

ANNUAL REPORT TO INVESTORS

FOR THE FINANCIAL YEAR ENDING 30 JUNE 2013



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About this annual report

Mercer Investments (Australia) Limited (MIAL) ABN 66 008 612 397, Australian Financial Services Licence #244385, Registrable Superannuation Entity (RSE) Licence #L0003421 is the Trustee of the Mercer Super Investment Trust, (ABN 78 433 715 831, RSE Registration #R1067095) and the issuer of this Annual Report and a wholly owned subsidiary of Mercer (Australia) Pty Ltd (Mercer) ABN 32 005 315 917.

The Mercer Super Investment Trust is a 'pooled superannuation trust' as defined under the Superannuation Industry (Supervision) Act 1993 (SIS).

The Mercer Super Investment Trust is referred to as the 'Mercer Super Investment Trust' or the 'Trust' throughout this Annual Report.

MIAL is referred to as 'Trustee', 'we' or 'us' throughout this Annual Report.

To invest in the Mercer Super Investment Trust, you will need to complete an application form included in, or accompanying, a current Mercer Super Investment Trust Product Disclosure Statement (PDS) which is issued by, and available from, the Trustee.

The information contained in this Annual Report includes general product advice which has been prepared without taking into account the personal objectives, financial situation or needs of individual investors. You should consider these matters, read the current Mercer Super Investment Trust Product Disclosure Statement and obtain personal financial advice from a licensed, or appropriately authorised, financial adviser before making a decision concerning your super.

The value of investments in the Investment Options may rise and fall from time to time. Neither the Trustee, Mercer, any entities within Marsh & McLennan Companies Inc, nor any of the investment managers, guarantees the investment performance, earnings or returns of capital invested in any of the investment options described in this Annual Report.

The investment returns shown in this Annual Report do not take into account the unique characteristics that apply to each investor (such as timing of cash flow). As a result, the actual investment returns applying to a particular investor may differ from the investment returns shown. You should also remember that past performance should not be relied upon as an indicator of future performance.

The Trustee of the Mercer Super Investment Trust, provides you with this Annual Report for the 2012/2013 financial year (1 July 2012 to 30 June 2013).

Trustee's investment philosophy and approach

The Trustee has put together a range of Investment Options that utilises a 'multi-manager' investment approach. In the following sections we describe this approach in more detail.

Investment philosophy

The Trustee's investment philosophy is to take full advantage of investment opportunities appropriate to an investor's risk profile by diversifying across asset classes and investment styles, and is implemented in a manner that aims to maximise investment efficiency. The Trustee believes that appropriate combinations of specialist asset-class investment managers can generally be expected to result in consistent, above average performance over time. The Trust's Investment Options have been developed to be consistent with this philosophy.

Investment approach

Under a multi-manager approach, specialist managers are appointed to invest assets in each asset class or sector. More than one manager may be appointed in an asset class to provide diversification. The underlying investment manager panels may be configured to achieve exposure to a range of investment management styles, with the overall objective of producing consistent performance throughout market cycles.

Growth Defensive Enhanced (GDE) process

To better measure the 'true' risk in a portfolio and to assist in balancing risks within the Funds, we have adopted the Mercer Growth Defensive Enhanced (GDE) process for all Diversified Investment Options. The GDE process involves a two-dimensional breakdown of each asset sector into its growth and defensive component. We assess the growth/defensive split for each Diversified Investment Option. The growth/defensive split is determined for each asset class using the GDE process and aggregated to the Option level.

A range of measures are used to assess where an asset class sits on the growth defensive spectrum, including the:

- Absolute risk of the sector, based on historical volatility of annual returns.
- Long term correlation of each asset sector with the share market, and presence of positive diversification benefits.

- Maximum potential drawdown risk (i.e. risk of negative returns), as guided by the past history of each asset class (measured on a 'peak to trough' basis).

Selecting and monitoring investment managers

The Trustee's Investment Strategy Team manages the selection, appointment, replacement and on-going evaluation of investment managers. They also review and report on investment manager performance against investment objectives using sophisticated measurement and analytical tools. These tools complement qualitative research performed into the operations of investment managers. The research helps determine whether an investment manager offers a sustainable competitive advantage.

Details of the investment managers are provided on page 6-8 of this Annual Report. We can send you a copy of the updated information free of charge on request.

The Trustee may remove, replace, or appoint additional investment managers at its discretion.

Investment option objectives

For each Investment Option, the Trustee has determined a strategy which it believes is reasonably likely to enable the option to meet its objectives. The strategy includes the selection of a long-term mix of investments (asset classes) that supports the option's objectives. This mix is chosen after considering the advice of the Trustee's Investment Management Team, which also provides advice on choosing and monitoring investment managers.

The Trustee's Investment Management Team uses sophisticated financial models based on historical data and economic forecasts to estimate each asset class's future performance. The models also estimate the probability of each projected return occurring.

The next step is to assess the optimum mix of asset classes likely to deliver the highest returns in the context of the investment objectives of each Investment Option. The optimum mix becomes the benchmark asset allocation for that option.

Changes are made to the objectives and strategies as required in order to ensure that the objectives continue to have a reasonable probability of being attained. In addition, the trustee monitors the options' performance against their objectives, with formal assessments and attribution analysis performed quarterly.

What are the Investment Options?

The Trust offers a range of Investment Options, each utilising the multi-manager investment approach and with its own set of investment objectives. The current options are listed below:

Mercer Super Investment Trust Investment Options	
Shares	Mercer Australian Shares
	Mercer Shares
Alternatives	Mercer Diversified Alternatives
Cash	Mercer Cash
Diversified	Mercer Conservative Growth
	Mercer Moderate Growth
	Mercer Growth
	Mercer High Growth

For more information about the full range of investment options on offer, please call us on 1300 728 928.

Diversified Options

These options offer varying levels of exposure (or potential exposure) to different asset classes to achieve specific investment objectives. In most cases, they provide exposure across the full spectrum of asset classes in Australia and overseas.

They are designed for investors who have an investment objective in mind (e.g. moderate growth, high growth), but are not so sure about how best to assemble the asset class "building blocks" to achieve it.

