

DEXUS FUNDS MANAGEMENT LIMITED and DEXUS HOLDINGS PTY LIMITED – BOARD CHARTER

1. Authority

The Directors derive their power from the Corporation Act and the constitution of Dexus Funds Management Limited (“DXFM” or “Dexus”).

2. Background

Dexus Funds Management Limited is the responsible entity of a number of registered managed investment schemes that are stapled to form Dexus (ASX: DXS).

Dexus provides property, asset, development and leasing management services for other funds and entities within the group. These appointments are subject to agreements outlining Dexus’s role in the provision of these services.

Dexus must ensure that services are provided in accordance with these agreements and that, at a platform level, risks and opportunities are managed appropriately. Reporting is provided to the relevant entities within the group for their consideration.

This service does not abrogate the responsibilities of those boards in ensuring that the funds/assets are being appropriately managed (including the identification and management of risks).

3. Responsibilities of the Board

The primary responsibility of the Dexus Board is to ensure that Dexus acts in the best interests of its Security holders. Dexus will also act in the best interests of its stakeholders including third party capital partners, customers and its people.

The Board directs and supervises the management and affairs of Dexus. It is responsible for:

- Approving (in consultation with Management) Dexus’s strategy, purpose and values
- Demonstrating leadership to, and challenging Management while overseeing the implementation of Dexus’s strategy
- Overseeing the performance of the business
- Approving and overseeing progress of the annual Investment Plan and operating budgets
- Approving new business initiatives and the property acquisitions, divestments and developments of DXS. Approval of property acquisitions, divestments, developments and capital expenditures less than \$100 million is delegated to the Group CEO & Managing Director, the Executive Committee (“EXCO”) or the Investment Committee where appropriate
- Overseeing the progress of major developments including project feasibility
- Reviewing Defence Monitor as required
- Overseeing processes to ensure continued satisfaction of third party capital partners, customers and other key stakeholders (including customer complaints data)
- Overseeing adherence to standards of ethics and corporate governance
- Overseeing processes to ensure Dexus makes timely and balanced disclosure to the market of all material information
- Approving the Employee Code of Conduct and other key governance policies
- Approving the Charters of the Board’s delegated committees at least annually

Financial

The Board is responsible for the following and has established a Board Audit Committee to assist it in:

- Approving funding strategy, new financial instrument types and Group borrowing limits
- Approving periodic market guidance
- Approving the distribution payout ratio
- Approving the Dexus Treasury Policy on an annual basis
- Approving significant changes to accounting policies and practices

- Receiving the declarations made by the Group CEO & Managing Director and Chief Financial Officer in relation to financial statements, financial records and systems
- Approving the DXS Compliance Certificates on a six-monthly basis
- Reviewing the DXS Financial Update at least quarterly
- Approving the financial statements and disclosures of each of the Managed Investment Schemes that constitute Dexus
- Approving the appointment or removal of external auditors
- Overseeing the implementation of an effective Internal Audit program
- Overseeing the implementation of financial controls to support the integrity of accounting and reporting systems

Risk & Compliance

The Board is responsible for the following and has established a Board Risk & Compliance Committee to assist it in:

- Overseeing the implementation of risk and compliance management policies, processes and systems (including the identification and management of conflicts of interest and related party transactions and other non-financial risks)
- Overseeing compliance with regulatory requirements and key policies (including the Employee Code of Conduct)
- Overseeing Management's approach to address conduct that is materially inconsistent with Dexus's values and Code of Conduct
- Approving the Compliance Management Framework and Risk Management Framework (including Risk Appetite Statement and Risk Management Policy) on an annual basis
- Approving the Securities Trading (including Inside Information) Policy and Whistleblower Policy at least annually
- Approving the Managed Investment Scheme compliance plans for which DXFM acts as Responsible Entity at least annually
- Overseeing the Work, Health & Safety and Environmental risk management programs relating to both Dexus owned and managed properties, and assets managed on behalf of a Dexus group fund or capital partner
- Approving the DXFM AFSL Financial Requirements at least quarterly
- Approving the Financial Lines insurance program annually

People and Remuneration

The Board is responsible for the following and has established a Board People & Remuneration Committee to assist it in:

