

Auckland Future Fund Trustee Limited

Meeting of the Board of Directors Agenda (Open)

Friday 15 August, starting 9:30am

At room 9, level 14, 135 Albert Street, Auckland Central

Board:

Christopher Swasbrook	Chair
David Callanan	Director
Craig Stobo	Director

Auckland Council:

Cr Christine Fletcher	Lead Councillor
Ross Tucker	Group Chief Financial Officer
John Bishop	Group Treasurer/Lead Officer
Bram van Melle	Associate General Counsel – Commercial
Megan Holley	Treasury and Investments Relationship Manager
Riika Poikela	Group Treasury Operations Manager
James Colvin	Principal Solicitor – Corporate and Finance
Tracy Gers	Group Financial Controller

#	Agenda Item	Attachment
	Open procedural Items	
1	Introduction/Karakia	-
2	Apologies	-
3	Declaration of director interests register	Yes
4	Confirmation of the 17 July 2025 meeting minutes	Yes
5	Health and safety	-
6	Risks	-
7	Public input (if any)	-
8	Compliance and forward work programme (Megan Holley)	Yes
	Open items for discussion/decision making	
9	Fund Administration Service Agreement variation (James Colvin)	Yes
10	Control assessment and financial reporting implications (Tracy Gers)	Yes
11	Activities/decisions since the previous board meeting (Megan Holley)	Yes
12	Other business (if any)	-
	Procedural motion to exclude the public	

#	Agenda Item	Attachment
	<i>Confidential items for discussion/decision making</i>	
C1	Draft financial statements for the financial year ending 30 June 2025	Yes
C2	Audit progress update – 30 June 2025	Yes
C3	Draft CCO quarterly report – Q4 2025	Yes
C4	Procurement progress update	-
C5	Continuous disclosure	-
	Other confidential business (if any)	-
	Closing/Karakia	-

1. Introduction/Karakia

Board meetings are opened with a Karakia, followed by any remarks the chair wishes to make.

<i>Whakataka te hau ki te uru</i>	Get ready for the westerly
<i>Whakataka te hau ki te tonga</i>	And be prepared for the southerly
<i>Kia mākinakina ki uta</i>	It will be icy cold inland
<i>Kia mātaratara ki tai</i>	and bitterly cold on the shore
<i>E hī ake ana te ata kura</i>	May the dawn rise red-tipped
<i>He tio, he huka, he hauhu</i>	With ice, snow and frost
<i>Tīhei mauri ora!</i>	Let there be life!

2. Apologies

At the time of publishing the agenda, no apologies have been received.

3. Declaration of director interests register (see attachment)

At each board meeting directors are asked to confirm any relevant interests they have so the register can be maintained and potential conflicts managed. The directors are also asked to identify any potential or perceived conflicts that might arise regarding any of the items on the agenda.

Recommendation - That the board confirm any additions, deletions or corrections to the director interests register.

4. Confirmation of the 17 July 2025 meeting minutes (see attachment)

Confirmation that the minutes of the previous board meeting are a true and correct record of the decisions and proceedings of the meeting.

Recommendation – That the board confirm the open minutes of its meetings held on 17 July 2025 as a true and correct record.

5. Health and safety

Opportunity to raise any health and safety information or concerns affecting the board or board activities.

6. Risks

Opportunity to raise any new or inflated risk concerns affecting the board, board activities or the fund.

7. Public input (if any)

At the time of publishing the agenda, the board has received no notification for public input.

8. Compliance and forward work programme (see attachment)

In accordance with best practice, the board will review its compliance and forward work programme at each meeting to ensure it remains relevant and can be adapted to changes in the company or the trust's requirements or risk profile.

The revisions to the document since the last meeting include:

- The Achieving Māori Outcome Plan due date was moved from 30 June 2026 to 31 December 2025. This has already been reflected in the statement of intent.
- SIPO establishment has been moved to September.
- Adjustments to the “required by” columns following a review.

Recommendations– That the board approve the updated compliance and forward work programme.

9. Fund Administration Service Agreement variation (see attachment)

At the board meeting on 17 July 2025, the board and the council agreed to amend the Fund Administration Service Agreement to reflect that the payment will be made annually on or about 30 June, rather than monthly. The variation letter has been prepared by the council's Legal team.

Recommendation – That the board:

- a) approve the Fund Administration Service Agreement variation***
- b) authorise the chair to sign the variation.***

10. Control assessment and financial reporting implications (see attachment)

At the board meeting on 17 July 2025, on the advice of the council, the board resolved to “endorse the council's technical assessment that the Auckland Future Fund and Auckland Future Fund Trustee Limited should have consolidated financial statements, noting the opinion is subject to sign-off by the Office of the Auditor-General and that the board will be advised if the accounting treatment is adjusted”. The board was also advised that, at the request of the Auditor-General, the council (on behalf of AFFTL) had engaged PwC to provide an independent review of the technical assessment.