Sector Options

These options offer exposure predominantly to one major asset class. For example, a "Shares Option" will invest predominantly in shares and sometimes in that asset class only. These options are designed for investors who want to invest in a particular asset class, or want to assemble their own unique diversified portfolio from the asset class "building blocks" offered by these options.

Use of derivatives in the Mercer Super Investment Trust

Derivatives, such as futures or options, are investment securities whose value is derived from other investments. For example, the value of a share option is linked to the value of the underlying share.

Investment managers may utilise derivatives in managing investment portfolios for the Trustee and in managing pooled investment vehicles in which the Trustee invests. However, the Trustee does not undertake day-to-day management of derivative instruments. Derivatives may be used, among other things, to manage risk (e.g. for currency hedging). Losses from derivatives can occur (e.g. due to market movements).

The Trustee seeks to manage risk by placing limits on the extent of derivative use in any relevant Investment Management Agreement between the Trustee and investment managers.

Derivatives charge ratio

Based on information provided by the investment managers, the Trustee is unaware of any period in the year where the Derivatives Charge Ratio exceeded 5%.

The Derivatives Charge Ratio is the percentage of the total market value of the assets of the Mercer Super Investment Trust (other than cash) that the Trustee has charged as security for derivatives investment made by the Trustee.

Liquidity of the Mercer Super Investment Trust

The Trustee's approach to managing liquidity is to ensure, as far as possible, that there will always be sufficient liquidity to meet liabilities when due, under normal and stressed conditions, without incurring unacceptable losses.

Normally a withdrawal request will be completed within 10 business days. However, the Trust Deed permits the Trustee to take up to 60 business days to satisfy a withdrawal request and to extend this period if appropriate.

Where there are insufficient funds to meet the request in the Trust's bank account, the Trustee will take appropriate action (e.g. redeem investments) to create sufficient funds. In such cases the Trustee reserves the right to process the withdrawal using the unit price applying at a later date where it would otherwise prejudice the interests of other unit holders.

Investment risks

As with any investment there is always a degree of risk. The significant risks associated with your participation in the Mercer Super Investment Trust are set out in the following section.

There is a chance that you may get back less than your initial investment, because of taxes, expenses and low or negative investment returns (sometimes referred to as investment risk).

Generally, investment risk is the chance that an investment outcome will be different to what is expected. Investments in the Mercer Super Investment Trust could rise or fall in value or produce a return which is less than anticipated. Rises and falls in value occur for a variety of reasons and sometimes quickly.

The types of investment risks which may have an impact on investment in the Mercer Super Investment Trust include:

- Individual asset risk – the risk attributable to individual assets within a particular asset class.
- Market risk – the risk of major movements within a particular asset class.
- Political risk – the risk that domestic and international political events can impact on investment.
- Inflation risk – the risk that money may not maintain its purchasing power due to increases in the price of goods and services (inflation).
- Derivatives risk – the risk that exposure to exchange-traded and over the counter derivative instruments increases the risk in a portfolio or exposes a portfolio to additional risks – such as the possibility a position is difficult or costly to reverse or that there is an adverse movement in the asset, interest rate, exchange rate or index underlying the derivative.
- Timing risk – the risk that, at the date of investment, money is invested at higher market prices than those available soon thereafter. Alternatively, it can also mean the risk that, at the date of withdrawal, investments are redeemed at lower market prices than those that were recently available or that would have been available soon thereafter.
- Investment manager risk – the risk that a particular investment manager will underperform

(this could be for example because their view on markets is wrong or because of their investment “style” or because they lose key investment personnel).

- Credit risk – the risk that a debt issuer will default on payment of interest or principal.
- Liquidity risk – the risk that investors will be unable to redeem their investment at their chosen time.
- Currency risk – the risk that overseas investments gain or lose value as a result of a falling or rising Australian dollar. Details of the risks that apply to each of the investment options are set out in the table on the following page.
- Taxation risk – the risk that taxation laws and their interpretation may change in the future in a manner that may adversely impact the taxation outcomes for either the options themselves or investors into the options.

Before making any investment decisions, you should carefully consider the risks that apply to each of the investment options on offer. This is important as your investment in any of the Investment Options is not guaranteed and you may get back less money than you invest.

Investment returns can be volatile and the value of investments may increase or decrease over time. Also you should not rely on past performance as an indicator of the future performance of any of the investment options or treat their respective investment objectives as a forecast or guarantee of future returns.

We strongly recommend that you speak to a licensed, or appropriately authorised, financial adviser before making any investment decisions.

Investment risk table

The table on the following page shows whether there is a low, medium or high likelihood (shown as ‘L’, ‘M’ or ‘H’) that a type of investment risk may apply, from time to time, to a particular Investment Option.

The information contained in this table is indicative only and the likelihood that a type of investment risk may apply to a particular Investment Option may change over time.

Mercer Super Investment Trust Investment Options		Risk Factors										
		Individual asset risk	Market risk	Political risk	Inflation risk	Derivatives risk	Timing risk	Investment manager risk	Credit risk	Liquidity risk	Currency risk	Taxation risk
Shares												
	Mercer Australian Shares	L	H	L	L	L	H	L	L	L	L	L
	Mercer Shares	L	H	H	L	L	H	M	L	L	H	H
Cash												
	Mercer Cash	L	L	L	H	L	L	L	L	L	L	L
Diversified												
	Mercer Conservative Growth	L	L	L	M	L	L	L	L	L	L	L
	Mercer Moderate Growth	L	M	L	L	L	M	L	L	L	L	L
	Mercer Growth	L	M	L	L	L	M	L	L	L	M	L
	Mercer High Growth	L	H	L	L	L	H	L	L	L	M	L
Alternatives												
	Mercer Diversified Alternatives	L	H	M	L	M	M	M	M	M	M	L

How the Mercer Super Investment Trust Investment Options performed

The following tables show the performance of the Trustee's eight active Investment Options after fees and taxes to 30 June 2013 on both a single year and compound return basis.

