

Audit, Risk & Compliance Committee

Terms of Reference

- Authority** The Committee is accountable to and acts primarily as a delegated committee to the Dexus Asset Management Limited (“DXAM”) Board and Industria Company No 1 Limited (“Industria Co”) Board (“the Board/s”). The Committee does not, of itself, have the power or authority of the Board.
- Objectives** The objective of the Committee is to assist DXAM and Industria Co in fulfilling their responsibilities as they relate to risk management (including Work, Health & Safety) and compliance management. The Committee will foster and support a strong risk management culture.
- Terms of Reference**
- Risk Management**
- Review, at least annually, the Dexus Risk Management Framework and Risk Management Policy to ensure they remain appropriate and effective
 - Review, at least annually, the Risk Appetite Statement for endorsement to the Board for approval
 - Review the adequacy and implementation of the Dexus’s risk management processes, internal control systems and risk management resources
 - Review the identification and management of key operational risks including WHS, Security & Emergency Management and Building Health & Safety and oversee the adequacy of controls to mitigate these risks and the appropriateness of response to material issues identified
 - Oversee the identification and management of digital disruption, cyber-security, privacy and data breaches including the adequacy of controls and disaster recovery testing to mitigate those risks
 - Review the adequacy of Management’s approach to the identification and management of emerging risks
 - Review management actions to address risk tolerances exceeding measures set out in the DXAM Risk Appetite Statement
 - Review all incidents of fraud and any instances of significant breakdowns of risk controls, and Management remediation plans
 - Review, at least annually, the Financial Lines insurance program
 - Review the annual Property Insurance program
 - Review and approve, at least annually, the Fraud, Corruption & Bribery (Prevention and Awareness) Policy
 - Review and recommend to the Board for approval, at least annually, the Securities Trading (including Inside Information) Policy and Whistleblower Policy
 - Review on an ongoing basis, Dexus’s risk culture
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- Compliance**
- Review, at least annually, the Dexus Compliance Management Framework to ensure it remains appropriate and effective
 - Oversee compliance with key legislation including Corporations Act, ASX Listing Rules, Privacy Act and Dexus policies and procedures supporting those key obligations
 - Oversee adherence to the compliance plans of all registered Managed Investment Schemes for which the DXAM Board acts as Responsible Entity
 - Review, at least annually, whether the compliance plans are appropriate and recommend to the DXAM Board for approval

- Oversee adherence to Dexus's policies including those addressing ethical conduct and behaviour
- Review, at least quarterly, the AFSL Financial Requirements and recommend to the DXAM Board for approval
- Oversee remediation plans to address significant compliance breaches (including those that have been reported to ASIC)
- Review, at least annually, whether the Anti-money Laundering & Counter Terrorism Finance Programs are appropriate and recommend to the DXAM Board for approval
- Review treatment of significant conflicts of interest
- Review the treatment and management of compliance incidents, investor complaints and customer complaints

Audit

- Review and recommend to the DXAM and IC1 Boards the annual financial statements of each of the Funds
- Recommend to the DXAM and IC1 Boards the appointment or removal of the Funds' external auditors
- Oversee the effectiveness, objectivity and independence of external auditors
- Review non-audit services provided by the external auditor to ensure independence is maintained
- Review and recommend any significant changes to accounting policies and practices
- Receiving the declarations made by the relevant Fund Manager and Head of Finance in relation to financial statements, financial records and systems
- Reviewing the financial statements and disclosures of each of the Funds
- Review and recommend the appointment or removal of external auditors
- Review and oversee the Internal Audit program
- Ensuring appropriate financial controls are in place to support the integrity of accounting and reporting systems
- Receiving regular feedback from the external auditor

Governance

- Review, at least annually, the adequacy of the Committee's Terms of Reference
- Review findings of relevant internal audits

Members

- At least three Independent Directors
- Members have the right to obtain information, interview management and internal and external auditors (with or without management present) and to seek advice from external advisers

By Invitation

- EGM Funds Management
- Head of Finance
- Head of Risk
- Head of Compliance
- Head of Governance
- External Audit (PwC)
- Internal Audit (KPMG)

Secretary

Company Secretaries

Meetings

Not less than four times per year

Quorum

Any two members

Decisions

Simple majority

Minutes Circulation

Committee Members

- Standing Reports**
- Quarterly Risk Report (Head of Risk)
 - Quarterly Compliance Report (Head of Compliance)
 - Quarterly Internal Audit (where applicable) (Head of Governance)
 - Corporate Executive Committee Minutes (Committee Secretary)

Procedure Papers to be distributed minimum five business days prior to meeting.

Version Approved by the Committee on 2 February 2023

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