The advice was received from PwC on 11 August 2025 (refer to the confidential agenda). The council has accepted PwC's assessment and revised the previous technical assessment memo (attached) to conclude:

- Auckland Council is the controlling entity of AFF under PBE IPSAS 35
- AFFTL acts in an agency capacity on behalf of the council in its role as trustee
- AFF and AFFTL should be consolidated directly into the Auckland Council Group financial statements

- AFFTL is not the controlling entity and therefore has no need to consolidate AFF's financial statements.

Recommendation – That the board approve the council's revised technical assessment that Auckland Future Fund Trustee Limited does not control Auckland Future Fund and the PBE IPSAS 35 criteria to prepare consolidated financial statements is not met.

11. Activities/decisions since the previous board meeting (see attachment)

For openness and transparency, the following information is provided for the board to note and provide a public record of activities and decisions made between board meetings.

- **01.08.2025: Update to Governing Body on the progress of the appointment of the Auckland Future Fund's global investment manager.**

A copy of the memo is provided as attached.

- **08.08.2025: Term deposit roll over**

Two term deposit matured on 8 August 2025. The board agreed to enter the following new term deposits. The rest of the funds remain in on-call bank accounts.

Bank	Tenor	Amount (\$m)	Rate	Maturity
ANZ	2 months	250	3.19%	08/10/2025
BNZ	1 month	250	3.15%	08/09/2025
BNZ	1 month	250	3.17%	08/09/2025

Recommendation – That the board note the activities and decisions.

12. Other business

Opportunity to address any other business raised that is not already on the agenda and is either for information only or requires an urgent decision.

Procedural motion to exclude the public

Recommendation – That the board resolves to exclude the public from the following part(s) of the proceedings of this meeting.

The general subject of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under section 48(1) of the Local Government Official Information and Meetings Act 1987 for the passing of this resolution follows.

This resolution is made in reliance on section 48(1)(a) of the Local Government Official Information and Meetings Act 1987 and the particular interest or interests protected under section 6 or section 7 of that Act which would be prejudiced by the holding of the whole or

relevant part of the proceedings of the meeting in public, as follows:

C1. Draft financial statements for the financial year ending 30 June 2025

The reason for passing the resolution in relation to each matter	Particular interest(s) protected (where applicable)	Ground(s) under section 48(1) for the passing of this resolution
<p>The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.</p>	<p>s7(2)(j) - The withholding of the information is necessary to prevent the disclosure or use of official information for improper gain or improper advantage.</p> <p>s7(2)(c)(i) - The withholding of the information is necessary to protect information which is subject to an obligation of confidence or which any person has been or could be compelled to provide under the authority of any enactment, where the making available of the information would be likely to prejudice the supply of similar information or information from the same source and it is in the public interest that such information should continue to be supplied.</p> <p>In particular, the report contains information regarding the annual report and financial results of Auckland Council Group as at 30 June 2025 which cannot be released to the public before it is released on the NZX. Additionally, the advice from PwC has been provided with an expectation of confidentiality.</p>	<p>s48(1)(a) - The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.</p>

C2. Auditor's progress update – 30 June 2025

The reason for passing the resolution in relation to each matter	Particular interest(s) protected (where applicable)	Ground(s) under section 48(1) for the passing of this resolution
<p>The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.</p>	<p>s7(2)(c)(i) - The withholding of the information is necessary to protect information which is subject to an obligation of confidence or which any person has been or could be compelled to provide under the authority of any enactment, where the making available of the information would be likely to prejudice the supply of similar information or information from the same source and it is in the public interest that such information should continue to be supplied.</p> <p>s7(2)(j) - The withholding of the information is necessary to prevent the disclosure or use of official information for improper gain or improper advantage.</p> <p>In particular, the report contains audit information which is being carried out on behalf of the Auditor-General.</p> <p>Additionally, the report contains information regarding the annual report and financial results of Auckland Council Group as at 30 June 2025 which cannot be released to the public before it is released on the NZX.</p>	<p>s48(1)(a) - The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.</p>

C3. Draft CCO quarterly report Q4 2025

The reason for passing the resolution in relation to each matter	Particular interest(s) protected (where applicable)	Ground(s) under section 48(1) for the passing of this resolution
The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.	<p>s7(2)(j) - The withholding of the information is necessary to prevent the disclosure or use of official information for improper gain or improper advantage.</p> <p>In particular, the report contains information regarding the annual report and financial results of Auckland Council Group as at 30 June 2025 which cannot be released to the public before it is released on the NZX.</p>	s48(1)(a) - The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.