- Approving the Group's remuneration framework
- Approving the annual Remuneration Report
- Appointing or removing the Group CEO & Managing Director and the Company Secretaries
- Approving the terms of appointment of the Group CEO & Managing Director
- Approving the Group CEO & Managing Director and KMP remuneration and incentive payments
- Approving the identification of Key Management Personnel
- Reviewing performance of the Group CEO & Managing Director and EXCO members against Dexus's purpose, values, strategy and risk appetite
- Approving Non-Executive Directors' remuneration, including the Directors' fee cap (subject to Security holders' approval)
- Approving the Diversity Principles including identification of measurable objectives for achieving gender diversity
- Approving public commitments relating to Dexus people policies
- Overseeing Management's approach to the identification and management of risks associated with Dexus's people and culture

Nomination & Governance

The Board is responsible for the following and has established a Board Nomination & Governance Committee to assist it in:

- Approving the size, composition, diversity and desired competencies of the Board and its committees at least annually
- Approving the nomination, appointment, re-election (subject to Security holder approval) and removal of Directors (including Executive Directors)
- Overseeing processes to ensure that Security holders are provided with relevant information to assist in their decision to elect or re-elect a Non-Executive Director
- Approving the appointment of the Board Chair and Chairs of the Board delegated committees
- Reviewing the membership and effectiveness of all Board delegated committees at least annually
- Approving succession plans for Non-Executive Directors (including the Chair)
- Reviewing the findings of the Board performance evaluation
- Identifying possible candidates for the role of Non-Executive Director for Dexus and the Boards of its managed funds
- Oversee processes to ensure appropriate background checks are performed on candidates for election to the Board
- Approving Dexus's Corporate Governance Statement

Sustainability

The Board is responsible for the following and has established a Board Sustainability Committee to assist it in:

- Approving Dexus's Modern Slavery Statement
- Approving Dexus's sustainability disclosures including the Sustainability Performance Pack, the group's ESG achievements and public commitments at least annually
- Approving Dexus's Sustainability Strategy

4. The role of the Chair

The role and responsibility of the Chair includes leading the Board, facilitating the effective contribution of all directors, and promoting constructive and respectful relations between directors, and between the Board and management. The Chair is also responsible for promoting the interests of the group to Dexus investors and regulators.

The Chair will not be the same person as the Group CEO & Managing Director.

5. The role of the Group CEO & Managing Director

The Board approves the appointment of the Group CEO & Managing Director who, along with the Executive Committee is responsible for the implementation of strategy and the day-to-day operations of the Dexus group.

The Group CEO & Managing Director, Executive Committee and other management committees are responsible for providing the Board with all relevant information to enable the Board to perform its responsibilities.

The Group CEO & Managing Director is responsible for ensuring that an appropriate organisational/governance structure is in place, including adequate resourcing. The Group CEO & Managing Director, with the assistance of the Executive Committee will foster and encourage a culture of ethical behaviour.

6. Role of company secretaries

Company Secretaries play an important role in supporting the effectiveness of the Board and Board delegated committees. Company Secretaries are appointed by the Board and are responsible for ensuring the smooth running of the Board and Board delegated committees and that governance matters are appropriately addressed.

They are accountable to the Board, through the Chair, the Group CEO & Managing Director and the Chairs of the Board delegated committees, on all matters relating to the proper functioning of the Board and its Committees.

A Company Secretary attends all meetings. All directors have direct access to the Company Secretaries for guidance and assistance.

7. Composition and size

The Constitution provides for a board consisting of ten members. The Board will comprise of a majority of Independent directors.

8. Director Independence

Non-Executive Directors must be free of any business or other relationship that could interfere materially with the exercise of their unfettered and independent judgement.

