

CORPORATE GOVERNANCE STATEMENT

Regal Investment Fund (ARSN 632 283 384)

Responsible Entity: Equity Trustees Limited (ABN 96 004 031 298, AFSL 240975)

Equity Trustees Limited (Equity Trustees) in its capacity as a responsible entity ("Responsible Entity") of Regal Investment Fund ("the Fund") (ASX: RF1), has an established corporate governance framework which sets out the rules, relationships, systems and processes within which the Responsible Entity operates to promote investor confidence and good corporate governance.

The Responsible Entity has adopted a majority of the recommendations in the ASX Corporate Governance Principles and Recommendations (4th edition) ("ASX Recommendations") to the extent they apply to an externally managed listed investment trust, and to the Fund specifically, from the date of the Fund's admission to the official list of the ASX on 17 June 2019. This Corporate Governance Statement ("Statement") sets out the approach adopted by the Responsible Entity and the Fund in relation to the ASX Recommendations and explains the reasons ("if not, why not" response) for any ASX Recommendations which have not been adopted. The Equity Trustees Limited Board ("Responsible Entity Board") has approved this Statement as at 28 August 2023.

The Responsible Entity is a subsidiary of EQT Holdings Limited ("EQT"), an ASX listed company (ASX: EQT). EQT and its subsidiaries ("EQT Group") also issue a Corporate Governance Statement ("the EQT Group Corporate Governance Statement"). This Corporate Governance Statement can be read in conjunction with the EQT Group Corporate Governance Statement.

APPLICATION AND DISCLOSURE

The Responsible Entity has provided a statement in the Fund's annual report for the financial year ended 30 June 2023 disclosing the extent to which the Fund has followed the ASX Recommendations.

The Fund's Unitholders ("Unitholders") are able to view the Responsible Entity's policies, charters and Product Disclosure Statement (dated 8 April 2019 ("PDS") on the Fund's website (the "Website"): <https://www.regalfm.com/site/regal-investment-fund-ASX-RF1>

The ASX Recommendations that apply to the Fund are:

2.3, 3.1, 3.2, 3.3, 3.4, 4.1, 4.2, 4.3, 5.1,5.2, 5.3, 6.1,6.2, 6.3, 6.4, 6.5, 7.1,7.2, 7.3, and 7.4 and additional disclosures applicable to externally managed listed entities in relation to 1.1 and 8.1, 8.2 and 8.3.

The Responsible Entity has not followed, in its entirety, the ASX Recommendations at 2.3, 4.1, 4.2,7.1, 7.2, and 7.3 which is explained in this Statement

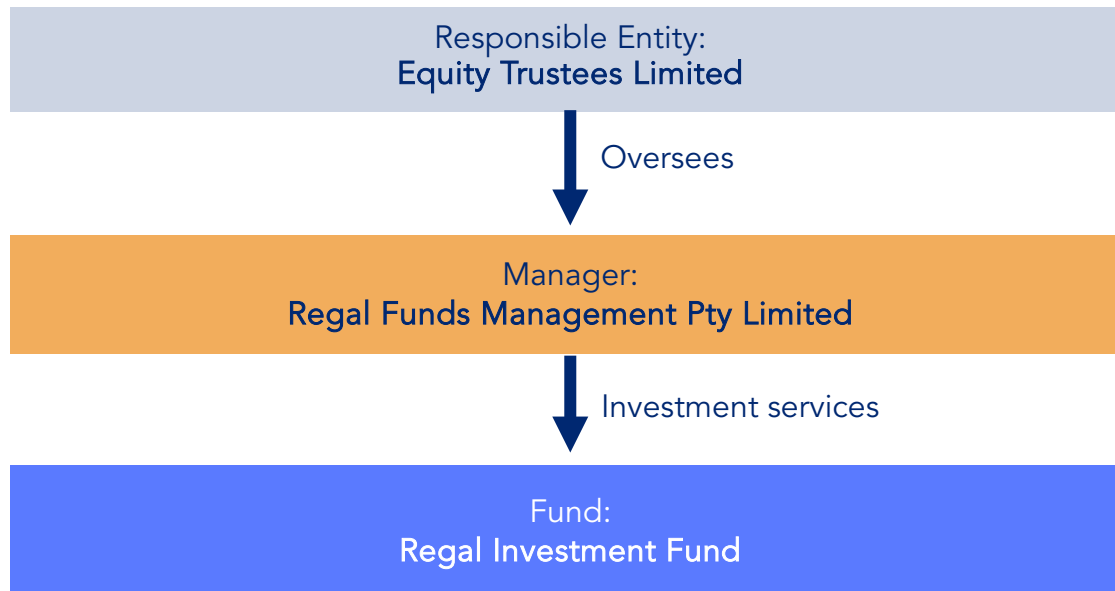
The ASX Recommendations that are not applicable to the Fund due to the Fund being an externally managed entity are:

1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, 2.1, 2.2, 2.4, 2.5, 2.6, 8.1,8.2, 8.3, 9.1 and 9.2



OVERVIEW

The Fund is externally managed by the Responsible Entity. It is a managed investment scheme structured as a unit trust, which has been registered with ASIC. The Responsible Entity has entered into a Management Agreement with Regal Funds Management Pty Limited (ACN 107 576 821, AFSL 277737) ("Manager") authorising the Manager to provide investment and other services to the Fund, pursuant to the terms of the Management Agreement.



The Directors of the Responsible Entity are:

PHILIP GENTRY – Executive Director (Chairman)

BSc, MBA, GAICD

Executive Director (Appointed January 2016)

Chief Financial Officer and Chief Operating Officer of the EQT Group

Mr Gentry has substantial experience in leadership roles, predominantly within financial services, but also encompassing international trade, property, agribusiness, commodities, and logistics. Mr Gentry's previous responsibilities include Managing Director of Agrium Asia Pacific and CFO of AWB. He formerly held a variety of senior roles at ANZ Bank, ranging from Corporate Banking, Strategic Development and Investor Relations to Global Head of Commodity and Trade Finance. After receiving an MBA from IMD in Switzerland in 1991, he completed the Stanford Executive Program in 2010. He is a member of the Financial Services Institute of Australasia, and the Australian Institute of Company Directors. In 1983 he graduated from the Royal Military College, Duntroon, with a Bachelor of Science from the University of NSW.

MICHAEL (MICK) O'BRIEN – Executive Director

CFA, GAICD

Executive Director (Appointed July 2018)

Managing Director of the EQT Group

Mr O'Brien has been a Director since July 2014, before being appointed Managing Director in July 2016. He is also a member of the Board Risk Committee. Mr O'Brien was admitted as a Fellow of the Institute of Actuaries of Australia in 1989. Mr O'Brien's 41 year career in retail and institutional markets includes positions as CEO and Director of Invesco Australia Limited, Director of Alliance Capital Management Australia and Chief Investment Officer of AXA Australia and New Zealand, where he was also a Director of AXA's Responsible Entities and RSE Licensees. He is a Director on a number of the Group's subsidiaries and was previously a Director of Templeton Global Growth Fund Limited.



RUSSELL BEASLEY – Executive Director

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Executive Director (Appointed September 2020)
Deputy Executive General Manager, Fund Services

Mr Beasley has more than 40 years' experience in the financial services industry, holding senior funds management and retail banking roles with MLC, County Investment Management and National Australia Bank. Mr Beasley is responsible for the Fund Services business of the Responsible Entity. He is a member of Equity Trustees' Responsible Entity Compliance Committee.

MARY O'CONNOR – Executive Director

BCom (Hons), MPracAcc, CFA, MAICD
Executive Director (Appointed 24 May 2022)
General Manager, Corporate Development of the EQT Group

Ms. O'Connor is an experienced finance professional with over 15 years' experience in mergers and acquisitions across a range of sectors. With skills in strategy, transaction planning and execution, due diligence, project management, valuation, and financial analysis, Ms. O'Connor has extensive experience in the review of financial statements, financial analysis, financial due diligence, financial modelling and forecasting. Ms. O'Connor joined Equity Trustees in 2017 as Head of Corporate Development, with her role involving strategy, mergers & acquisitions and oversight of group internal audit and fund performance reporting functions. Ms. O'Connor was previously a mergers and acquisition and corporate adviser at Lion Capital, Deutsche Bank and Lazard.

DAVID WARREN – Executive Director

B.Com, DFP, GAICD
Executive Director (appointed 6 March 2023)
General Manager, Clients and Strategic Planning, Superannuation Trustee Services

Mr. Warren has broad wealth management experience covering superannuation, investment management and insurance. He has over 30 years within retail financial services covering product management and development, business strategy, actuarial and relationship management roles. Previous roles include, Program Manager, AustralianSuper, Head of Strategy and Mature Products, AMP and various product, strategy and actuarial roles at AXA Australia.