C4. Procurement progress update

The reason for passing the resolution in relation to each matter	Particular interest(s) protected (where applicable)	Ground(s) under section 48(1) for the passing of this resolution
The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.	<p>s7(2)(h) - The withholding of the information is necessary to enable the local authority to carry out, without prejudice or disadvantage, commercial activities.</p> <p>s7(2)(i) - The withholding of the information is necessary to enable the local authority to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations).</p> <p>In particular, the item discusses procurement that is in progress and contains commercially sensitive information.</p>	s48(1)(a) - The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.

C5. Continuous disclosure

The reason for passing the resolution in relation to each matter	Particular interest(s) protected (where applicable)	Ground(s) under section 48(1) for the passing of this resolution
<p>The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.</p>	<p>s7(2)(j) - The withholding of the information is necessary to prevent the disclosure or use of official information for improper gain or improper advantage.</p> <p>s7(2)(h) - The withholding of the information is necessary to enable the local authority to carry out, without prejudice or disadvantage, commercial activities.</p> <p>In particular, this standing agenda item is used to consider if any information raised may be subject to NZX disclosure, in which case it cannot be made public until released to the NZX. Additionally, information discussed but not requiring NZX disclosure may be confidential under s7(2)(h).</p>	<p>s48(1)(a) - The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.</p>

Director Interests as at 12 August 2025

Director	Interest	Company/Entity
Christopher Swasbrook	Chair/Director	Auckland Future Fund Trustee Limited
	Board Member	Financial Markets Authority (FMA)
	Director and Shareholder	CGS&CVS Limited
	Chair/Director and Shareholder	Bethunes Investments Limited (in wind up)
	Director	Holland Family Stonebridge Holdings Limited
	Director & Shareholder	NZX-Listed New Zealand Rural Land Company Limited
	Director	NZRLC Dairy Holdings Limited (NZL subsidiary)
	Chair/Director	McCashin's Brewery Limited
	Director and Shareholder	CGS&CVS #2 Limited
	Director and Shareholder	Elevation Capital Funds Management Limited (FSP# 1007386) – MIS Licensed Manager
	Director and Shareholder	Swasbrook Securities Limited
	Director	SSP NI Limited (NZL subsidiary)
	Director	Merx Funds Management Limited
	Chair	The Helen Clark Foundation
	Chair	Auckland Art Gallery Advisory Board
	Chair	Museum of New Zealand Te Papa Tongarewa Board
	Investment	Elevation Capital Global Shares Fund via CGS&CVS Limited
	Investment	New Zealand Rural Land Company shares & warrants (NZL.NZX) via CGS&CVS Limited
	Investment	ECFML Clients have holdings in various NZX, ASX and global companies – No client holds AIA shares.
	Banking	HSBC, Westpac, ASB, Wise
	Insurance	Vero, Berkshire Hathaway, Star, Partners Life, NIB, Fidelity Life, Southern Cross, AXA XL.
	KiwiSaver / Other Savings	Kernel – Global 100 Fund & Dividend Aristocrats Fund
	Past Directorships/Memberships	NZX Listed - Allied Farmers
		NZX Listed - Satara Co-operative Group – now part of Eastpack
		TIL Logistics Group Limited (formerly Bethunes Investments and before that Mowbray Collectables)
		New Zealand Rural Land Management Limited
		New Zealand Markets Disciplinary Tribunal (2013-2022)
		ALF Nominees Limited
		Clearwater Hotel 2004 Limited
		Lifestyles of New Zealand Queenstown Limited
		LONZ 2008 Holdings Limited

Director	Interest	Company/Entity
		LONZ 2008 Limited
		NZ Farmers Livestock Limited
		NZ Farmers Livestock Finance Limited
		QWF Holdings Limited
		Rural Funding Solutionz Limited
		UFL Lakeview Limited
		5M No. 2 Limited
		NZRegCo Listing Subcommittee (2008 – 2023)
		SwimTastic Limited & MRA Liquidation Limited
		SSL Liquidation Co Limited
		Ruapehu Alpine Lifts (RAL)
	Past Employment	Goldman Sachs JBWere (NZ) Limited 1997-2006
		ANZ McCaughan Securities Limited 1995-1997
David Callanan	Director	Auckland Future Fund Trustee Ltd
	Employee. General Manager, Corporate Trustee Services	Public Trust performs services and/or obtains services, under commercial arms-length terms, for/from many participants in the NZ financial markets including investments managers, Kiwisaver providers, securitisation issuers, fund administrators, custodians, etc. The services generally entail overseeing client activities on behalf of beneficiaries/investors in an independent, fiduciary capacity as the supervisor/trustee. David is not incentivised (i.e. bonus or similar) as a result of the delivery of these services other than ordinary remuneration as an employee for the general performance of the Public Trust business.
	Director	Various Public Trust subsidiaries, e.g. nominee companies; established for the purpose of undertaking corporate trustee services.
	Retail customer	ASB, Kiwibank, Milford Asset Management Kiwisaver, Australian Retirement Trust Superannuation Fund, ING Bank Australia, AIA Life Insurance, and NIB Health Insurance.
	Personal investments	Various ETFs and direct investments. Portfolio <\$10,000 via the Sharesies platform; includes Mercer and Vanguard funds.
	Chair	Corporate Trustees Association New Zealand; industry body representing corporate trustees.
Craig Stobo	Director	Auckland Future Fund Trustee Ltd
	Chair	Financial Markets Authority
	Chair	NZ LGFA
	Chair	NZ Windfarms
	Director	Desert Holdings

