

## BOARD NOMINATION & GOVERNANCE COMMITTEE CHARTER

### 1. Authority

The Board Nomination and Governance Committee is accountable to and acts primarily as a delegated committee of the Dexus Funds Management Limited (“DXFM”) Board. The Committee does not, of itself, have the power or authority of the Board.

### 2. Background

The Dexus Board has established the Board Nomination & Governance Committee to assist it in overseeing all aspects of Board nomination, governance and performance evaluation.

The Board Nomination & Governance Committee works with other Board delegated committees to assist the Dexus Board in fulfilling its responsibilities.

### 3. Responsibilities of the Committee

The Board Nomination & Governance Committee is responsible for the following:

- Review and recommend to the Dexus Board for approval:
  - the size, composition, diversity, skills and desired competencies of the Dexus Board and Board delegated committees at least annually
  - the nomination, appointment, re-election and removal of Directors of the DXFM Board
  - the appointment and removal of Non-Executive Directors to Dexus’s Board delegated committees at least every three years
  - the appointment of Chairs of the Board delegated committees at least every three years
  - succession plans for Non-Executive Directors
  - Dexus’s Corporate Governance Statement
  
- Review and recommend to the Dexus Board (and other relevant Boards) for approval:
  - the nomination, appointment and removal of Directors of the Dexus Wholesale Property Limited Board (after having regard to the DWPF Advisory Committee endorsement of external Directors)
  - the nomination, appointment and removal of Directors of the Dexus Wholesale Funds Limited Board (after having regard to the DHPF Advisory Committee endorsement of external Directors)
  - the nomination, appointment, re-election and removal of Directors of the Dexus Asset Management Limited (DXAM) Board and Industria Company No.1 Limited Board
  - the nomination, appointment and removal of Directors of the Dexus Capital Funds Management Limited Board and Dexus Capital Investment Services Pty Limited Board
  - the appointment and removal of the Chair and Non-Executive Directors of the DXAM and DCFM/DCIS Audit, Risk & Compliance Committees at least every three years
  
- Review and approve:
  - the search criteria for Non-Executive director candidates
  - the method to determine director independence
  - the time required by Non-Executive Directors to discharge their responsibilities effectively
  
- Ensure that:
  - appropriate board performance evaluations are undertaken and findings are presented to the relevant Boards
  - findings from Board performance evaluations are appropriately addressed, and in a timely manner
  - Director education/training (including the Director Induction Program) is considered and addressed

The Committee will have oversight of the process for identification of material risks in the areas of remit of the Committee and the adequacy and effectiveness of the controls in place to mitigate those risks.

The Committee will review findings of relevant internal audits where the audit relates to a Board Nomination & Governance Committee key risk.

#### **4. Membership**

The Committee will comprise of all Dexus Non-Executive Directors. The Chair of the Board will be the Chair of the Board Nomination & Governance Committee.

#### **5. Invitation**

The following will be invited to each Committee meeting:

- Group Chief Executive Officer & Managing Director
- Chief Operating Officer
- General Counsel and Company Secretary

#### **6. Meetings**

The Committee will meet at least twice a year. A quorum comprises four members and decisions are carried by a simple majority.

Each standard meeting includes a Member only session (if requested), led by the Chair. Committee papers are provided to members electronically at least five business days prior to the meeting.

Members can request the attendance of any employee, contractor or service provider (with or without the presence of Management).

#### **7. The role of the Chair**

The role and responsibility of the Chair includes leading the Committee, facilitating the effective contribution of all members, and promoting constructive and respectful relations between members, and between the Committee and Management.

#### **8. Secretary**

The Committee Secretary is responsible for:

- Ensuring meeting packs are distributed at least five days prior to the scheduled meeting
- Minutes are drafted and provided to the Chair within 10 business days of the scheduled meeting (and tabled at the next scheduled meeting for approval)
- Action Items are recorded and addressed by Management in a timely manner

#### **9. Independent advice**

Should a member wish to seek independent professional advice that they believe is necessary to discharge their responsibility as a member of the Committee, the matter is to be initially referred to the Chair.

Where the Chair determines it is appropriate that advice be sought by the member, Dexus will pay for such advice. To ensure all members are equally appraised, the advice will be provided to all members of the Committee and the Board.

#### **10. Review of charter**

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

The Charter was approved by the Board on 19 June 2024.