Equity Trustees Roles and Responsibility

The Responsible Entity Board Charter, available [on](#) the Website, sets out the responsibilities of the Board, which include:

- Setting the ethical tone and standards of Equity Trustees Limited at the highest levels and encouraging a culture that promotes responsible decision-making;
- Satisfying itself that appropriate internal audit arrangements are in place and operating effectively;
- Maintaining compliance with the ASX Listing Rules associated with listed investment trusts and its continuous disclosure obligations;
- Monitoring the effectiveness of the Responsible Entity's compliance, risk and governance frameworks;
- Ensuring the Responsible Entity has adequate systems and internal controls.

The Responsible Entity Board is supported by the Responsible Entity's Compliance Committee and Audit Committee which meet regularly to oversee the Fund's compliance and the Responsible Entity's legislative, trustee and listing rule obligations.

The Committees' responsibilities are set out in their respective Charters, available on the Website. A summary is also set out below.



THE EQT, EQT RES, ETWSL AND AET BOARDS ARE ASSISSED BY THE FOLLOWING COMMITTEES:

RESPONSIBLE ENTITY COMPLIANCE COMMITTEE

The Committee’s duties include:

- Monitoring the managed investment scheme’s compliance plans.
- Making improvement recommendations where appropriate.
- Reporting any breaches (actual or suspect), including reporting to ASIC if the Committee is of the view that they Responsible Entity has not taken (or does not propose to take) appropriate action to deal with a reported breach.

The Committee has a majority of external members.

AUDIT COMMITTEE

The Committee’s duties include:

- Approving, where authorised by the Boards, the financial reports of the schemes, funds and trusts.
- Receiving, testing and seeking confirmation that robust financial controls are in place to safeguard the integrity of said financial reports.
- Approving the appointment of charity, fund and trust external auditors, audit fees and audit scope, and ensuring compliance with the Group’s Auditor Independence Policy.
- Reviewing updates to the Accounting Standards and the appropriateness of proposed changes to the companies’ accounting policies.

Committee member profiles are set out on the Website.

RECOMMENDATION 1.1

The Fund will be managed under the supervision and direction of the Responsible Entity Board. The primary function of the Responsible Entity Board is to ensure that the Fund is managed in the best interests of unitholders.

Although the Responsible Entity Board retains overall responsibility for the management of the Fund, the Responsible Entity has engaged the Manager under the Management Agreement, and Third Party Providers under Service Level Agreements to provide or procure the provision of all necessary services and resources to the Responsible Entity to enable it to carry out its obligations in respect of the Fund. Key terms in the Management Agreement are summarised in the PDS.

All matters, unless specifically reserved for the Responsible Entity Board, necessary for the day-to day management of the Trust are delegated to the Manager.

The Responsible Entity Board’s responsibilities are defined in the Board Charter and there is a clear delineation between the function reserved to the Responsible Entity Board and those conferred upon the Manager.

The Board Charter is available on the Website.

RECOMMENDATION 2.3

Independence of directors

The directors of the Responsible Entity are not considered to be independent directors, as each director is employed in an executive capacity by the EQT Group.

Instead, independent oversight is built into the structure of the relationship between the Responsible Entity and the Manager. The Manager conducts the day-to-day investment and other services and the Responsible Entity provides the independent oversight.

The Responsible Entity Board is of the opinion that the directors’ independence of judgement is not compromised because of their executive capacity, as together they collectively have the appropriate balance of specialist skills, knowledge, and experience to enable the Board to discharge its duties and responsibilities effectively in relation to the Fund and independent oversight of the Manager.



Further, the Board utilises the support of the Responsible Entity Compliance Committee comprised of a majority of external (independent) members to assist the Board to oversee the Fund's compliance and the Responsible Entity's legislative, trustee and listing obligations.

The Responsible Entity's Compliance Committee Charter is available on the Website.

In summary, the Compliance Committee's key remit is:

- To review and make recommendations to the Board in relation to the Responsible Entity's compliance with the Act and its Australian Financial Service License obligations;
- Assess the adequacy of the Fund's compliance plan and monitor compliance against it; and
- Confirm that the Fund has engaged at all times an auditor and that the auditor has been given access to the books of the Fund

The relevant qualifications and experience of the members of the Responsible Entity Compliance Committee are available on the Website.