Director	Interest	Company/Entity
	Director	Sahara
	Director	Legend Terrace
	Director	Biomarine
	Director	Indi
	Director	Maverick
	Director	Stobo Group
	Adviser	Capital Solutions Group
	Adviser	AMP Financial Services Investment Committee
	Adviser	Saturn Portfolio Management Investment Committee
	Adviser	To the Director-General of the Department of Conservation
	Shareholder	Saturn Portfolio Management
	Member	Ministry Advisory Group to the Ministry of Education
	Pro Bono	
	Chair	Waitaki Boys High School Foundation
	Chair	Finance Risk and Audit Committee Cancer Society Auckland Northern
	Taumata	Otago University Business School

Auckland Future Fund Trustee Limited

Public meeting of the Board of Directors – Open minutes

Thursday 17 July 2025 at 2:15pm

At 135 Albert Street, Auckland / Microsoft Teams

Board:

Christopher Swasbrook	Chair
David Callanan	Director
Craig Stobo	Director

Auckland Council:

Cr Christine Fletcher	Lead Councillor (Online)
Ross Tucker	Group Chief Financial Officer
John Bishop	Group Treasurer/Lead Officer
Bram van Melle	Associate General Counsel – Commercial
Megan Holley	Treasury and Investments Relationship Manager
James Colvin	Principal Solicitor – Corporate and Finance
Drew Broadley	Principal Advisor Media Relations

Resolutions and actions agreed by the board in these minutes also constitute resolutions and actions of the company as sole trustee of the Auckland Future Fund, pursuant to the Trust Deed.

1. Introduction

The meeting was opened with a Karakia by David Callanan.

2. Apologies

None.

3. Director interests register

Resolution: The board confirms there are no other additions, deletions or corrections to the director interests register.

Moved: Chair Christopher Swasbrook. Seconded: David Callanan.
Carried.

4. Confirmation of the 13 June 2025 meeting minutes

Resolution: The board confirm the open and confidential minutes of its meeting held on 13 June 2025 as a true and correct record.

Moved: Chair Christopher Swasbrook. Seconded: Craig Stobo.
Carried.

5. Health and Safety

No business raised.

6. Risks

The board noted they are continuing to monitor the financial market conditions.

7. Public input

No business raised.

8. Compliance and forward work programme

Resolution: The board note the compliance and forward work programme progress.

Moved: Chair Christopher Swasbrook. Seconded: David Callanan.
Carried.

9. Statement of intent

The board asked for the structure diagram on page 4 be updated to include the independent investment advisor to the board.

Resolutions: The board:

- a. note there was no public input received in the draft statement of intent 2025-2028**
- b. support the proposed changes to the draft Statement of Intent 2025-2028**
- c. approve the Auckland Future Fund Trustee Limited Statement of Intent 2025-2028, subject to the structure diagram update and any minor editorial or technical changes**
- d. note the final statement of intent will be provided to the council before 31 July 2025.**

Moved: Chair Christopher Swasbrook. Seconded: Craig Stobo.
Carried.

10. 30 June 2025 audit

Deloitte and the Office of the Auditor-General will continue to have technical discussion as the audit is underway. Subsequent to the agenda being published, the Office of the Auditor-General has requested accounting advice from an independent third party as to whether controls exists under PBE IPSAS 35 and thus consolidated accounts can be prepared rather than two sets of

accounts (one for each entity). The council has engaged PwC on behalf of the Auckland Future Fund.

Resolutions: The board:

- a. **endorse the council's technical assessment that the Auckland Future Fund and Auckland Future Fund Trustee Limited should have consolidated financial statements, noting the opinion is subject to sign-off by the Office of the Auditor-General and that the board will be advised if the accounting treatment is adjusted**
- b. **agree that a new technical assessment will be undertaken if there are changes to the role of AFFTL.**

Moved: Christopher Swasbrook. Seconded: David Callanan.
Carried.

