

GARDA

AUDIT AND RISK COMMITTEE CHARTER

GARDA PROPERTY GROUP

GARDA Holdings Limited (ACN 636 329 774) (**Company**) and GARDA Capital Limited (ACN 095 039 366) (**Responsible Entity**) as responsible entity for the GARDA Diversified Property Fund (ARSN 104 391 273) (**Fund**) and their respective controlled entities (together **GARDA**).

Adopted by the board of directors of the Company and by the board of directors of the Responsible Entity as responsible entity for the Fund (**Board**)

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1. BACKGROUND

This charter applies to all members of GARDA. Members of GARDA may, from time to time, act as the responsible entity of one or more funds.

GARDA Property Group is a stapled group comprising the Company and the Fund (and their respective controlled entities). The Responsible Entity is a wholly-owned subsidiary of the Company and is the responsible entity for the Fund.

Shares in the Company and units in the Fund are stapled together to form a single class of stapled securities (**Securities**). The Securities are listed on the Australian Securities Exchange (**ASX**).

2. PURPOSE AND AUTHORITY

2.1 PURPOSE

The purpose of this Audit and Risk Committee Charter is to specify the authority delegated to the Audit and Risk Committee (**Committee**) by the Board and to set out the role, responsibilities, membership and operation of the Committee.

2.2 AUTHORITY

The Committee is a committee of the Board established in accordance with the Company's constitution and is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the responsibilities set out in this charter and under any separate resolutions of the Board granted to it from time to time.

2.3 ROLE OF THE COMMITTEE

The role of the Committee is to assist the Board in carrying out its accounting, auditing and financial reporting responsibilities, including oversight of:

- a) the integrity of GARDA's and each reporting entity's external financial reporting and financial statements;
- b) the appointment, remuneration, independence and competence of GARDA's external auditors;
- c) the performance of the internal and external audit functions and review of their audits;
- d) the effectiveness of GARDA's system of governance, risk management and internal controls; and
- e) GARDA's systems and procedures for compliance with applicable legal and regulatory requirements.

The Committee will also carry out any other reviews or assignments requested by the Board.

The Committee will report to the Board on all matters relevant to its roles and responsibilities and ensure the Board is aware of matters which may significantly impact the financial position or affairs of GARDA or of any Fund.

3. AUDIT AND RISK RESPONSIBILITIES

3.1 EXTERNAL REPORTING

The committee is responsible for:

- (a) reviewing the appropriateness of the accounting judgements or choices exercised by management in the composition and presentation of financial reports;

- (b) overseeing the preparation of financial reports and reviewing the results of external audits of these reports;
- (c) assessing significant estimates and judgments in financial reports by examining the processes used to derive material estimates and judgments and seeking verification of those estimates from internal and external auditors;
- (d) reviewing and making recommendations in relation to the adequacy of GARDA's reporting processes and internal control framework, and make recommendations for changes;
- (e) receiving reports from management emerging sources of risk and risk controls, reviewing management's mitigation measures and processes for ensuring and monitoring compliance with laws, regulations and other requirements relating to the preparation of accounts and external reporting by GARDA of financial and non-financial information;
- (f) receiving reports of any material breaches of the Code of Conduct, any anti-bribery and corruption, privacy or data breaches, or material incidents reported under the Whistleblower Policy;
- (g) review any material incident involving fraud or a break-down of GARDA's risk controls and the "lessons learned";
- (h) overseeing the insurance program, having regard to the business and insurable risks of GARDA;
- (i) assessing (before publication) whether external reporting is consistent with the understanding of the Committee members' and otherwise provide a true and fair view, of the financial position and performance of GARDA;
- (j) reviewing material documents and reports prepared for lodgement with regulators, assessing their impact on GARDA, and making recommendations to the Board on their approval or amendment;
- (k) ensuring that a comprehensive process is established to capture issues for the purpose of continuous disclosure to ASX;
- (l) ensuring that appropriate risk management and internal control processes are in place to form the basis upon which the Managing Director (in his executive capacity) (**MD**) and Chief Operating Officer (**COO**) make their declarations to the Board under section 295A of the *Corporations Act 2001 (Cth)* and Principle 4 of the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)*;
- (m) reviewing the completeness and accuracy of GARDA's main corporate governance practices as required by the ASX Listing Rules;
- (n) assessing information from internal and external auditors that affects the quality of financial reports;
- (o) asking the external auditor for an independent judgment about the appropriateness of the accounting principles used and the clarity of financial disclosure practices used by GARDA;
- (p) assessing solvency and the going concern assumption;
- (q) assessing the management of non-financial information in documents to ensure that conflicts with financial statements and other documents do not occur; and
- (r) recommending to the Board whether the financial and non-financial statements should be signed based on the Committee's assessment of them.