RECOMMENDATION 3.1

Values

The EQT Group, including the Responsible Entity, considers that its values, culture and conduct are of the highest importance. These are described in detail in the EQT Group Corporate Governance Statement, available at www.eqt.com.au.

RECOMMENDATION 3.2

Code of conduct

The Responsible Entity has adopted the EQT Group Code of Conduct and Ethics which sets out the standards of ethical behaviour expected from its Directors, officers, employees and contractors involved in the management and operation of the Fund. Material breaches of the Code of Conduct and Ethics are reported to the Board of the Responsible Entity, and are also reported to the EQT Group Board or its committees.

The EQT Group Code of Conduct and Ethics and the Responsible Entity's Listed Investment Trusts Trading Policy are available on the Website.

RECOMMENDATION 3.3

Whistleblower Policy

The Responsible Entity has adopted the EQT Group Whistleblower Policy that fosters a working environment encouraging openness, integrity and accountability throughout the organisation. Material breaches of this policy and material incidents reported under the EQT Group Whistleblower Policy are reported to the EQT Group Board and/or Board Committees.

The EQT Group Whistleblower Policy is available on the Website.

RECOMMENDATION 3.4

Anti-Bribery and Corruption Policy

The Responsible Entity has adopted the EQT Group Anti-Bribery and Corruption Policy. Material breaches of this policy and material incidents reported under the EQT Group Anti-Bribery and Corruption Policy are reported to the Board of the Responsible Entity. All such breaches are reported to the EQT Group Board or its committees.

The EQT Group Anti-Bribery and Corruption Policy is available on the Website.



RECOMMENDATION 4.1

Audit Committee

The Responsible Entity has established an Audit Committee to oversee the integrity of the Fund's financial reporting, the appointment and independence of the Fund's auditor, internal financial controls, and financial procedures and policies. The Audit Committee comprises six members of which two are independent members.

The Chair of the Audit Committee is also the Chair of the Responsible Entity Board. This differs from Recommendation 4.1 as independent oversight is built into the structure of the relationship between the Responsible Entity and the Manager. The Manager conducts the day to day services and the Responsible Entity provides the independent oversight.

The members of the Responsible Entity's Audit Committee collectively have the necessary financial and accounting qualifications and experience in funds management, trustee services business, and/or ASX listed environment to be able to execute their duties such that their independence of judgement is not compromised. The Audit Committee's remit is broader than its oversight of the Fund.

The Audit Committee's Charter is available on the Website.

In summary, the Audit Committee's remit is:

- To consider matters raised by the Responsible Entity Compliance Committee and Disclosure Committee, including incidents and breaches, and particularly where the matter may or does have an impact on financial reporting processes, internal financial control systems, and the financial position of a fund;
- To escalate material issues and risks to the Board;
- To review and recommend to the Board the adoption of the audited annual and half yearly financial statements, and the Annual Report as it relates to the financial statements, of the Responsible Entity's listed investment trusts;
- To receive, test and seek confirmation that a robust system and financial controls are in place to safeguard the integrity of financial reports;
- To consider internal controls, including the Companies' policies and procedures to assess, monitor and manage financial risks and other business risks;
- To review changes to the Accounting Standards and their potential impact on the financial report;
- To receive and consider the auditor report and auditor independence report;
- To review the performance and independence of the auditors and monitor the progress of audits; and
- To ensure the auditors meet with the Board.

The relevant qualifications and experience of the members of the Audit Committee are available on the Website.

RECOMMENDATION 4.2 - DECLARATION OF FINANCIAL RECORDS

The Responsible Entity has established processes to ensure the financial statements of the Fund are reviewed and approved by the Board each financial year. This includes a process to obtain from senior management of the Responsible Entity (pursuant to section 295A(1) of the Corporations Act 2001 (Cth) a declaration that, in their opinion, the financial records of the Fund have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Fund and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

RECOMMENDATION 4.3 – PERIODIC CORPORATE REPORTING

Any periodic corporate reports that are not audited, such as the Director's Report and this Corporate Governance Statement, are subject to extensive review prior to release to market.

The review includes, fact checking and interrogation by the Responsible Entity's management team and as well as Responsible Entity Board or its Committees and other stakeholders where relevant.



RECOMMENDATION 5.1, 5.2 & 5.3

Continuous Disclosure

The Responsible Entity is committed to ensuring:

- All investors have equal and timely access to material information; and
- our announcements are accurate, balanced and objective.