11. Status updates

Procurement

The board, with council support, are proceeding with final documentation for the global investment manager and custodian appointments for the fund. The board noted that excellent progress was being made and that an announcement on both appointments is imminent.

Additional capital to Auckland Future Fund

Port of Auckland Limited (POAL)'s board approved a special dividend to the council following the sale of POAL's shares in Marsden Maritime Holdings Limited. The dividend of \$45 million will be paid to the council on 29 August 2025. It will then be transferred to the fund. The council's legal team are drafting the required documentation in time for the next board meeting. Any adjustments to the 2025/2026 distribution to the council will be made on a pro-rata basis.

Directors and Officers (D&O) Liability Insurance renewal

Auckland Council's Insurance team have renewed AFFTL's D&O insurance for the period 1 July 2025 to 30 June 2026.

The terms of the policy remain unchanged from the previous policy. There has been a reduction in the annualised premium from \$60,000 to \$52,000.

Statement of Investment policy and objectives (SIPO)

The council and Māpua Wealth have started very high-level discussion on the content of the SIPO. Completing the SIPO will be a key focus as soon as the global investment manager is appointed.

Resolutions: The board:

- a. **note the other status updates**
- b. **endorse the renewal of the Directors and Officers Insurance with Vero with a limit of \$20 million (side A) and \$10 million (side B) for an annualised premium of \$52,000**
- c. **confirm Auckland Future Fund Trustee Limited is authorised to implement Directors and Officers Insurance with Vero on the terms and conditions presented to the meeting pursuant to section 162(5) of the Companies Act 1993 and clause 9 of Auckland Future Fund Trustee Limited's constitution, subject to the directors all signing a certificate for the purposes of section 162(6) of the Companies Act 1993**

- d. **confirm each directors' interest in authorising the effecting of insurance continues to be appropriately noted in the confidential interests register of the company pursuant to section 162(7) of the Act**
- e. **sign the director certificate, in conjunction with these resolutions.**

Moved: Chair Christopher Swasbrook. Seconded: David Callanan.
Carried.

12. Activities/decisions since the previous board meeting

Reimbursement of the Fund Administration Services Agreement

The agreement states the fee should be invoiced monthly. For the 2024-2025 financial year the payment was made in one lump sum on 30 June 2025. The council wish to continue with one annual transfer for the full year's costs on 30 June.

Resolutions: The board:

- a. **note the activities and decisions**
- b. **agree the fee for the fund administration services agreement will continue to be paid annually and for the contract to be amended accordingly.**

Moved: Chair Christopher Swasbrook. Seconded: Craig Stobo
Carried.

13. Other business

It was noted that the full year financial and performance results will be presented at the next board meeting and to the Governing Body meeting on 25 September 2025.

The meeting ended at 2:47pm.

Month	Task	Due	Who	Required by						Status	Comments
				CCO policy	Comp Act	LGA/LGACA	LGOIMA	Services agreement	Other		
Aug-25	Board meeting • Q4 Performance & Risk Reports • Financial Reporting for Year ended 30 Jun 2025	14/08	TIRM							-	
	Board agenda published to website	08/08	TIRM							✓	
	Letter of representation to the council	08/08	AC							✓	
	Directors' interests register reviewed	14/08	Board							-	
	Compliance and work programme plan reviewed	14/08	TIRM							-	
	Quarterly CCO report	29/08	TIRM							-	
	Shareholder final SOI approval	29/08	AC							-	
	Annual financial statements	29/08	AC							-	
	Climate disclosures reporting and other Disclosures in terms of NZX etc	29/08	AC							-	
Sep-25	Board meeting • Annual reports	19/09	TIRM							-	
	ARC annual audit and financial risk report	05/09	TIRM								
	Board agenda published to website	12/09	TIRM							-	
	Audit and risk presentation to AC Audit and Risk Committee	16/09	Board							-	
	Global investment manager report (for prior month)	19/09	GIM							-	
	Directors' interests register reviewed	19/09	Board							-	
	Compliance and work programme plan reviewed	19/09	TIRM							-	
	Public meeting notification (for the following month)	22/09	TIRM							-	
	Annual Reports	30/09	AC							-	
	SIPO established	30/09	AC							-	
	Update authorised signatory list	30/09	TIRM							-	