Mercer Super Investment Trust Investment Options		Annual returns to 30 June					Compound returns to 30 June 2013				
		2013 %	2012 %	2011 %	2010 %	2009 %	1 year %	2 years % pa	3 years % pa	4 years % pa	5 years % pa
Shares	Mercer Australian Shares	21.1	-5.6	6.7	n/a	n/a	21.1	7.0	6.9	n/a	n/a
	Mercer Shares	20.9	-4.2	9.2	7.2	-18.1	20.9	7.6	8.1	7.9	2.1
Cash	Mercer Cash	2.8	4.0	4.3	3.4	4.8	2.8	3.4	3.7	3.6	3.8
Diversified	Mercer Conservative Growth	6.8	4.6	6.9	7.6	-5.0	6.8	5.7	6.1	6.5	4.1
	Mercer Moderate Growth	10.6	3.0	7.7	n/a	n/a	10.6	6.7	7.0	n/a	n/a
	Mercer Growth	14.5	0.3	9.5	9.1	-12.7	14.5	7.2	7.9	8.2	3.7
	Mercer High Growth	16.4	-1.2	9.7	n/a	n/a	16.4	7.2	8.1	n/a	n/a
Alternatives	Mercer Diversified Alternatives	5.5	0.8	4.0	0.2	-7.4	5.5	3.1	3.4	2.6	0.5

'n/a' indicates that the investment option was not operating for the full period. The performance information contained in this report is up to date at the time of its preparation.

Investment Managers

The Trustee invests the Mercer Super Investment Trust's assets in a range of trusts including:

- Other funds managed by the Trustee including the Mercer Investment Funds (MIFs) and/or the Mercer Multi-Manager Funds (MMFs)
- Directly in a range of investments such as securities, derivatives and cash managed via mandates held with professional investment managers.

Professional investment managers are appointed to manage the assets of the MIFs and MMFs

either directly or via external investment vehicles. The underlying investments of the MIFs and MMFs are invested at arm's length and are separately identifiable.

All of the Trust's assets as well as all the assets of the underlying MIFs and MMFs are held by the National Australia Bank Limited (NAB) as custodian.

This section lists the investment managers of the MIFs and MMFs in which the Trust invests, as well as the professional managers appointed by the Trustee to invest Trust assets via direct mandates as at 30 June 2013.

Asset Class/Type and Manager(s)	Management style	Target weight
Australian Shares		
Australian Shares — Passive Vanguard Investments Australia	Passive	100.0% 100.0%
Australian Shares — Low-risk active JCP Investment Partners	Core, low-risk, tax effective	100.0% 100.0%
Australian Shares Alleron Investment Management Ausbil Dexia Intrinsic Investment Management Vinva Investment Management Tyndall Investment Management	Growth concentrated Core/growth Style Neutral (Rotational) Systematic Value, concentrated	100.0% 20.0 22.5 15.0 22.5 20.0 -
Australian Shares – Plus Alleron Investment Management Ausbil Dexia Intrinsic Investment Management Vinva Investment Management Tyndall Investment Management Australian Shares — Small companies ¹	Growth concentrated Core/growth Style Neutral (Rotational) Systematic Value, concentrated	100.0% 19.7% 21.8% 14.6% 21.8% 20.9% 5.0%
Australian Shares — Socially Responsible Perennial Growth Management BT Investment Management Perpetual Investment Management	Sustainable, core Ethical, core Ethical SRI, value	100.0% 37.5% 37.5% 25.0%
Australian Shares — For tax exempt investors Plato Investment Management JCP Investment Partners Macquarie Investment Management	Style Neutral, quantitative, tax effective Growth, tax effective Style Neutral, quantitative, tax effective	100.0% 30.0 20.0 50.0
Australian Shares — Small companies Kosmos Asset Management Northcape Perennial Value Management	Core/growth Core/growth Value	100.0% 33.3% 33.3% 33.4%
International Shares		
International Shares — Passive (Unhedged) State Street Global Advisors (SSgA)	Passive	100.0% 100.0%
International Shares — Passive (Hedged) Vanguard Investments Australia	Passive	100.0% 100.0%
International Shares — Low-risk active Schroder Investment Management	Core, low-risk, quantitative	100.0% 100.0%
International Shares Baillie Gifford Arrowstreet Franklin Equity Group Global Thematic Partners Hexavest	Growth, concentrated Core, quantitative Growth, concentrated Core, thematic Core/value, top down	100.0% 17.0% 20.0% 12.0% 16.0% 20.0%

Lingohr & Partner Asset Management	Core/value, quantitative	15.0%
Global Small Companies Shares		100.0%
Fidelity	Core/growth	60.0%
Arrowstreet	Core, quantitative	40.0%
Global Low Volatility Shares		100.0%
Acadian	Minimum Variance	30.0%
First Eagle	Variable Beta	35.0%
Magellan	Quality Value	8.0%
Veritas	Quality Focus	27.0%
Emerging Markets Shares		100.0%
BlackRock Investment Management ²	Low-risk active, quantitative	67.0%
Realindex Investments ²	Fundamental Index	33.0%
Emerging Markets Shares (Active)		100.0%
Lazard Asset Management ³	Active, global core/value	50.0%
Wellington Management ³	Active, global core/growth	50.0%
Property and Infrastructure		
Global Listed Property - Passive		100.0%
Macquarie Investment Management ⁴	Passive	100.0%
Global Listed Property⁵		100.0%
Brookfield Investment Management	Fundamental value	25.0%
Principal Global Investors	QARP	37.5%
CenterSquare Investment Management	Relative value	37.5%
Australian Direct Property		100.0%
Goodman Funds Management	Industrial	5.0%
Investa Property Group	Commercial	47.5%
Lend Lease Investment Management (APPF Retail)	Retail	47.5%
Global Listed Infrastructure - Passive		100.0%
Macquarie Investment Management ⁶	Passive	100.0%
Global Listed Infrastructure		100.0%
Colonial First State Global Asset Management	Active, benchmark aware	40.0%
Magellan	Beta strategy	35.0%
RARE	Absolute return, value	25.0%
Global Unlisted Infrastructure		100.0%
Colonial First State Global Asset Management	Active infrastructure, income	33.0%
Macquarie Specialised Asset Management	Active infrastructure, core	50.0%
Westbourne Capital	Infrastructure debt	17.0%
Alternatives		
Global Natural Resources		100.0%
Global Commodities	Agricultural commodities strategy	15.0%
H3 Global Advisors	Broad community strategy	15.0%
H3 Global Advisors	Enhanced broad commodity strategy	30.0%
New Forests Asset Management	Timber	40.0%
Diversified Alternatives		
BlackRock Asset Management	GTAA	7.5%
GMO Australia	GTAA	7.5%
Credit Suisse	Insurance-linked strategy	20.0%
H3 Global Advisors	Managed futures	7.5%
Winton Capital	Managed futures	10.0%
AQR	Multi-strategy hedge fund	7.5%
QIC	Multi-strategy hedge fund	12.5%
Standard Life Investments	Multi-strategy hedge fund	12.5%
Babson Capital	Private debt	15.0%
Fixed Interest		
Australian Sovereign Bonds		100.0%
Challenger	Passive Australian	35.0%
Macquarie Investment Management	Passive Australian	50.0%
BT Investment Management	Active Australian	15.0%
Global Sovereign Bonds		100.0%
AllianceBernstein	Active Global	25.0%
Challenger	Passive Global	50.0%
H20 Asset Management	Active Global	25.0%
Inflation Linked Bonds		100.0%
BlackRock Asset Management	Passive Global	50.0%