The Responsible Entity has a Continuous Disclosure Policy [available on the Website which](#) sets out our processes for complying with our continuous disclosure obligations under ASX Listing Rule 3.1. This sets out the roles and responsibilities of authorised persons and our processes to review and authorise market announcements.

The Responsible Entity may utilise its Disclosure Committee to assist in adhering to the ASX Listing Rules continuous disclosure obligations.

The role of the Disclosure Committee is to

- Where a decision of the Board is not able to be made in a timely manner, review information in relation to the Continuous Disclosure Policy and make disclosure to the ASX where required.
- Submit a request to the ASX for a trading halt and provide information to the ASX that will correct or prevent a false market.
- Liaise with the Fund Manager where relevant in determining whether information is market sensitive and whether to call a trading halt.

The Continuous Disclosure Policy and Disclosure Committee Charter are available on the Website.

RECOMMENDATION 6.1

Provision of information to, and communication with, investors

The Responsible Entity provides investors with comprehensive and timely access to information about itself, the Fund and the governance of the Fund on a dedicated corporate governance information section on the [Website](#).

The website also includes information which is required to be lodged on the ASX Platform, plus policies, charters, and distribution information. The Fund's Annual Report and financial statements are available on the [Website](#).

The Responsible Entity has adopted a Unitholder Communications Policy which sets out measures to ensure communication with unitholders is effective, frequent, clear and accessible. A copy of the policy is available on the [Website](#).

RECOMMENDATION 6.2

Investor Relations

The Responsible Entity facilitates two-way communication with Unitholders by ensuring that communications, ASX announcements and updates issued by the Responsible Entity through the ASX, the media or on the Fund's website have a visible email address and phone number for inquiries. This is separate to the two-way communication available with the Fund's registry. The Unitholder Communications Policy is available on the [Website](#).

A tailored investor relations program has been developed for the Fund to facilitate effective communication with prospective investors, stakeholders, unitholders, the Responsible Entity and the Manager.



RECOMMENDATION 6.3 & 6.4

The Fund is a managed investment scheme. It is not required to hold an annual general meeting. However, should an investor general meeting be required, the Responsible Entity has established processes to facilitate the general meeting. The requirements are as reported in the Fund's compliance plan.

Resolutions at unitholder meetings are decided by a poll, rather than a show of hands, to ensure full transparency.

RECOMMENDATION 6.5

Option for electronic communication

Unitholders have the option to receive communications from, and send communications to, the Responsible Entity and the Fund's registry, electronically.

RECOMMENDATION 7.1, 7.2, 7.3 & 7.4

Management of Risk

The Responsible Entity does not have a separate risk committee. Instead, the Responsible Entity Board undertakes the role of oversight of the Fund's risk management framework.

Procedures the Board employs for overseeing the entity's risk management framework, as it relates to the Fund, include:

- Receiving and reviewing breach reports, incident reports, and complaints reports in relation to the Fund;
- Receiving internal audit reports and assessing the necessity for any changes to the EQT Holdings Limited's Group risk profile and risk strategy as it applies to the Fund and Responsible Entity;
- Ensuring the Fund's risk management framework's three lines of defence are functioning effectively;
- Utilising the Responsible Entity Compliance Committee to provide additional oversight of risk: and
- Reviewing the minutes of, and any matters escalated by, the Disclosure Committee, Responsible Entity Compliance Committee and Audit Committee.

The Responsible Entity Board has reviewed the Fund's risk management framework during the reporting period to ensure it continues to be effective and has been designed to assist the Responsible Entity to identify, assess, monitor and manage risks.

The Responsible Entity has an internal audit function. The Responsible Entity Board, the Responsible Entity Compliance Committee and the management of the Responsible Entity regularly liaises with the EQT Group internal audit division and reviews audit processes and reports.

The Manager considers labour standards and environmental, social or ethical considerations in the selection, retention or realisation of investments relating to the Fund as described in the Fund's Product Disclosure Statement.

RECOMMENDATION 8.1, 8.2 & 8.3

Remuneration of Investment Manager

The Fund is an externally managed entity and accordingly, Recommendations 8.1 to 8.3 (inclusive) are not applicable. However, as part of the Responsible Entity's good governance practices, the following is provided for completeness:

Fees payable to the Manager from the Fund are set out in the Management Agreement – a summary of which can be found in the Fund's Product Disclosure Statement, on the Website.



The Fund's Annual Report and financial statements also provides details on the fees paid from the Fund assets to the Manager. The Annual Report and financial statements are available on the Website.