Month	Task	Due	Who	Required by						Status	Comments
				CCO policy	Comp Act	LGA/LGACA	LGOIMA	Services agreement	Other		
Oct-25	Board meeting (Public) • Performance against SOI targets for 30 Jun 2025 • Q1 Performance & Risk Reports	17/10	TIRM							-	
	Board agenda published to website	10/10	TIRM							-	
	Global investment manager report (for prior month)	17/10	GIM							-	
	Directors' interests register reviewed	17/10	Board							-	
	Compliance and work programme plan reviewed	17/10	TIRM							-	
	Annual Report published to website	31/10	TIRM							-	
	Annual return for Companies Register	31/10	TIRM							-	
	Review Responsible Investment Policy	31/10	Board							-	
	Review Trust Deed compliance	31/10	TIRM							-	
	Review Constitution compliance	31/10	TIRM							-	
	Quarterly CCO report	TBA	TIRM							-	
	CCO financial reporting pack to group – Q1	TBA	AC							-	
Nov-25	Board meeting • TBA	20/11	TIRM							-	
	Board agenda published to website	14/11	TIRM							-	
	Global investment manager report (for prior month)	20/11	GIM							-	
	Directors' interests register reviewed	20/11	Board							-	
	Compliance and work programme plan reviewed	20/11	TIRM							-	
Dec-25	Board meeting • Letter of Expectation received	18/12	TIRM							-	
	Board agenda published to website	12/12	TIRM							-	
	Global investment manager report (for prior month)	18/12	GIM							-	

Month	Task	Due	Who	Required by						Status	Comments
				CCO policy	Comp Act	LGA/LGACA	LGOIMA	Services agreement	Other		
	Directors' interests register reviewed	18/12	Board							-	
	Compliance and work programme plan reviewed	18/12	TIRM							-	
	Receive letter of expectation	18/12	Board							-	
	Māori Outcomes Plan	31/12	Board								
	Shareholder AGM exemption	31/12	AC							-	CCO governance arrange
	Update authorised signatory list	31/12	TIRM							-	
Jan-26	Global investment manager report (for prior month)	31/01	GIM							-	
	Tax return	TBA	AC							-	
	CCO financial reporting pack to group – Q2	TBA	AC							-	
Feb-26	Board meeting • Q2 Performance & Risk Reports • Financial Reporting for half-year ended 31 Dec • Draft Statement of Intent 2026 – 2029 • Liquidity agreement review	12/02	TIRM							-	
	Board agenda published to website	06/02	TIRM							-	
	Global investment manager report (for prior month)	12/02	GIM							-	
	Review liquidity agreement	12/02	Board							-	
	Directors' interests register reviewed	12/02	Board							-	
	Compliance and work programme plan reviewed	12/02	TIRM							-	
	Half year financial statements	28/02	AC							-	
	Half year report	28/02	AC							-	
	Quarterly CCO report	28/02	TIRM							-	
	Letter of representation to auditors	TBA	Board							-	
Mar-26	Board meeting	19/03	TIRM							-	

Month	Task	Due	Who	Required by						Status	Comments
				CCO policy	Comp Act	LGA/LGACA	LGOIMA	Services agreement	Other		
	• TBA										
	Draft SOI provided to shareholder	01/03	TIRM							-	
	Board agenda published to website	13/03	TIRM							-	
	Global investment manager report (for prior month)	19/03	GIM							-	
	Directors' interests register reviewed	19/03	Board							-	
	Compliance and work programme plan reviewed	19/03	TIRM							-	
	Half year report published to website	31/03	TIRM							-	
	Update authorised signatory list	31/03	TIRM							-	
	Website review	31/03	TIRM							-	
Apr-26	Board meeting	TBA	TIRM							-	
	• Q3 Performance & Risk Reports										
	Draft SIPO provided to Shareholder	30/04	Board							-	
	Quarterly CCO report	30/04	TIRM							-	
	Board agenda published to website	TBA	TIRM							-	
	Global investment manager report (for prior month)	TBA	GIM							-	
	Directors' interests register reviewed	TBA	Board							-	
	Compliance and work programme plan reviewed	TBA	TIRM							-	
	CCO financial reporting pack to group – Q3	TBA	AC							-	
May-26	Receive shareholder feedback on draft SOI	TBA	Board							-	
	Board meeting	TBA	TIRM							-	
	• TBA										
	Board agenda published to website	TBA	TIRM							-	
	Global investment manager report (for prior month)	TBA	GIM							-	
	Directors' interests register reviewed	TBA	Board							-	