Challenger	Passive Australian	50.0%
Global Credit Colonial First State Global Asset Management Wellington Management	Active, broad-based strategy Active, broad-based strategy	100.0% 50.0% 50.0%
Emerging Markets Debt Wellington Management Stone Harbor Investment Partners Investec Asset Management J.P. Morgan Asset Management	Quantitative Active, fundamental Active, fundamental Qualitative	100.0% 19.0% 31.0% 31.0% 19.0%
Cash		
Challenger Challenger State Street Global Advisors	Cash Term Deposits Cash	20.0% 40.0% 40.0%

NOTES:

1. The Mercer Australian Shares Plus Fund includes a 5% allocation to Australian Small Companies.
2. Manager not applicable to the Mercer Emerging Markets Fund or to diversified portfolio "Plus" funds.
3. Manager applicable to Mercer Emerging Markets Fund and diversified portfolio "Plus" funds.
4. Manager not applicable to the Mercer Listed Property Fund or to "Plus" funds.
5. These managers are applicable only to the Mercer Listed Property Fund and "Plus" funds.
6. Manager not applicable to the Mercer Listed Infrastructure Fund or to "Plus" funds.

Changes to the Investment Managers in the 12 months to 30 June 2013

Manager(s) appointed	Manager(s) terminated
Australian Shares	
<ul style="list-style-type: none"> Vinva Investment Management 	<ul style="list-style-type: none"> Perennial Investment Partners Limited
International Shares	
<ul style="list-style-type: none"> Franklin Equity Group Arrowstreet Capital Magellan (Low Volatility Overseas Shares) RealIndex Investments (Emerging Markets Shares) 	<ul style="list-style-type: none"> RCM Edinburgh Partners
Alternative Assets	
<ul style="list-style-type: none"> N/a 	<ul style="list-style-type: none"> Credit Suisse (Low Volatility Insurance Linked Strategy) BlackRock AQR
Real Assets	
<ul style="list-style-type: none"> Brookfield Investment Management (Global Listed Property) Principle Global Investors (Global Listed Property) CenterSquare Investment Management (Global Listed Property) Macquarie Investment Management (Passive Global Listed Property) 	<ul style="list-style-type: none"> CBRE (Global Listed Property) AMP Capital (Global Listed Property) Perennial (Global Listed Property) Colonial First State (Global Listed Infrastructure) Vanguard (Passive Global Listed Property)
Fixed Interest	
<ul style="list-style-type: none"> BT Investment Management 	<ul style="list-style-type: none"> Vianova
Cash	
<ul style="list-style-type: none"> State Street Global Advisors 	

Largest investment holdings

As at 30 June 2013, the Trust held 36% of its total assets in the Mercer Multi-Manager Growth Fund.

There were no direct stock holdings in excess of 5% however the tables below show the top ten Australian and international shares held in aggregate (indirectly) by the Mercer Super Investment Trust as at 30 June 2013.

For example, BHP Billiton represents 9.3% of the total Australian shares component of all investment options.

Top 10 Australian share holdings

Investment	% of Australian shares portfolio
BHP Billiton	9.3
Commonwealth Bank Of Australia	7.2
ANZ Banking Group	7.1
Westpac Banking Corporation	6.7
National Australia Bank	6.0
Telstra Corporation	5.1
Wesfarmers	3.3
CSL	2.6
Woodside Petroleum	2.6
Rio Tinto	2.5

Top 10 international share holdings

Investment	% of international shares portfolio
Roche	1.5
Apple	1.2
Exxon Mobil Corporation	0.8
Novartis	0.8
Pfizer Inc	0.7
Amazon	0.7
Google	0.6
Oracle Corporation	0.6
Microsoft Corporation	0.6
Johnson & Johnson	0.6

Some terms explained

Information about each of the Mercer Super Investment Trust Investment Options as at 30 June 2013 is set out in 'The Mercer Super Investment Trust Investment Options' section. But first let us explain some of the terms used in this Annual Report.

Alternative assets

Alternative assets generally comprise investments which do not fit within the traditional broad asset classes (such as shares, property, fixed interest

and cash). Examples may include absolute return funds (e.g. hedge funds), private equity, commodities and various structured products.

Alternative assets may include exposure to international investments which may have foreign currency exposure hedged to Australian dollars.

Asset class

Asset classes are the names given to the different financial categories in which your money may be invested. The major asset classes include shares, property and infrastructure, fixed interest, cash and alternative assets. These asset classes can be broken down further for example to include Australian or international shares, Australian or international fixed interest, direct or listed property investments. All asset classes have different risk and return characteristics.

