

# RESPONSIBLE ENTITY COMPLIANCE COMMITTEE CHARTER

Equity Trustees Limited (ACN 004 031 298)  
EQT Responsible Entity Services Ltd (ACN 101 103 011)

The boards of Equity Trustees Limited ("EQTL") and EQT Responsible Entity Services Ltd ("EQT RES") (together "the Companies"), utilise the Responsible Entity Compliance Committee as an efficient and effective mechanism to bring the transparency and focus needed to oversee the Company's Responsible Entity compliance obligations.

## AUTHORITY AND DELEGATION

1. The Committee is subject to the overall authority of each Company's board ("the Board(s)").
2. Committee membership is determined by the Boards with an endorsement from the EQT Holdings Limited board.
3. The Committee makes recommendations to the Boards and has no decision making powers, unless specifically delegated by the Boards by resolution.
4. The Committee may only be dissolved by resolution of the Boards.

## ROLE OF THE COMMITTEE

5. The role of the Committee is to review and make recommendations to the Boards in relation to the Responsible Entity's compliance with the Corporations Act 2001 (the Act) and their license obligations.
6. In performing its role, the Committee aspires to excellence in governance standards.

## RESPONSIBILITIES

7. The Committee is responsible for:
  - a) monitoring the extent to which the Responsible Entity complies with its schemes' compliance plans and to report on its findings to the Responsible Entity;
  - b) assessing, at regular intervals, whether the schemes' compliance plans are adequate, to report to the Responsible Entity on that assessment, and to make recommendations to the Responsible Entity any changes that it considers should be made to the plans;
  - c) confirming that the Responsible Entity's registered schemes have at all times engaged a registered company auditor, an audit firm or an authorised audit company to audit compliance with the schemes' compliance plans;
  - d) seeking confirmation from the auditor whether the offices of the Responsible Entity allowed the auditor of the compliance plans to have access to the books of the schemes, gave the auditor information or explanations requested; and assisted in the conduct of the audits;
  - e) reporting to the Boards as to the Committee's proper functioning including whether there are



adequate arrangements relating to the membership of the committee; meeting frequency; the committee's reports and recommendations to the Responsible Entity; access to the schemes' accounting records and to the auditor of the schemes' financial statements; and access to information that is relevant to the Responsible Entity's compliance with the Act;

- f) receiving confirmation that scheme property is valued at regular intervals appropriate to the nature of the property; compliance with the scheme plans have been audited as required by the Act; and adequate records of the schemes' operations are kept;
- g) reporting to the Responsible Entity any breach of the Act involving the Responsible Entity's schemes or any breach of the provisions included in the schemes' constitutions, of which the Committee becomes aware or that it suspects; and
- h) reporting to ASIC if the Committee is of the view that the Responsible Entity has not taken, or does not propose to take, appropriate action to deal with a matter reported in the foregoing paragraph.

## MEMBER DUTIES

- 8. Members have a duty to:
  - a) act honestly;
  - b) exercise the degree of care and diligence that a reasonable person would exercise if they were in the member's position;
  - c) not make use of information acquired through being a member of the Committee in order to gain an improper advantage for the member or another person; or cause detriment to the members of the scheme; and
  - d) not make improper use of their position as a member of the Committee to gain, directly or indirectly, an advantage for themselves or for any other person or to cause detriment to the members of the schemes which the Committee monitors.

## COMMITTEE SIZE AND COMPOSITION

- 9. The Committee will comprise at least three members who have the appropriate skills, knowledge and expertise to enable it to discharge its duties and responsibilities effectively.
- 10. A majority of members must be external. External members are those defined by the Act.
- 11. The Chair will be an external member.

## PERFORMANCE MONITORING

- 12. The Committee will undertake a self-assessment of its performance at least annually and provide a summary of the assessment to the Boards.

## OPERATION

- 13. Two external members of the Committee form a quorum.
- 14. Committee meetings take place at least quarterly. Meeting papers are provided to members sufficiently far in advance of scheduled meetings to permit adequate preparation.
- 15. Minutes of all meetings of the Committee are to be kept and provided to each subsequent meeting of the Company.
- 16. The Committee will make its papers available to the Boards.



## CONFLICTS OF INTEREST

17. Members are expected to avoid any actual or perceived situation, action, position or interest that conflicts with an interest of the EQT Holdings Limited Group or conflicts with his/her duties as a member of the Committee.
18. At each meeting, members are required to disclose any matters that may give rise to a potential or actual conflict of interest or duty in relation to the business being considered by the Committee and any other conflict of interest or duty as required by the Group's *Conflicts of Interest Policy*.

## POLICY ON INDEPENDENT PROFESSIONAL ADVICE

19. The Company is to provide the Committee with sufficient resources to undertake its duties. The Committee may obtain information, interview management and internal and external auditors (with or without management present), and seek advice from external consultants or specialists where the Committee considers that necessary or appropriate. The Company will pay the reasonable expenses associated with obtaining such advice. Approval from the EQT Holdings Limited Board Chair is required prior to obtaining such advice.

## REVIEW OF CHARTER

20. This charter will be reviewed by the Committee and the Boards at least every two years.