Month	Task	Due	Who	Required by						Status	Comments
				CCO policy	Comp Act	LGA/LGACA	LGOIMA	Services agreement	Other		
	Compliance and work programme plan reviewed	TBA	TIRM							-	
	Public meeting notification (for the following month)	TBA	TIRM							-	
	Receive shareholder feedback on draft SIPO	19/05	Board								
Jun-26	Board meeting (Public) • Shareholder feedback on draft SOI • Finalise SOI • Shareholder feedback on SIPO • Finalise SIPO • Annual distribution	TBA	TIRM							-	
	Board agenda published to website	TBA	TIRM							-	
	Directors' interests register reviewed	TBA	Board							-	
	Compliance and work programme plan reviewed	TBA	TIRM							-	
	Declare annual distribution	TBA	Board							-	
	Global investment manager report (for prior month)	TBA	GIM							-	
	Local Board Engagement Plan	30/06	Board							-	
	D&O renewal	30/06	Board							-	
	Provide updated SOI for final submission	TBA	Board							-	
	Update authorised signatory list	30/06	TIRM							-	
	Review Responsible Investment Policy	30/06	Board							-	
	Adopt SIPO	30/06	Board							-	
	Annual distribution paid to Auckland Council	30/06	GIM							-	
	Annual reimbursement to Auckland Council	30/06	Board							-	
	Board meeting • TBA	TBA	TIRM							-	

Month	Task	Due	Who	Required by						Status	Comments
				CCO policy	Comp Act	LGA/LGACA	LGOIMA	Services agreement	Other		
	Board agenda published to website	11/07	TIRM							-	
	Global investment manager report (for prior month)	TBA	GIM							-	
	Directors' interests register reviewed	TBA	Board							-	
	Compliance and work programme plan reviewed	TBA	TIRM							-	
	CCO financial reporting pack to group – Q4	TBA	AC							-	
Aug-26	Board meeting • Adoption of SOI 2026 – 2029 • Q4 Performance & Risk Reports • Financial Reporting for Year ended 30 Jun 2026	TBA	TIRM							-	
	LEI renewal	05/08	TIRM							-	
	Board agenda published to website	TBA	TIRM							-	
	Global investment manager report (for prior month)	TBA	GIM							-	
	Directors' interests register reviewed	TBA	Board							-	
	Compliance and work programme plan reviewed	TBA	TIRM							-	
	Quarterly CCO report	31/08	TIRM							-	
	Shareholder final SOI approval	31/08	AC							-	
	Annual financial statements	31/08	AC							-	
	Climate disclosures reporting and other Disclosures in terms of NZX etc	TBA	AC							-	
	ARC annual audit and financial risk report	TBA	AC							-	
	Letter of representation to auditors	TBA	AC							-	

15 August 2025

The Directors
Auckland Future Fund Trustee Limited
135 Albert Street
Auckland 1010

Attention: Christopher Swasbrook

Dear Directors,

Fund Administration Services Agreement Variation

1. Introduction

- 1.1. We refer to the Fund Administration Services Agreement dated 27 September 2024 (**Services Agreement**).
- 1.2. Unless otherwise defined herein, terms defined in the Services Agreement shall have the same meaning in this letter, and a reference to a “clause” or “schedule” herein shall be a reference to a clause of, or a schedule to, the Services Agreement.

2. Background

The parties have agreed to amend the terms of the Services Agreement on the terms set out in this letter.

3. Amendment

The provisions of the Services Agreement shall be amended by deleting clause 4.2 (Payment of Fee) and inserting the following:

4.2 Payment of Fee: The Trustee must pay the Service Fee annually in arrears on or about 30 June in each year.

4. Miscellaneous

- 4.1. Save as expressly provided in this letter, the Services Agreement shall continue in full force and effect.
- 4.2. This letter may be executed in any number of counterparts and this has the same effect as if the signatures were on a single copy of this letter.

Please confirm your acceptance by signing and returning to us the duplicate copy of this Letter.

Yours faithfully,

for **AUCKLAND COUNCIL**

.....
John Bishop
Group Treasurer

We hereby agree to the terms set out in this letter

.....
SIGNED on behalf of **Auckland Future Fund Trustee Limited**
Name of Authorised Signatory:

Date:

Memo

11 August 2025

To: Auckland Future Fund Trustee Limited Board of Directors

cc: Brett Tomkins, Appointed Auditor, Deloitte
Hayden Davison, Audit Director, Deloitte
Chloe Reardon, Assistant Audit Manager, Deloitte
Tracy Gers, Group Financial Controller, Auckland Council
John Bishop, Group Treasurer, Auckland Council
Ross Tucker, Group CFO, Auckland Council
Megan Holley, Treasury and Investments Relationship Manager, Auckland Council

From: Jonnon Goh, Lead Financial Analyst, Auckland Council

10

Subject: Updates on the Control Assessment and Financial Reporting Implications for the Auckland Future Fund and Auckland Future Fund Trustee Limited

Purpose

This memo consolidates and updates the control assessment of the Auckland Future Fund (AFF) and Auckland Future Fund Trustee Limited (AFFTL), incorporating the original conclusion (dated 16 June 2025) and revised advice received from PwC in August 2025. It also outlines the implications for financial statements, the Statement of Intent (SOI), and performance reporting in accordance with PBE IPSAS 35 Consolidated Financial Statements.