Benchmark and ranges

The benchmark is the targeted long-term mix of investments. Factors such as the Trustee's assessment of market valuations may cause the actual mix to vary from this benchmark, but it will generally stay within the allocation ranges.

Cash

Cash includes short-term interest bearing investments. Generally, the likelihood of losing the initial investment in cash is minimal. While volatility (the chance of ups and downs) in cash is low, the returns are also likely to be lower than those available from fixed interest, property and shares over the long term.

Consumer Price Index (CPI)

The CPI is used to measure the rate of inflation. In Australia it is based on a selection of household goods and services.

Defensive investments

Defensive investments are types of investments used when trying to protect an investment from the chance of a negative return (in other words the value of the investment falls). Defensive investments tend to produce lower long term but more stable returns than growth investments.

Fixed interest

Fixed interest investments (which include inflation linked bonds) are issued to investors by Australian and international governments, semi government authorities and companies in return for cash.

Interest is paid to the investors over the life of the investment, usually at a fixed rate. These investments can generally be bought or sold before they mature, potentially resulting in capital gains or losses. International fixed interest investments are normally hedged to remove the effect of currency movements. Fixed interest investments are likely to be less volatile than shares and property but with a lower expected return in the long-term.

Growth investments

Growth investments are types of investments that have the potential to grow over the long-term but are also likely to experience volatility (ups and downs) in performance from year to year.

Hedging

Hedging refers to the process of protecting investments against, or reducing the risk of, a loss. For example, in the context of currency, the value of international investments is affected by rises or falls in the value of the Australian dollar (e.g. if the Australian dollar rises in value, then international investments in Australian dollar terms will reduce in value).

Investment managers can use various techniques to minimise the effect of currency movements on international investments – this is currency hedging.

Property

Investing directly in office buildings, shopping centres, industrial estates and other similar property investments is known as direct property investment. Investors can also buy units in property trusts, which invest in a variety of properties and property related companies. These trusts and companies may be listed on the Australian Stock Exchange, an international exchange or they may be unlisted. Like shares, a property investment is suitable for long-term investment as it has the expectation of some ups and downs in the short-term. For international property investments, foreign currency exposure is normally substantially or fully hedged to Australian dollars.

Infrastructure

Infrastructure investments are investments made in capital intensive, long term assets required to fulfill major economic and social needs. Characteristics that can be assigned to infrastructure investments include the relatively stable nature of the underlying assets and predictable cash flows which are often linked to inflation in some form. Investors can gain exposure to infrastructure assets through direct investments, unlisted or listed funds or companies with the underlying assets themselves being in Australia or overseas.

Examples of infrastructure assets may include airports, toll roads, pipelines, utilities and social infrastructure. The Infrastructure asset class may include exposure to international investments which may have foreign currency exposure hedged to Australian dollars.

Investment options

Investment options are made up of different mixes of asset classes. Each investment option has its own investment strategy and objectives. They are designed to offer a range of risk and return options to investors.

Investment option objectives

These identify the type of return the investment option aims to achieve for investors. This is often stated in relation to a relevant index such as CPI.

The objectives of any particular Investment Option should not be treated, or relied upon as a forecast, indicator or guarantee of any future returns or performance for that investment option. The value of each Option may rise and fall.

Level of risk

For each Investment Option we've included the average expected likelihood of the Option giving a negative return (in other words, falling in value). In this context:

- a 'high' level of risk means that a negative return is expected, on average, approximately one year in every three to five years.
- a 'moderately high' level of risk means that a negative return is expected, on average, approximately one year in every five to six years.
- a 'moderate' level of risk means that a negative return is expected, on average, approximately one year in every six to seven years.
- a 'moderately low' level of risk means that a negative return is expected, on average less than approximately one year in every seven to nine years.
- a 'low' level of risk means that a negative return is expected, on average, less than approximately one year in every nine years.
- a 'very low' level of risk means that a positive return is expected over rolling twelve month periods.

These statements are based on historical data and should not be considered to be a guarantee or forecast that a negative return in one year will be followed by a positive return the next year.

Mix of investments

This refers to the asset allocation of an investment option. The actual mix of investments for the Investment Options can be found in "The Mercer Super Investment Trust's Investment Options" section.

Multi-manager investment approach

An investment option structure in which more than one manager may be appointed to manage assets in each asset class, sector or investment style within the investment options.

Performance

Single year and compound returns are calculated assuming that \$1 is invested at the start of the relevant period and that no further amounts are invested over the period. They are based on exit prices and allow for the deduction of investment management fees. Compound returns are calculated as the average of annual returns. For example, if returns are 5%, 6% and 7% over three

consecutive years, the compound return is 6% per annum, as the same result could be achieved by earning a return of 6% in each of the three years.

When considering investment decisions, please remember that investment returns over a short time frame (one or two years) should not be considered in isolation. Time frames of five years or longer will provide a more accurate indication of the overall long-term performance of an investment option. In addition, different options may have different levels of risk (see the **Mercer Super Investment Trust's Investment Options section**), which may lead to different investment returns for each Option.

Finally, don't forget that the value of investments can go up and down and past performance should not be relied upon as an indicator of future performance. The performance information contained in this Annual Report is up to date at the time of its preparation. In future you can obtain updated performance information by calling 1300 728 928 or on the internet at the www.multimanager.mercer.com.au website. We can send you a copy of the updated information, free of charge, on request. Performance is also reported in the monthly and quarterly investment updates.

Shares

When buying a share, an investor is actually buying a portion of a company; literally a "share" of it. The investment return will depend on how the company performs over time and on economic factors. Over the long-term, returns from shares have historically tended to be higher than those

achieved by property, fixed interest and cash. However, in the short-term, performance tends to have more ups and downs; that is, to experience higher "volatility." The Australian shares and Australian small companies' asset classes may actually include some investments in international shares as a substitute for investments in Australian shares.

An investment in international shares provides exposure to different economies, which may assist in reducing overall volatility via increased diversification. But international share investments are subject to currency movements that can add to, or take away from, the share market return. For example, if the Australian dollar falls in value relative to other currencies, then international share investments will generally be worth more in Australian dollar terms. However, a stronger Australian dollar may take away some of the value of international share investments. "Hedging" international share investments to the Australian dollar can help to even out some of the ups and downs caused by currency movements around the world.

