



BOARD 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**)

TABLE OF CONTENTS

1. BACKGROUND	1
2. PURPOSE OF THIS CHARTER	1
3. ROLE AND RESPONSIBILITIES OF THE BOARD	1
4. ROLE AND RESPONSIBILITIES OF CHAIRPERSON AND COMPANY SECRETARY	2
5. DELEGATIONS OF AUTHORITY	3
6. MEMBERSHIP	3
7. BOARD PROCESS	5
8. BOARD'S PERFORMANCE EVALUATION.....	6
9. REVIEW AND PUBLICATION OF CHARTER	6

1. BACKGROUND

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 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 OF THIS CHARTER

The Board is responsible for the good governance of GARDA.

The purpose of this Charter is to identify:

- the roles and responsibilities of the Board;
- the roles and responsibilities of management;
- the roles and responsibilities that may be delegated; and
- the membership and operations of the Board.

This Charter is supported by GARDA's Code of Conduct, the Charters for the Audit, Risk and Sustainability Committee and Nomination and Remuneration Committee and other applicable policies of GARDA.

3. ROLE AND RESPONSIBILITIES OF THE BOARD

3.1 Role

The role of the Board is to provide leadership, strategic guidance and oversight of management, in accordance with legal and regulatory requirements.

3.2 Responsibilities

The Board is responsible for:

- a) demonstrating leadership;
- b) approving the code of conduct;
- c) defining GARDA's purpose;
- d) the development of, and then approving, corporate strategy and performance objectives;
- e) overseeing management in its implementation of GARDA's strategy;
- f) articulating the Board's appetite for risk appetite and monitoring GARDA's risk management framework;
- g) appointing the Chairperson;
- h) appointing, and replacing, the Managing Director (in an executive capacity) (**MD**);
- i) through the Chairperson, overseeing the role of the Company Secretary;
- j) approving the appointment, and the replacement of, the Company Secretary;
- k) ensuring compliance with the *Corporations Act 2001* (Cth) (**Corporations Act**), the ASX Listing Rules, and other applicable laws and binding agreements;

- l) ensuring GARDA's managed investment schemes (including the Fund) are operated in accordance with the Corporations Act and their respective constitutions;
- m) approving annual operating and capital expenditure budgets;
- n) monitoring major capital expenditure, capital management and significant transactions; and
- o) monitoring the integrity of GARDA's accounting and corporate reporting systems (including the external audit).

4. ROLE AND RESPONSIBILITIES OF CHAIRPERSON AND COMPANY SECRETARY

4.1 Chairperson

The Chairperson is appointed by the Board and is responsible for:

- a) chairing and facilitating Board and Securityholder meetings, setting the Board's agenda and seeking to ensure that adequate time is available for discussion of all agenda items;
- b) ensuring directors are briefed on Board matters and leading the associated discussion;
- c) encouraging effective contribution by all directors;
- d) promoting constructive and respectful relations between Board members and between the Board and management;
- e) encouraging independent directors to meet separately (e.g. annually) to consider, among other things, Board, director and senior executive performance;
- f) ensuring the Board has skills appropriate for the needs of GARDA;
- g) monitoring the role of the Company Secretary; and
- h) implementing policies and systems for Board performance review and renewal.

4.2 Company Secretary

The Company Secretary acts as secretary of the Board and its committees. The Company Secretary is accountable directly to the Board, through the Chairperson, on matters to do with the proper functioning of the Board.

The Company Secretary's responsibilities include:

- a) monitoring policies and procedures of the Board;
- b) organising Board and committee meetings, director attendance, draft notices of meetings and resolutions for approval;
- c) capturing the business of Board and committee meetings in minutes and circulating such minutes to directors;
- d) helping to organise and facilitate the induction and professional development of directors; and
- e) ensuring that GARDA complies with the requirements of the Corporations Act regarding its registered office, annual returns and notices to be lodged with the Australian Securities and Investments Commission.

5. DELEGATIONS OF AUTHORITY

5.1 Delegation to Committees

Under the Company's constitution, the Board may delegate defined responsibilities to standing committees of the Board.

Standing committees established by the Board will adopt charters setting out their authority, responsibilities, membership and operation.

There are currently two standing committees:

- Audit, Risk and Sustainability Committee; and
- Nomination and Remuneration Committee.

Other committees may be established from time to time to consider other matters of special importance.

Committees will maintain minutes of their meetings and are empowered to obtain professional or other advice in order to effectively carry out their proper functions. The Chairperson of each committee will report on committee meetings to the Board at the next full Board meeting.

5.2 Delegation to the MD and Management

The Board delegates to the MD the authority to manage GARDA's day-to-day affairs, other than those reserved to the Board and its committees.

The MD has authority to delegate to the senior management team who is responsible for:

- a) implementing GARDA's strategy within the risk appetite and risk management framework set by the Board; and
- b) providing the Board with accurate, timely and complete information on GARDA's operations.

6. BOARD MEMBERSHIP

6.1 Composition and Size

The Board should have a majority of non-executive directors and the non-executive, executive and/or independent status of each director should be published.

The directors will determine the size of the Board, subject to the Company's constitution and applicable law. The Company's constitution provides that there can be no fewer than 3 directors.

Each company within GARDA will have the same Board as the Company.