3.2 EXTERNAL AUDIT

The committee is responsible for:

- (a) making recommendations to the Board on the appointment and remuneration of the external auditor and, if appropriate, recommending that tenders be called to assist in deciding which external auditor should be recommended;
- (b) making recommendations to the Board on the rotation of the audit engagement partner;
- (c) agreeing the terms of engagement of the external auditor before the start of each audit;
- (d) reviewing the external auditor's fee for audit and non-audit work and being satisfied that an effective, comprehensive and complete audit can be conducted for the external auditor's set fee;

- (e) monitoring the effectiveness and independence of the external auditor, and periodically assessing their performance;
- (f) reviewing the external auditor's independence based on the external auditor's relationships and services with GARDA, the Funds and other organisations;
- (g) assessing whether the external auditor's provision of non-audit services impairs or appears to impair their judgment or independence and, if required, developing policies for Board approval to ensure this does not occur;
- (h) making recommendations to the Board on the removal of the external auditor;
- (i) ensuring that any recommendation to replace the external auditor is carefully evaluated before the Board makes a final decision;
- (j) inviting the external auditor to attend Committee meetings to review the audit plan, discuss audit results and consider the implications of external audit findings;
- (k) reviewing the scope and adequacy of the external audit, including identified risk areas and any additional procedures, with the external auditor on a periodic basis;
- (l) raising with the external auditor any specific points of divergence with GARDA's management;
- (m) monitoring and examining management's response to the external auditor's findings and recommendations;
- (n) reviewing all representation letters signed by management and ensuring all information provided is complete and appropriate; and
- (o) meeting with the external auditor without management present at least once a year.

3.3 INTERNAL AUDIT

The Committee is responsible for reviewing periodically whether there is a need for an internal audit function, and if there is, for:

- (a) assessing the qualifications and skill of, and approving the appointment, terms of engagement and dismissal of, the head of internal audit;
- (b) overseeing the scope and adequacy of the internal audit and having access to the internal audit function without management present;
- (c) reviewing the internal auditor's role, responsibilities and resources;
- (d) communicating its expectations to the internal auditor in writing;
- (e) ensuring that the internal auditor reports directly to both;
 - (i) the Board; and
 - (ii) the Committee;
- (f) reviewing and approving the internal audit plan and work program;
- (g) evaluating the effectiveness of the internal audit plan and work program and considering the implications of internal audit findings;
- (h) evaluating management's responsiveness to the internal auditor's findings and recommendations;

- (i) assessing the independence, objectivity and performance of the internal audit function;
- (j) overseeing the co-ordination of the internal auditor with the external auditor; and
- (k) meeting with the internal auditor without management present at least once a year.

3.4 INTERNAL CONTROL AND RISK MANAGEMENT

The committee is responsible for:

- (a) preparing a risk profile which describes the material risks facing GARDA and each fund, including financial and non-financial matters;
- (b) regularly reviewing and updating the risk profile;
- (c) ensuring that GARDA has an effective risk management framework and reviewing the risk management framework at least annually to ensure that it continues to be sound, to determine whether there have been any changes in the material business risks GARDA faces and to ensure those risks remain with due regard to the risk appetite set by the Board;
- (d) assessing and ensuring that there are internal controls for determining and managing key risk areas, such as:
 - (i) non-compliance with laws, regulations, standards and best practice guidelines including industrial relations, occupational health and safety, environmental and trade practices laws;
 - (ii) important judgments and accounting estimates;
 - (iii) business licence requirements;
 - (iv) litigation and claims;
 - (v) fraud and theft;
 - (vi) economic, and material exposure to environmental or social risks; and
 - (vii) relevant business risks not dealt with by other Board committees;
- (e) receiving reports concerning material and actual incidents within the risk areas above and ensuring that macro risks are reported to the Board at least annually;
- (f) receiving reports concerning the risk implications of new and emerging risks, legislative or regulatory initiatives and changes;
- (g) conducting investigations of breaches or potential breaches of internal controls, and incidents within the risk areas above, particularly in relation to accounts and financial reporting;
- (h) evaluating the independence of external auditors;
- (i) examining and evaluating the effectiveness of the internal control system with management and internal and external auditors and making improvements;
- (j) encouraging voluntary reporting by employees to the internal auditor or the Committee of breaches of internal controls and policies, and incidents within the risk areas above;
- (k) assessing existing controls that management has in place for unusual transactions or transactions with more than an accepted level of risk;