For the diversified investment options, the international shares asset class foreign currency exposure is normally partially hedged to Australian dollars.

The Trustee may add new Investment Options, close existing Investment Options or alter the terms of any Investment Option from time to time. You'll be kept informed of any significant changes to the features of the Investment Option(s) in which you are invested.

Mercer Super Investment Trust Investment Options

The following section provides the investment objectives, investment approach, level of risk, mix of investments for each of the Mercer Super Investment Trust Investment Options as at 30 June, 2013. Please refer to the current Mercer Super Investment Trust Product Disclosure Statement for further information.

Mercer Australian Shares

Objectives

- Achieve a return (over the medium to longer term) which is competitive with comparable funds that have similar risk characteristics;
- Outperform the notional return of a benchmark portfolio of suitable market indices over periods of one year or greater.

Investment strategy

The Investment Option invests in Australian shares using a multi-manager approach.

Level of risk

High

Mix of investments

Growth/ Defensive Exposure	as at 30 June 2013 %	as at 30 June 2012 %
Growth investments	100	97
Defensive investments	0	3

Asset Class	B'mark %	B'mark %
Australian shares	100	97
Cash & fixed interest	0	3

Mercer Shares

Objectives

- To achieve a return (after tax and investment management fees) that exceeds CPI increases by at least 4% per annum over rolling seven year periods

Investment strategy

The Investment Option invests in a mix of investments using a multi-manager investment approach.

Level of risk

High

Mix of investments

Growth/ Defensive Exposure	as at 30 June 2013 %	as at 30 June 2012 %
Growth investments	100	100
Defensive investments	0	0

Asset Classes	B'mark %	B'mark %
Australian shares	45.00	46.00
Australian Small companies	2.00	2.50
International shares	45.00	46.00
International small companies	2.00	1.25
Emerging markets	6.00	4.25
Cash	0.00	0.00

Mercer Cash

Objectives

- To maintain the invested capital and achieve a return (after tax and investment management fees) above that available on bank bills as measured by the UBSWA Bank Bill Index.

Investment strategy

The Investment Option invests in cash and short-term investment bearing investments

Level of risk

Very Low

Mix of investments

Growth/ Defensive Exposure	as at 30 June 2013 %	as at 30 June 2012 %
Growth investments	0	0
Defensive investments	100	100

Asset Classes	B'mark %	B'mark %
Cash	100	100

Mercer Conservative Growth

Objectives

- To achieve a return (after tax and investment management fees) that exceeds CPI increases by at least 2.0% per annum over rolling three year periods;
- To achieve a return (over the medium to longer term) which is competitive with comparable funds that have a similar allocation to growth assets and similar risk characteristics.

Investment strategy

The Investment Option invests in a mix of investments using a multi-manager investment approach

Level of risk

Low

Mix of investments

Growth/ Defensive Exposure	as at 30 June 2013 %	as at 30 June 2012 %
Growth investments	30	30
Defensive investments	70	70

Asset Classes	B'mark %	B'mark %
Australian Shares	7.5	7.5
International Shares	9.0	7.5
Property and Infrastructure	9.0	10.0
Alternative Assets	4.0	3.0
Growth Fixed Interest	2.5	1.5
Fixed Interest	40.0	42.5
Cash	28.0	28.0

The aims and asset allocations stated in this annual report are those that applied at 30 June 2013. These details may have changed subsequent to that date.

Mercer Moderate Growth

Objectives

- To achieve a return (after tax and investment management fees) that exceeds CPI increases by at least 2.5% per annum over rolling four year periods;
- To achieve a return (over the medium to longer term) which is competitive with comparable funds that have a similar allocation to growth assets and similar risk characteristics.

Investment strategy

The Investment Option invests in a mix of investments using a multi-manager investment approach.

Level of risk

Moderately Low

Mix of investments

Growth/ Defensive Exposure	as at 30 June 2013 %	as at 30 June 2012 %
Growth investments	50	50
Defensive investments	15	15

Asset Classes	B'mark %	B'mark %
Australian Shares	16.0	15.5
International Shares	18.0	15.5
Property and Infrastructure	12.0	13.0
Alternative Assets	5.0	4.0
Growth Fixed Interest	2.5	2.0
Fixed Interest	31.5	35.0
Cash	15.0	15.0

Mercer Growth

Objectives

- To achieve a return (after tax and investment management fees) that exceeds CPI increases by at least 3.0% per annum over rolling five year periods;
- To achieve a return (over the medium to longer term) which is competitive with comparable funds that have a similar allocation to growth assets and similar risk characteristics

Investment strategy

The Investment Option invests in a mix of investments using a multi-manager investment approach.

Level of risk

Moderate

Mix of investments

Growth/ Defensive Exposure	as at 30 June 2013 %	as at 30 June 2012 %
Growth investments	70	70
Defensive investments	30	30

Asset Classes	B'mark %	B'mark %
Australian Shares	24.5	23.5
International Shares	27.5	23.5
Property and Infrastructure	15.0	17.0
Alternative Assets	7.0	5.0
Growth Fixed Interest	2.0	5.0
Fixed Interest	21.0	23.0
Cash	3.0	3.0

Mercer High Growth

Objective

- To achieve a return (after tax and investment management fees) that exceeds CPI increases by at least 3.5% per annum over rolling six year periods;
- To achieve a return (over the medium to longer term) which is competitive with comparable funds that have a similar allocation to growth assets and similar risk characteristics.

Investment strategy

The Investment Option invests in a mix of investments using a multi-manager investment approach.

Level of risk

Moderately High

Mix of investments

Growth/ Defensive Exposure	as at 30 June 2013 %	as at 30 June 2012 %
Growth investments	85	85
Defensive investments	15	15

Asset Classes	B'mark %	B'mark %
Australian Shares	29.5	28.0
International Shares	33.5	28.0
Property and Infrastructure	18.0	21.5
Alternative Assets	9.5	6.0
Growth Fixed Interest	1.5	8.5
Fixed Interest	8.0	8.0
Cash	0.0	0.0

Mercer Diversified Alternatives

Objectives

- To achieve a return after tax and investment management fees) of at least 3.5% per annum above the return on bank bills as measured by the UBSWA Bank Bill Index over rolling five year periods.

