Investment managers may change the mix of assets to either take advantage of market conditions or to protect Fund values during periods of market volatility, as long as they remain within the permitted ranges.</p>
Market Risk	The value of our Funds can move up and down due to the overall performance of financial markets, which in turn are affected by factors such as changes in the economy, political events and investor sentiment.	Potential for lower investment returns due to adverse market movements.	<p>The SIPO requires that when making investment decisions the investment managers comply with the investment guidelines, invest in the approved asset classes and maintain diversification between assets and asset classes.</p> <p>Investment managers also actively research markets and keep up to date on market impacts.</p>
Currency Risk	Many of the Scheme's investments are denominated in foreign currencies. As the value of these currencies fluctuate relative to the New Zealand dollar, the value of Funds can change as well.	Potential for lower investment returns due to currency volatility.	The Currency Hedging Policy is documented in the SIPO and defines the requirements for managing currency risk in individual asset classes.
Interest Rate Risk	The market value of fixed interest securities changes when interest rates change. These fluctuations have more impact on funds with more longer-term fixed interest investments.	Potential for lower investment returns due to adverse market movements.	The SIPO requires investment managers to invest in an approved range of securities and places limits on the term of cash and fixed interest investments.
Credit Risk	The risk that any counterparty subject to a financial contract defaults or is otherwise unable to fulfil its obligations.	Potential reduction in the level of returns if the full amount of an investment is not able to be recovered due to the default of a borrower.	Investment managers monitor credit risk exposures on a daily basis and take proactive action to reduce exposure to credit where there is emerging risk.

* A copy of the latest SIPO relating to the Scheme can be found at mas.co.nz/retirement-savings and on the Disclose Register – Scheme Register at disclose-register.companiesoffice.govt.nz

Risk type	Risk description	Impact of risk	How we mitigate these risks
Liquidity Risk	Funds are sometimes unable to sell an investment when they want to or are forced to accept a lower price than would be expected in normal conditions.	Potential that the Scheme is unable to meet monetary obligations in a timely manner. Risk of lower investment returns if assets are required to be sold at depressed prices.	The SIPO sets Strategic Asset Allocation benchmarks for the cash asset class for each Fund to ensure sufficient liquidity to meet demands for payments. In addition, the Funds hold a diversified range of assets with a high level of liquidity.
Active Management Risk	Our investment managers actively manage the investments held in our Funds. Decisions made by the investment managers (such as how they will allocate money between asset classes, investment sectors and individual investments) may improve or reduce Fund returns.	Potential for lower returns if our investment managers choose investments that underperform the market or the Fund's benchmark.	The SIPO sets criteria to monitor the performance of our investment managers. We can change investment managers at any time if we are not satisfied with their performance.
Concentration Risk	A Fund(s) investments may be concentrated in a particular region/country, sector or security. The outlook for a specific security, group of securities or region/country may deteriorate due to a variety of factors, including demand for its goods/ service, management changes, regulatory changes, competitor activities or geopolitical events.	Potential for lower returns where a Fund invests in a particular region/country, or group or individual securities that do not perform.	Our Funds hold a diversified exposure of assets, to reduce concentration to single region/ country, sectors or companies. By diversifying investments, we lower the concentration risk.
Counterparty Risk	The risk that any counterparty subject to a financial contract defaults or is otherwise unable to fulfil its obligations.	Potential for lower investment returns due to a transaction having to be replaced with one on less favourable terms.	When selecting counterparties to transact with, the investment managers follow a due diligence process.
Derivative Risk	Derivatives are financial contracts whose value is dependent on, or derived from, the value of one or more underlying assets (such as equities, fixed interest, commodities, currency, or cash). Derivatives provide exposure to an underlying asset without the need to buy or sell that asset. The Scheme and any funds that the Scheme invest into may use derivatives for the purpose of risk management (particularly in managing interest rate and currency risk), to enhance performance or to optimise investment strategy implementation.	Derivatives may not perform in line with expectations, resulting in unexpected gains or losses and increased volatility.	Investment managers may enter into derivative contracts as permitted under the SIPO. Derivative exposures are monitored daily by investment managers. Derivatives are not used to leverage the Funds as at the date of the current SIPO.

Other general risks

The value of your investment and your ability to withdraw, may also be affected by some or all of the general risks outlined in the table below.