- (l) meeting at least annually with key management, internal and external auditors and compliance staff to understand GARDA's control environment and disclose, in relation to each reporting period, whether such a review has taken place; and
- (m) overseeing the preparation of a summary of the main internal and external risk sources that could adversely affect GARDA's and each fund's prospects for future financial years, for inclusion in the operating and financial review section of the directors' report.

4. RELATED PARTY TRANSACTIONS

The Committee is responsible for reviewing and monitoring the propriety of related party transactions.

5. MEMBERSHIP

5.1 COMPOSITION AND SIZE

The committee should consist of:

- (a) only non-executive directors;
- (b) where possible, a majority of independent directors; and
- (c) at least 3 members.

GARDA may disclose the relevant qualifications and experience of the members of the Committee.

Membership is reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.

5.2 CHAIRPERSON

The Chairperson of the Committee should be an independent director who is not the Chairperson of the Board.

The Chairperson of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chairperson is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a Chairperson for the meeting.

5.3 TECHNICAL EXPERTISE

The Committee must be structured so that between them, the members of the Committee should have the accounting and financial expertise and a sufficient understanding of the industry in which GARDA operates, to be able to discharge the Committee's duties effectively.

5.4 SKILLS DEVELOPMENT

If the Committee Chairperson approves, a Committee member may attend seminars or training related to the functions and responsibilities of the Committee at the expense of GARDA or, if permitted by the constitution of a fund, that fund.

5.5 COMMITMENT OF COMMITTEE MEMBERS

Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities.

5.6 SECRETARY

The Company Secretary is the Secretary of the Committee.

6. COMMITTEE MEETINGS AND PROCESSES

6.1 MEETINGS

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

The Annual Report for a relevant financial year will disclose the number of times the Committee met throughout that financial year and the individual attendance of each member of the Committee at those meetings.

6.2 FREQUENCY AND CALLING OF MEETINGS

The Committee will meet as frequently as required to undertake its role effectively. The Chairperson must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the Chairperson of the Board.

6.3 QUORUM

Two directors constitute a quorum for meetings of the committee.

6.4 ATTENDANCE BY MANAGEMENT AND ADVISORS

The MD and COO are expected to attend each scheduled meeting of the Committee and a standing invitation will be issued to the internal and external auditors.

The Committee Chairperson may also invite directors who are not members of the Committee, other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide input and advice as is required.

6.5 NOTICE, AGENDA AND DOCUMENTS

The Chairperson of the Committee determines the meeting agenda after appropriate consultation.

The Secretary will distribute the notice of meeting, the agenda of items to be discussed and any related documents to all Committee members and other attendees before each proposed meeting of the Committee.

6.6 ACCESS TO INFORMATION AND ADVISORS

The Chairperson of the Committee receives all reports between the external auditor and management, and the internal auditor and management.

The Committee has the authority to:

- (a) require management or others to attend meetings and to provide any information or advice that the Committee requires;
- (b) access the documents and records of GARDA;
- (c) obtain the advice of internal or special or independent counsel, accountants or other experts, without seeking approval of the Board or management (where the committee considers that necessary or appropriate); and
- (d) access and interview management and internal and external auditors (with or without management present).

6.7 MINUTES

The Secretary will keep minute books to record the proceedings and resolutions of its meetings.

The Chairperson of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

7. COMMITTEE'S PERFORMANCE EVALUATION

The Committee will review its performance from time to time and whenever there are major changes to the management structure of GARDA.

The performance evaluation will have regard to the extent to which GARDA has met its responsibilities in terms of this charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

8. REVIEW AND PUBLICATION OF CHARTER

The Board will review this charter regularly to ensure it remains relevant to the current needs of GARDA. The charter may be amended by resolution of the Board.

The charter is available on GARDA website and the key features are published in the Corporate Governance Statement which accompanies the annual report.

Last approved and ratified by the Board on 24 June 2021.