

VENTURA GROWTH 90 FUND ARSN 136 685 759

DEED OF AMENDMENT OF CONSTITUTION

EQUITY TRUSTEES LIMITED ACN 004 031 298



THIS DEED POLL is made on

2022.

BY EQUITY TRUSTEES LIMITED ACN 004 031 298 OF LEVEL 1, 575 BOURKE STREET, MELBOURNE, VICTORIA 3000 (RESPONSIBLE ENTITY).

BACKGROUND

- A. The Fund is governed by the Constitution. The Fund is registered as a managed investment scheme under Chapter 5C of the Corporations Act.
- B. The Responsible Entity is currently acting as responsible entity of the Fund.
- C. Section 601GC(1) of the Corporations Act provides that the constitution of a registered scheme may be modified, or repealed and replaced with a new constitution: by special resolution of members of the scheme; or by the responsible entity if it reasonably considers the change will not adversely affect member's rights.
- D. Under clause 16 of the Constitution, the Responsible Entity may, if the Corporations Act allows, amend the Constitution by supplemental deed.
- E. The amendments set out in this deed were tabled at a meeting of members held on 30 June 2022 (**Member's Meeting**) and approved by a special resolution of members at that meeting.
- F. Pursuant to clause 16 of the Constitution and section 601GC(1)(a) of the Corporations Act, the Constitution is amended in the manner set out in this Deed Poll.

1 DEFINITIONS AND INTERPRETATION

1.1 (Definitions): In this Deed Poll:

Constitution means the constitution of the Fund dated 7 April 2009, as amended by amending deeds dated on or around 5 March 2012, 10 September 2012, 25 June 2013, 31 March 2015 and 28 June 2017.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Effective Date means, in accordance with section 601GC(2) of the Corporations Act, the date on which a copy of this Deed Poll is lodged with the Australian Securities & Investments Commission.

Fund means the registered managed investment scheme currently named Ventura Growth 90 Fund ARSN 136 685 759.

Unless the context requires otherwise, capitalised terms which are used, but not otherwise defined in this Deed Poll, have the same meaning given to them in the Constitution.

1.2 (Headings): Headings are inserted for convenience and do not affect the interpretation of this Deed Poll.

2 CHANGE OF NAME OF FUND

The Responsible Entity changes the name of the Fund from "Ventura Growth 90 Fund" to "Russell Investments Ventura Growth 90 Fund".

3 AMENDMENTS TO CONSTITUTION

- 3.1 (Amendment of Constitution):** In accordance with clause 16 of the Constitution, and the special resolution of members passed at the Member's Meeting, the Responsible Entity amends the Constitution by inserting the text identified with underline and deleting the text shown as struck out in the version of the Constitution set out at Annexure A.
- 3.2 (No variation to other terms of the Constitution):** Other than as stated in this clause 3, this Deed Poll does not vary any other term of the Constitution or any obligations of any party to perform under the Constitution.
- 3.3 (No resettlement or redeclaration):** The Responsible Entity is not intending to, and does not, by this Deed Poll:
- (a) redeclare or resettle the Fund;
 - (b) declare any trust;
 - (c) cause the transfer, vesting, or accruing of property in any person; or
 - (d) constitute the entry into of a new constitution.

4 REMAINING PROVISIONS UNAFFECTED

Other than the amendments made in the Deed, the Constitution continues in full force and effect. On and from the Effective Date, the Constitution as amended by this Deed Poll is to be read as a single integrated document incorporating the amendments effected by this Deed Poll.

5 GOVERNING LAW

This Deed Poll is governed by, and is to be construed under, the laws in force in the State of Queensland.

EXECUTED AS A DEED

SIGNED, SEALED, AND DELIVERED for **EQUITY TRUSTEES LIMITED** by its attorney pursuant to power of attorney dated 27 May 2016 who states that no notice of revocation of the power of attorney has been received in the presence of:

Witness

Attorney

Name of Witness (print)

Name of Attorney (print)

ANNEXURE A - CONSTITUTION