Risk type	Risk description	Impact of risk	How we mitigate these risks
Operational Risk	The risk of loss to members due to a technological, process, people, third party or other failure affecting the Scheme's operations or the financial markets in general.	Potential for failures (caused by technology, people, process, third party, other) to result in lower returns to you, or affect your ability to withdraw from the Scheme.	We and MAS, as the operational manager of the Scheme, have a Compliance and Risk framework in place. In the event of an operational failure, MAS has a Business Continuity Plan in place to manage the resumption of business in a timely manner. We also actively monitor third party providers involved in providing services to the Scheme to ensure contractual and regulatory compliance.
Legislative and Regulatory Risk	The risk that the Scheme is affected by future changes to tax, managed funds, or other legislation.	Potential for lower returns or changed benefits.	We and our legal advisers actively monitor new developments in the regulatory environment. We regularly engage with other market participants and regulators to stay informed of any potential changes.
Tax Risk	<p>The risk of the Administration Manager either over or underpaying tax within the Scheme on your behalf as a result of you providing the Administration Manager with the wrong PIR or not advising the Administration Manager to change your PIR when it needed to be changed or not advising the Administration Manager of your IRD number.</p> <p>If the rate applied to your PIE income is lower than your correct PIR you will be required to pay any tax shortfall as part of the income tax year-end process.</p> <p>If the rate applied to your PIE income is higher than your PIR, any tax over-withheld will be used to reduce any income tax liability you may have for the tax year and any remaining amount will be refunded to you.</p> <p>Tax risk also exists in relation to the types and rates of tax imposed on underlying investments, which can impact on the returns made from that investment.</p>	<p>You are personally responsible for advising us of your correct PIR, and for any underpayment of tax.</p> <p>Changes in taxation may affect the taxable income, Portfolio Investment Entity (PIE) tax paid and/or the returns of the Scheme.</p>	<p>We request that you review your PIR each year and notify us of any changes. Inland Revenue will notify us of any update to your PIR, based on the information they hold.</p> <p>You can provide us with a different PIR.</p> <p>We, and our agents including MAS, its tax advisers and investment managers, actively monitor New Zealand taxation changes.</p>

Risk type	Risk description	Impact of risk	How we mitigate these risks
Risk of losing PIE Tax Status	The risk that if the Scheme loses its PIE status, it will no longer be taxed as under the PIE regime. Your tax treatment as a member will differ accordingly.	Loss of PIE tax status, and resulting change in your tax rate, could result in lower after-tax returns.	We and our Administration Manager have processes in place to monitor compliance with PIE eligibility.
Borrowing Risk	The risk that where borrowing has occurred in relation to a Fund, the lender would have the right to demand payment from that Fund. If there are insufficient assets in the Fund to repay the loan, the assets of other funds in the Scheme could be used to meet the repayment. The level of borrowings by the Funds is subject to certain conditions in the Trust Deed.	Risk of lower investment returns if assets of one Fund are required to be sold to ensure repayment of obligations of another Fund.	We mitigate this risk by restricting borrowings of the Funds under the Statement of Investment Policy and Objectives (SIPO).
Climate Change Risk	Climate change risk comes from a variety of interacting sources, including threats to physical and natural resources, regulatory requirements and technological improvements. Climate change impacts will vary across different geographic regions, industry sectors and asset classes.	Lower and/or negative returns.	<p>Through our Responsible Investment Policy, we consider factors that affect the climate. Our investment managers implement our Responsible Investment Policy within the Scheme.</p> <p>We restrict investment in fossil fuels, while investing in companies with credible emissions reductions targets.</p>

Other specific risks

The section describes the other specific risks that we are aware of in relation to the Scheme.

Risk type	Risk description	Impact of risk	How we mitigate these risks
Responsible Investment Policy breach	Potential to hold investments that are excluded from, or inconsistent with, our Responsible Investment Policy	Investors holding securities they seek to avoid.	We use external ESG data analytics providers to screen securities for exclusion purposes. Screens are updated and applied to the portfolio on a quarterly basis, and any newly identified investments are divested.
Restricted Investible Universe Risk	Investments excluded from our investible universe may outperform the market, or our approach to responsible investment fails to lead to meaningful ESG change.	Potential for lower returns from a restricted investible universe or our responsible investment approach not contributing to a sustainable future.	We seek to increase holdings in companies that we consider likely to be better long-term investments aligned with our active management approach, and seek to influence company ESG matters through use of shareholder voting rights and incorporating ESG considerations into investment decision making.
Loss of Recognised Overseas Pension Scheme (ROPS) Status Risk	If the Scheme loses its ROPS status, your UK tax implications may change in relation to any UK Transfers you have in the Scheme. Neither we nor any other person will be responsible for any tax consequences arising for you in that eventuality.	Your tax status may change and you could fall into a more onerous tax regime that may have an adverse impact on the value of your retirement savings.	<p>We monitor the UK Tax and ROPS regulations. Where we identify material change(s) we will endeavour to provide you with relevant information to assist you with managing this risk.</p> <p>However, you are responsible for any NZ and UK tax consequences that may arise from your membership of the Scheme or that may arise on receipt of a benefit from the Scheme. You should discuss proposed transfers with your financial adviser, as well as their UK and New Zealand tax advisers and your UK pension provider.</p> <p>We recommend that you seek tax advice in relation to the NZ and UK tax consequences that may arise on receipt of a benefit from the Scheme.</p>

Risk type	Risk description	Impact of risk	How we mitigate these risks
UK Tax Risk	<p>The risk that if you have previously transferred funds from a UK Pension scheme to the Scheme (UK Transfer), a transfer or withdrawal of that UK Pension scheme money from the Scheme will give rise to your liability for UK tax on that withdrawal.</p>	<p>Your tax status may change and you could fall into a more onerous tax regime that may have an adverse impact on the value of your retirement savings.</p>	<p>We monitor the UK Tax and Recognised Overseas Pension Scheme (ROPS) regulations. Where we identify relevant change we will endeavour to provide you with relevant information to assist you with managing this risk.</p> <p>However, you are responsible for any NZ and UK tax consequences that may arise from your membership of the Scheme or that may arise on receipt of a benefit from the Scheme.</p> <p>We recommend that you seek tax advice in relation to the NZ and UK tax consequences that may arise on receipt of a benefit from the Scheme.</p>

11. Conflicts of interest

This section provides additional information on conflicts of interest in relation to your investment in the Scheme.