The Board has determined that in order for a director to be regarded as a Non-Executive Director the director must:

- not be a substantial Security holder of Dexus, nor otherwise associated with a substantial Security holder of Dexus
- not be employed, nor within the last three years has been employed, in an executive capacity by Dexus
- not have been within the last three years, a principal or an employee of a material professional adviser or a material consultant to Dexus
- not have been a material supplier or customer of Dexus, or otherwise associated with a material supplier or customer
- have no material contractual relationship with Dexus (other than as a Non-Executive Director of Dexus)
- not have served on the Board for a period which could, or could reasonably be perceived to, interfere materially with the director's ability to act in the best interests of Dexus
- be free from any interest and any business or other relationship which could, or could reasonably be perceived to, interfere with the director's ability to act in the best interests of Dexus
- be free from family ties or cross-directorships that may compromise director independence
- not receive performance-based remuneration from Dexus nor do they participate in a Dexus employee incentive scheme

9. Director Tenure

Dexus directors, other than the Group Chief Executive Officer & Managing Director, will hold office for three years following their first appointment (or, if appointed by the Board between Dexus Annual General Meetings, from the date of the Annual General Meeting after the initial appointment).

Where the director seeks to extend their appointment past the initial three-year period, and the Board is in agreement, re-election will be sought at the next AGM.

10. Evaluation of performance

The Board Nomination & Governance Committee oversees the Board performance evaluation program. It is an annual program which follows a three year cycle. The process is designed to identify opportunities for performance improvement. Issues identified in the reviews are shared with the Chair of the Board and the directors.

The evaluation process looks at the performance of the Board and Board delegated committees. Individual Director performance is also evaluated. Where feedback is sought on the performance of the Chair of the Dexus Funds Management Limited Board, results will be provided to the Chair of the People & Remuneration Committee. Where feedback is sought on the performance of the Chair of other Boards within the group, results will be provided to the Chair of the Dexus Funds Management Limited Board.

Issues that emerge from the review are discussed at the Board. In consultation with the Board, the Company Secretary will develop and implement an action plan to address the findings of the review.

The evaluation is generally undertaken through the use of questionnaires and interviews. Typically, questionnaires are issued annually for two years, with the third year performance evaluation being facilitated by an independent expert.

11. Obligations of Directors

Dexus's Employee Code of Conduct applies to Non-Executive Directors. Furthermore, Non-Executive Directors:

- must take all reasonable steps to avoid an actual or perceived conflict of interest between the director's personal interests, or the interests of any associated person, and the interests of relevant stakeholders, including avoiding relationships, actions or positions which constitute or appear to constitute such a conflict
- must disclose any material personal interest in a matter relating to the business of Dexus, including conflicts between the director's personal interests, or the interests of any associated person, and the interests of Dexus
- have an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board
- will maintain competency (skills and education) commensurate with that required of a director of a listed entity

12. Appointments to other Boards

The Board acknowledge that membership experience from other boards is beneficial and accordingly supports and encourages its Non-Executive Directors to hold directorships on other boards including charitable, community and other not-for-profit boards.

The Board recognise that the time required to fulfil each directorship role varies. The Board has determined that a limit on the total number of directorships or other commitments held is not appropriate.

Directors will consider the number of directorships or other commitments they hold and acknowledge they will have sufficient time to attend to the affairs of Dexus.

Should a director wish to accept directorships or other commitments in addition to those already held, approval needs to be sought from the Chair of the Board. Where the Chair wishes to accept additional directorships or other commitments, the matter is to be referred to the Chair of the Board People & Remuneration Committee for consideration.

13. Independent advice

Should a Non-Executive Director wish to seek independent professional advice that they believe is necessary to discharge their responsibility as a director, the matter is to be initially referred to the Chair.

Where the Chair determines it is appropriate that advice be sought by the Non-Executive Director, Dexus will pay for such advice. To ensure all directors are equally appraised, the advice will be provided to all members of the Board (or Board delegated committee).

14. Meetings

The Board generally meets monthly between February and November, with additional meetings held throughout the year as required. Directors are expected to attend Board meetings (and the Annual General Meeting).

A quorum comprises any four Directors and decisions are carried by a simple majority vote, where the majority of directors voting are Non-Executive Directors. The Chair does not have a casting vote.

Each standard Board meeting includes a Non-Executive Director only session, led by the Chair, followed by a session in which the Group Chief Executive Officer & Managing Director and the Company Secretary join the meeting.

Board papers are provided to directors electronically at least five business days prior to the meeting.

Any action items identified by the directors are recorded in the minutes. The Company Secretary ensures that the action items are appropriately addressed, and progress is reported to the Board.

15. Review of charter

The Board will review this Charter regularly and at least annually.

The Board approved this Charter on 19 June 2024.