Background

AFF was established as a non-incorporated trust, with AFFTL appointed as its corporate trustee. The original control assessment concluded that AFFTL controlled AFF for financial reporting purposes due to its role in directing relevant activities and its exposure to non-financial variable benefits. Based on that assessment, it was determined that AFFTL should prepare consolidated financial statements including AFF.

On 17 July 2025, the council presented this technical assessment to the AFFTL Board. The board resolved to:

“Endorse the council’s technical assessment that the Auckland Future Fund and Auckland Future Fund Trustee Limited should have consolidated financial statements, noting the opinion is subject to sign-off by the Office of the Auditor-General and that the board will be advised if the accounting treatment is adjusted.”

At the request of the Auditor-General, the council engaged PwC to provide an independent review of the legal and accounting framework, including the Trust Deed, the Auckland Council (Auckland Future Fund) Bill, and associated governance arrangements.

Updates to Control Conclusion

Based on PwC's advice, the control conclusion has been revised as follows:

- Auckland Council (the council) holds substantive and presently exercisable rights over AFF under the Trust Deed, including the ability to:
 - Replace AFFTL as trustee at any time
 - Amend the Trust Deed
 - Resettle or wind up AFF
- The council also sets the high-level governance framework for AFF through its Long-Term Plan and associated policies (including the Auckland Future Fund Policy, Auckland Future Fund Distribution Policy, and Auckland Council's Responsible Investment Policy)
- These rights provide the council with the practical ability to direct the relevant activities of AFF and to determine its strategic direction

In accordance with PBE IPSAS 35, specifically paragraphs AG27, AG60(c) and AG66–AG67, these factors demonstrate that the council has both:

- Power over AFF
- Exposure to variable benefits arising from its strategic and financial interest in AFF's operations and outcomes

Revised Position

The revised assessment concludes that:

- Auckland Council is the controlling entity of AFF under PBE IPSAS 35
- AFFTL acts in an agency capacity on behalf of Council in its role as trustee
- AFF and AFFTL should be consolidated directly into the Auckland Council Group financial statements
- AFFTL is not the controlling entity and therefore has no need to consolidate AFF's financial statements.

This revised position supersedes the previous conclusion documented on 16 June 2025.

Implications

1. Financial Statements and Annual Reports

Separate financial statements, annual reports and interim reports will be prepared for:

- Auckland Future Fund
- Auckland Future Fund Trustee Limited

2. Statement of Intent (SOI)

Under section 64(3)(b) of the Local Government Act 2002, a SOI may apply to more than one related CCO.

- The SOI for 2025–2028 has been amended to separate the financial statements while confirming that it applies to both AFF and AFFTL
- The updated SOI was approved by the AFFTL Board via email, and before the final version was submitted to council on 30 July 2025
- This approach is expected to continue in future periods

3. Service Performance Measures

The council's Financial Control, Legal, CCO Partnerships and Group Performance Reporting teams have assessed that the service performance measures in the SOI apply equally to both entities. These measures will be reported against in the statement of service performance of each entity's annual report.

4. CCO Quarterly Performance Reporting

AFF and AFFTL will continue to prepare combined quarterly performance reports to the council.

Memorandum

01 August 2025

To: Mayor and Councillors

Subject: Progress update - Auckland Future Fund Global Investment Manager

From: Christopher Swasbrook, Chair, Auckland Future Fund

Contact information: chris.swasbrook@elevationcapital.co.nz / 021 928 262

Purpose

1. To provide a progress update on the appointment of the Auckland Future Fund's global investment manager.

Summary

- (i) The Auckland Future Fund Board is focussed on making the right long-term decisions for the fund.
- (ii) The board identified the preferred supplier for the global investment manager in June.
- (iii) Council staff and the board's advisors are in the process of finalising the extensive due diligence and negotiations with the preferred supplier.
- (iv) The appointment will be announced as soon as possible.

Comments

As outlined in the previous memo, the Auckland Future Fund Board has put considerable work into appointing a global investment manager for the fund. The Board is focused on the best long-term interests of the fund, rather than short-term financial market fluctuations, and therefore delivering the maximum long-term benefits for the ratepayers of Auckland.

I am pleased to share that the procurement of the global investment manager is in its final stages following the board's decision on a preferred supplier in June. On behalf of the board, council staff and the board's advisors are in the process of finalising negotiations with the preferred supplier.

These contract negotiations are progressing well. However, a significant, high-value, long-term contract requires extensive due diligence and careful attention to the many details. This involves critical elements such as legal contract negotiation, reference checks, finalisation of fees, compliance tasks, etc.

Please be reassured that we will make an announcement as soon as this work is completed. However, as you will appreciate, further details cannot be discussed at this time to preserve the integrity of the negotiation process.