Investment strategy

The Investment Option invests in alternative assets using a multi-manager approach.

Level of risk

Moderately low

Mix of investments

Growth/ Defensive Exposure	as at 30 June 2013 %	as at 30 June 2012 %
Growth investments	50	50
Defensive investments	50	50

Asset Classes	B'mark %	B'mark %
Alternative assets	100	99
Cash & fixed interest	0	1

Who manages the Mercer Super Investment Trust?

How is the Mercer Super Investment Trust managed?

The Mercer Super Investment Trust is operated by the Trustee, Mercer Investment (Australia) Limited according to its governing rules and to applicable law. The Trustee holds an Australian Financial Services License and a Registrable Superannuation Entities license.

The Trustee has not incurred any penalties under any relevant legislation during the year ended 30 June 2013.

The directors of the Trustee are:

- David John Anderson
- Stephen John Roberts (resigned 31 December 2012)
- Stephen 'Graeme' Mather
- Brian Garfield Bengier
- Peter John Promnitz
- Ross Gregory Butler (appointed 29 August 2013)

Registered office:

Collins Square
Level 15, 727 Collins Street
Docklands VIC 3008

Service providers to the Mercer Super Investment Trust

The Trustee appoints service providers to assist it in running the Mercer Super Investment Trust. The main service providers to the Trustee are the custodian, National Australia Bank Limited and the various investment managers.

The custodian provides a range of services including custody and unit administration services (such as unit pricing and unit registry services).

Fees and costs

It is important to understand how fees and costs apply in the Mercer Super Investment Trust. The fees and costs may be deducted from your investment account balance, from the returns on your investment or from the Trust assets as a whole.

Other management costs

The Indirect Cost Ratio (ICR) for each Investment Option, as provided in the table below, comprise of an investment management fee, a performance fee (if applicable) and an expense allowance (where applicable).

In addition, for some Investment Options the issue price of units may differ from the withdrawal price of those units. The difference between the issue and withdrawal price represents an allowance for transaction and operational costs. This is commonly referred to as the buy/sell spread.

Where an Option invests in another Mercer fund or a fund managed by another investment manager, the investment management fee, performance fee and expense allowance can be seen in the table below, which includes these fees for the underlying funds.

Additional explanation of fees and costs

Bank charges in relation to your investment may be payable by you. These charges may include telegraphic transfer, bank cheque and dishonour fees.

Details of the fees and costs in dollar amounts that were charged to your individual investment are set out in the periodic statement provided to you in the year ended 30 June 2013.

Further details of the fees and costs applicable for the Mercer Super Investment Trust are set out in the Product Disclosure Statement. To obtain a copy of the current Mercer Super Investment Trust Product Disclosure Statement contact us on 1300 728 928.

Total fees and charges for the 12 months to 30 June 2013

Mercer Super Investment Trust Investment Options		Investment management fee* (% pa of your total investment in the Fund)	Performance fee (% pa of your total investment in the Fund)	Expense allowance (% pa of your total investment in the Fund)	Indirect Cost Ratio (% of your total investment in the Fund)	Buy/sell spread (%)
Shares	Mercer Australian Shares	0.90	0.00	0.09	0.99	0.58
	Mercer Shares	0.95	0.00	0.10	1.05	0.54
Alternatives	Mercer Diversified Alternatives	1.50	0.51	0.09	2.1	0.19
Cash	Mercer Cash	0.30	0.00	0.09	0.39	0.00
Diversified	Mercer Conservative Growth	0.75	0.01	0.09	0.85	0.20
	Mercer Moderate Growth	0.80	0.03	0.09	0.92	0.32
	Mercer Growth	0.85	0.04	0.09	0.98	0.39
	Mercer High Growth	0.90	0.04	0.09	1.03	0.44

* The investment management fees that apply to you may be lower than those referred to above where a reduced fee has been negotiated direct with the Trustee.

Privacy

The Responsible Entity follows the National Privacy Principles as described in the Privacy Act 1988 (Cth) and has a Privacy Policy which describes in detail the way the Responsible Entity handles investors' personal information. If you would like a copy of the Privacy Policy, please call 1800 512 947.

The Responsible Entity of the Trust may hold personal information about individuals. Typically this may include an individuals' name, address and date of birth. This information may be needed to invest in the Trust.

Personal information may be collected at the time you make an investment and may be disclosed to the Trust's administrator, professional advisers, government bodies and other parties as required by law. Personal information may also be used for marketing purposes, whether by the Trustee or its related companies.

By investing in the Trust, you consent to the handling of personal information provided to us. If you have any concerns about the completeness or accuracy of the personal information we have about you, or would like to amend or access your personal information, you can contact us by calling 1800 512 947.

Enquiries, complaints & communication

Enquiries and complaints procedures

The Trustee has a process in place for dealing with any enquiries or complaints you may have. If you have any enquiries or complaints you can write to:

Mercer Investment (Australia) Limited
GPO Box 9946
Melbourne
VIC 3001

Or call on 1300 728 928.

We will acknowledge complaints within 14 days and will communicate our decision to you within 45 days.

If you do have a complaint and you're not satisfied with the response, you can request that the Complaints Officer pass on your complaint to the Trustee's Complaints Committee for a formal reconsideration. While you can expect a decision from the Complaints Committee within a further 28 days, sometimes a longer period is required.

The Trustee always seeks to resolve any complaints to the satisfaction of all concerned and in the best interests of all the investors of the Trust. However, if after waiting 45 days or you are not satisfied with the outcome of your complaint, you may be able to take your complaint to the Financial Ombudsman Service (FOS). FOS is an external dispute resolution system that covers certain complaints by investors in pooled superannuation trusts.

