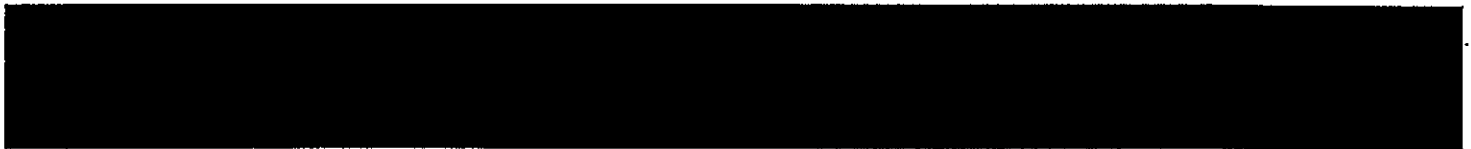




Wellington

AMENDMENT TO COMPLIANCE PLAN

Wellington Capital Limited ACN 114 248 458 AFSL 291562
as Responsible Entity for Premium Income Fund ARSN 090 687 577



COMPLIANCE PLAN AMENDMENT

Made on 30 November 2012

BY **WELLINGTON CAPITAL LIMITED ACN 114 248 458 AFSL 291562 AS
RESPONSIBLE ENTITY OF THE PREMIUM INCOME FUND ARSN 090 687
577 of Level 22, 307 Queen Street, Brisbane, Queensland, 4000**
(‘Manager’)

BACKGROUND

- A. The Compliance Plan was lodged with ASIC on 1 December 2005.
- B. Amendments to the Compliance Plan were lodged with ASIC on 24 November 1999, 12 April 2001, 28 May 2001, 1 November 2002, 14 November 2002, 23 December 2002, 2 July 2004, 22 December 2005, 1 October 2008, 27 January 2009, 5 October 2009, 10 December 2009, 7 March 2012, 27 June 2012 and 19 July 2012;
- C. Clause 3.5 of the Compliance Plan and the *Corporations Act* authorises the Manager to amend the Compliance Plan.

OPERATIVE PROVISIONS

1. CLAUSE 4.8

- 1.1 The wording contained in the first row under paragraph 2, column headed ‘monitoring of procedure’ is deleted and replaced with the following:

‘The FD certifies annually that procedures for the accounting and tax valuation of assets have been adhered to and scheme assets are properly identified by nature and type.’

- 1.2 The wording contained in Row 2 paragraph 6 under the heading of ‘Procedure’ is deleted and replaced with:

‘Valuations will be considered when preparing the financial statements of the scheme. New valuations will be reflected within 7 days of acceptance of the Valuation from the Board of Directors.’

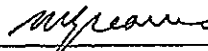
SIGNED BY THE DIRECTORS



JENNIFER JOAN HUTSON



SYDNEY ROBERT PITT



MARY-ANNE GREAVES