Conflicts of interest can arise when the interests of the Manager, investment managers or their representatives (including any related entities) diverge from or are inconsistent with the interests of members in the Scheme. As Manager of the Scheme, we are responsible for identifying and managing any actual, apparent or potential conflicts of interest. Conflicts generally arise where there is the ability for the Manager or investment managers to influence investment decisions for their own benefit.

When we exercise our powers or perform our duties as Manager of the Scheme, we must act in good faith and act in what we believe to be the best interests of members in the Scheme.

Details of conflicts of interest that currently exist and how they are managed are outlined in the table below.

Nature of conflict	How it is managed
<p>The assets of the Funds are generally invested in wholesale funds for which MFM is also the Manager.</p> <p>A conflict may arise where the Manager ‘double-dips’ and charges fees to members in the Scheme and then charges fees to the Scheme’s investment in the wholesale funds.</p>	<p>MFM does not charge a fee for the Scheme’s investment in the MAS Wholesale Investment Funds, which ensures there is no double-dipping of management fees.</p>
<p>The Funds may invest in assets issued by related parties of the Manager and the lead investment manager.</p> <p>A conflict may arise where the related party of the Manager or investment manager benefits from the transaction. For example, charges additional fees or exposes the Scheme to a loss of assets.</p>	<p>Related party transactions, including the Scheme’s investment in the wholesale funds, must be completed at arms-length and commercial terms and notified to the Supervisor.</p> <p>There are provisions within the Trust Deed and the FMCA that govern the Manager’s ability to transact with related parties.</p>
<p>MFM’s parent company MAS is responsible for the operational management of the Scheme and MAS directors, senior managers and staff may invest in the Scheme.</p> <p>A conflict may arise if one of these persons attempted to change or influence the investment strategy of the Scheme or a Fund for their own benefit.</p>	<p>MFM has a duty under relevant law to act in the best interests of members which extends to MAS as the parent of the Manager.</p> <p>MAS has a Conflicts of Interest policy which all directors, senior managers and staff are required to comply with. This policy outlines the processes followed by MAS to identify, declare, manage and mitigate conflicts. Under this policy, directors provide current declarations of interest prior to each Board meeting.</p>

Nature of conflict	How it is managed
<p>The investment manager appointments are not exclusive to MFM and they may act for other competing fund managers or issuers.</p> <p>A conflict may arise as the investment manager has access to potential commercially sensitive information relevant to the Scheme.</p>	<p>The ISRAs that govern the relationships between MFM and the investment managers, have confidentiality clauses which mitigates the risk of information sharing for potential competitive advantage.</p> <p>JBWere has reasonable arrangements and processes that a prudent person engaged in the business of being a professional investment manager of a registered scheme (within the meaning of the FMCA) would have in the same circumstances for the management of conflicts of interest and conflicts of duty that arise in relation to the services provided under this investment management agreement.</p>
<p>Directors, senior managers and staff of the investment managers may invest in the Scheme.</p> <p>A conflict may arise if one of these persons attempted to change or influence the investment strategy of the Scheme, Funds or wholesale funds to their own benefit.</p>	<p>The investment managers each have a Conflicts of Interest policy and internal procedures in place to identify, assess and manage potential conflicts of interest.</p> <p>MFM has appropriate governance structures in place to review, approve and monitor all investment management policies and activity of the Scheme.</p>

12. Trade allocation and execution

Trades for MAS Wholesale Investment Funds (other than foreign currency hedging) in which the Scheme invests, are executed by the underlying investment managers using their respective trade allocation and execution policies. This is designed to ensure that all investors are treated fairly and equitably when trades are allocated across investment portfolios, with respect to priority of execution of orders and in the allocation of trades.

Foreign exchange hedging is undertaken by a registered bank, and the method of trade execution is set out in an agreement for foreign currency hedging services.

13. Proxy voting

As an active steward of your money, we endeavour to vote on all shareholdings via our proxy voting agent. Our ambition is to use shareholder voting rights to influence companies to conduct their business in a socially and environmentally responsible manner.

We have contracted Institutional Shareholder Services (ISS) as proxy voting agent for the MAS Wholesale Australasian Equities Fund and the MAS Wholesale International Equities Fund, which are MAS Wholesale Funds that the Scheme invests into.

ISS is delegated by us to vote on behalf of the MAS Wholesale Funds in accordance with ISS's Socially Responsible Investment proxy voting guidelines.

Additional information about ISS's proxy voting guidelines is available on their website.

Please refer to the SRI International Voting Guidelines document under Specialty Policies at issgovernance.com/policy-gateway/voting-policies