For more information, you can contact FOS at:

Telephone: 1300 78 08 08

Facsimile: (03) 9613 6399

Website: www.fos.org.au

Email: info@fos.org.au

Mail: GPO Box 3, Melbourne, Victoria, 3001

Further information available on request

Investors are entitled to inspect the governing rules and copies of certain accounts, annual reports and returns. Certain other information is also available on request. You can arrange to see these documents during business hours free of charge by lodging a written request with the Trustee.

Keeping you up-to-date

As an investor in the Mercer Super Investment Trust you will receive:

- a transaction advice confirming every investment, withdrawal or investment strategy alteration to your existing investments;
- a monthly advice confirming the value of your investments;
- a concise monthly investment report (available via www.multimanager.mercer.com.au);
- a detailed quarterly investment report (available via www.multimanager.mercer.com.au);
- an annual statement; and
- this annual report which provides statutory and other useful information.

Changes to the Mercer Super Investment Trust

Amendment to the governing documents

In November 2013, the Trust Deed was updated to form a separate stand-alone trust deed for the Mercer Super Investment Trust. Prior to this it had been included in an umbrella deed governing other Mercer trusts.

The provisions of the Trust Deed otherwise remain unchanged.

Financial Information

This information is a summary of the Mercer Super Investment Trust's audited accounts for the year ended 30 June 2013. The full audited accounts and auditors report are available and you can request them by contacting us.

Statement of net assets as at 30 June 2013

	2013 %	2013 \$'000	2012 \$'000
Assets			
Cash and equivalents	0.36	1,605	1,009
Receivables			
Unsettled sales	1.31	5,882	-
Accrued income	1.86	8,363	13,863
GST Claimable	0.02	75	118
Other receivables	-	-	3,269
Unlisted units in managed investment schemes - Unrelated			
Lend Lease Core Plus Fund active & passive units	0.51	2,306	2,433
Unlisted units in managed investment schemes – Related			
AP#1 Trust	1.25	5,600	10,342
Mercer DG (ex p) Trust	15.70	70,608	60,862
Mercer DS Trust	1.38	6,204	3,204
Mercer OSS Trust	11.37	51,104	25,196
Mercer OSSH#1 Trust	10.99	49,397	31,175
TAA#2 Trust	-	-	11,494
Mercer Investment Funds Alternative Assets #1 Trust (formerly MIF Alternative Assets #1 Trust)	3.87	17,380	23,760
Mercer Investment Funds Australian Shares Plus Trust (formerly MIF Australian Shares Plus Trust)	8.21	36,933	33,115
Mercer Passive Global Listed Property Fund (formerly MIF Global Listed Property Trust)	2.54	11,428	22,240
Mercer Passive Emerging Markets Share Fund (formerly MIF Emerging Markets Trust)	4.35	19,575	15,107
Mercer Investment Funds Overseas Shares Trust (formerly MIF Overseas Shares Trust)	7.02	31,587	35,665
Mercer Tailored #1 Trust	2.69	12,096	14,948
TAL#2 Trust	1.67	7,504	6,898
Mercer Australian Inflation Linked Bond Fund (formerly Mercer Australian Linked Bonds Fund)	1.09	4,882	4,239
Mercer Australian Sovereign Bond Fund	8.91	40,064	28,136
Mercer Global Inflation Linked Bond Fund (formerly Mercer Overseas Inflation Linked Fund)	0.70	3,144	3,647
Mercer Cash Fund	3.04	13,666	24,796
Mercer Global Sovereign Bond Fund (formerly Mercer Overseas Sovereign Bond Fund)	1.66	7,480	9,306
Mercer Global Credit Fund	2.60	11,679	11,027
Mercer Australian Small Companies Fund	0.71	3,178	3,516
Mercer Emerging Markets Debt Fund	2.16	9,722	7,683
Mercer Passive Global Listed Infrastructure Fund	1.16	5,232	-
Mercer Global Listed Infrastructure Fund	1.56	7,009	-

Life Insurance policies	0.91	4,089	3,887
Current tax asset	0.11	478	-
Deferred tax asset	0.31	1,376	5,923
Total Assets	100.00	449,646	416,858

	2013 \$'000	2012 \$'000
Liabilities		
Payables	894	3,636
Current Tax Liabilities	-	520
Total Liabilities	894	4,156
Net assets	448,752	412,702
Total equity attributable to unit holders	448,752	412,702

Statement of financial performance for the year ended 30 June 2013

	2013 \$'000	2012 \$'000
Investment Income		
Interest Income	8	23
Trust distributions	15,542	19,410
Net gains/(losses) on financial instruments held at fair value through profit or loss	48,976	(18,025)
Other income	-	147
Total investment income/(loss)	64,526	1,555
Expenses		
Trustee's Fees	2,563	2,809
Other operating expenses	348	121
Total expenses	2,911	2,930
Profit/(loss) before tax expense/(income)	61,615	(1,375)
Tax Expense/(Income)	4,348	(40)
Profit/(loss) before for the reporting period after tax expense/(income) attributable to unit holders	57,267	(1,335)
Other comprehensive income for the reporting period attributable to unit holders	-	-
Profit/(loss) before for the reporting period after tax expense/(income) attributable to unit holders	57,267	(1,335)

Contact us

If you need help call us on 1300 728 928 or you can visit our website at www.multimanager.mercer.com.au

Directory

Trustee

Mercer Investments (Australia) Limited

Registered Office

Collins Square
Level 15, 727 Collins Street
Docklands VIC 3008

Auditor to the Trustee

Deloitte Touche Tohmatsu
180 Lonsdale Street
Melbourne Victoria 3000

Auditor to the Mercer Super Investment Trust

PricewaterhouseCoopers
Freshwater Place
2 Southbank Boulevard
Southbank, Victoria 3006

Fund Manager

Mercer Investments (Australia) Limited
Level 15, 727 Collins Street
Melbourne VIC 3008

Custodian

National Australia Bank Limited
GPO Box 1406
Melbourne, Victoria 3001

Any enquiries or complaints should be directed to:

The Enquiries and Complaints Officer
Mercer Super Investment Trust
GPO Box 9946
Melbourne VIC 3001