6.2 Board Skills Matrix

GARDA's directors should collectively have the skills, knowledge, experience, independence, diversity and competence to govern GARDA.

GARDA maintains a skills matrix to identify any gaps in the Board's capabilities. GARDA's succession plans are designed to ensure capability gaps, if any, are addressed.

6.3 Appointment and Re-election of Directors

When a Board vacancy arises, the Nomination and Remuneration Committee is responsible for identifying and recommending potentially suitable candidates. When the preferred candidate is identified, that person may be appointed by the Board to fill a casual vacancy but must stand for election by Securityholders at the next annual general meeting.

Non-executive directors will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Executive directors and other senior management will have their roles and responsibilities and GARDA's expectations set out in a service contract.

Directors must retire from office in accordance with the Company's constitution. Retiring directors may be eligible for re-election. The length of service of each director must be publicly disclosed.

6.4 Independence

All directors, regardless of their status, should adopt an independent mindset on all Board matters.

A director is considered an independent director if they are free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of GARDA and its Securityholders.

Unless the Board is otherwise satisfied on reasonable grounds, a director will not be considered independent if they:

- a) are, or have been, employed in an executive capacity by GARDA or any group member and there has not been a period of at least three years between ceasing that employment and serving on the Board;
- b) receive performance-based remuneration (including options or performance rights) from, or participate in any GARDA employee incentive scheme;
- c) are, or have been within the last three years, in a material business relationship (e.g. as a supplier, professional advisor, consultant or customer) with GARDA or any group member, or are an officer of, or otherwise associated with, someone with such a relationship;
- d) are a substantial Securityholder of GARDA, or represent, or within the last 3 years have been an officer, employee or professional adviser to a substantial Securityholder of GARDA;
- e) have a material contractual relationship with GARDA or another group member other than as a director;
- f) have close personal ties with any person who falls within any of the categories described above; or
- g) have been a director of GARDA for such a period that their independence from management and substantial holders may have been compromised.

In each case, the materiality of the interest, position, association or relationship needs to be assessed by the Board to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board.

The Nomination and Remuneration Committee will assess the independence of each non-executive director in light of interests disclosed by them at least annually and at or around the time that the Nomination and Remuneration Committee considers candidates for election to the Board. Each non-executive director must provide the Board with all relevant information for this purpose. If a non-executive director's interests, positions, associations or relationships change, the assessment should be made as soon as practicable after the Nomination and Remuneration Committee becomes aware of the change.

If the Board determines that a director's independent director status has changed, that determination will be disclosed to the market in a timely manner.

6.5 Conduct of Individual Directors

Directors must at all times act in accordance with legal and statutory requirements and devote sufficient time to discharge their duties as directors. Directors must:

- a) seek to instil and continually reinforce a culture across GARDA of acting lawfully, ethically and responsibly;
- b) discharge their duties in good faith and in the best interests of GARDA and for a proper purpose;
- c) act with care and diligence, demonstrate commercial reasonableness in their decision making and act with the level of skill and care expected of a director of a major company, including applying an independent and enquiring mind to their responsibilities;
- d) notify other directors of their material personal interests and take reasonable steps to avoid actual, potential or perceived conflicts of interest (except as permitted by the Corporations Act);
- e) not make improper use of information gained through their position as a director;
- f) not take improper advantage of their position as a director;
- g) make reasonable enquiries if relying on information or advice provided by others;
- h) undertake any necessary inquiries in respect of delegates;
- i) give GARDA and/or ASX all the information required by the Corporations Act and the Listing Rules;
- j) not allow GARDA to engage in insolvent trading; and
- k) consult the Chairperson if considering an invitation to become a director of any other company (except a related body corporate) and have regard to the views of the Chairperson about the director acting as a director of an external entity, and relevant Board policies and best practice standards on multiple directorships.

7. BOARD PROCESS

7.1 Meetings

All Board meetings will be conducted in accordance with the Company's constitution and the Corporations Act. Directors are committed to collective decision making but have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively.

Directors must keep Board discussions and resolutions confidential, except where they are required to be disclosed.

Directors are expected to prepare adequately for, attend and participate in Board meetings. Directors should critically assess the sufficiency of content, and timing of delivery, of Board and committee papers.

Non-executive directors will periodically meet without executive directors or management present.

The Board may request or invite management or external consultants to attend Board meetings if necessary or desirable.

The Board may conduct meetings by telephone, video conference or other electronic means.

7.2 Independent Professional Advice

Directors may seek independent professional advice at the expense of GARDA or, if permitted by the constitution of a fund, the fund. Generally, this advice will be available to all directors if the advice is relevant for them to discharge their responsibilities.

The Board has unrestricted access to the General Counsel on any matter.

7.3 Access to Management

The directors have unfettered access to management following consultation with the Chairperson and MD.

8. BOARD'S PERFORMANCE EVALUATION

The Board will regularly review and evaluate:

- a) its own performance;
- b) the performance of its committees;
- c) the performance of individual directors; and
- d) the performance of its senior executives.

GARDA will disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

9. REVIEW AND PUBLICATION OF CHARTER

The Board is responsible for reviewing this Charter from time to time and may amend it by resolution of the Board.

The Charter is available on the 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 11 July 2023.