



CQR



Our commitment to corporate governance

Charter Hall Retail REIT (“REIT”) comprises the registered managed investment scheme listed on the ASX (ASX ticker code CQR). The Responsible Entity is Charter Hall Retail Management Limited (“CHRML”), a member of the Charter Hall Group (“Charter Hall”/ “Group”). CHRML’s role is defined by the REIT’s Constitution, the Corporations Act and Regulations and the general law.

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The CHRML Board of Directors (“Board”) provides the leadership and direction for the REIT, including setting the tone in relation to good governance, which is critical to achieving the REIT’s objectives.

The REIT’s governance framework - summarised in this Corporate Governance Statement (“Statement”), is designed to ensure that the REIT itself is effectively managed, that we continue to meet our statutory obligations, that we reinforce our culture and integrity, and that we always act in the best interests of our Securityholders.

The governance framework in turn takes its lead from the Corporate Governance Principles and Recommendations (4th Edition) published in February 2019 by the ASX Corporate Governance Council, (ASX Corporate Governance Principles), and any departure from these Principles is noted below.

This Statement provides a summary of the key governance practices in place (unless stated otherwise) which were followed throughout the financial year ended 30 June 2023.

Copies of key policies can be found on our website at www.charterhall.com.au.

Cover: Bass Hill Plaza, NSW
Left: Gateway Plaza Leopold, VIC

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Comprising the registered managed investment scheme Charter Hall Retail REIT (ARSN 093 143 965)

Principle 1

Lay solid foundations for management and oversight

Roles of the Board and Management

ASX Recommendation 1.1

A listed entity should disclose a board charter setting out:

- a. the respective roles and responsibilities of its board and management; and
- b. those matters expressly reserved to the board and those delegated to management.

CHRML as Responsible Entity of the REIT has various management arrangements in place with the REIT. A summary of these arrangements can be found on our website at www.charterhall.com.au under the 'Corporate Governance' section. In addition, CHRML as Responsible Entity of the REIT, has also appointed a wholly owned subsidiary in the Charter Hall Group to provide various property and asset management services for the REIT. The CHRML Board regularly receives reports from Charter Hall executives and Senior Managers that have responsibility for the business activities of the REIT in relation to the services provided by Charter Hall and any other material matters that the Board should be aware of. The overarching responsibility of the Board is to add long-term value to all Securityholders. As such, the Board is accountable to Securityholders for how the REIT is managed and for its overall strategy, governance and performance.

The Board, in overseeing the services provided by Charter Hall and the Charter Hall Executives and Senior Managers who have responsibility for the business activities of the REIT, endeavours to create a culture of challenge and accountability in the way which Board meetings are conducted, to ensure the REIT is managed in a way that is consistent with its strategy.

Certain matters are reserved for the Board, however there are some matters that the Board can delegate to Board Committees and management. The Board's functions and responsibilities are set out in the Board Charter, which is available on our website in the 'Corporate Governance' section. Those Charter Hall Executives and Senior Managers that have responsibility for the business activities of the REIT have delegated authority to make decisions in respect of the day to day management of the REIT and its assets.

Information regarding Directors

ASX Recommendation 1.2

A listed entity should:

- a. undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and
- b. provide securityholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

Directors of this Board are appointed by Charter Hall, as it is a member of the Group. Senior Executives, who provide services to the REIT are also employed by Charter Hall and CHRML does not have any employees. In this regard Recommendation 1.2 does not apply, however before anyone can be nominated to the Board as a Non-Executive Director ("NED"), their experience and background is reviewed by a subcommittee of the Charter Hall Nomination Committee and an Independent CHRML Director. An independent comprehensive background check is conducted on all prospective directors and senior executives, who will be providing services to the REIT, prior to their appointment, including reference checks, assessment of experience, employment history, directorships and shareholdings, education, criminal record and bankruptcy history. Securityholders receive a summary biography of each Non-Executive Director who is put forward for election or re-election in the Notice of Meeting for each Annual Securityholder Meeting. This summary details that person's experience and skills, details of any other directorships or interests they have that could hamper their ability to make objective judgments, how long they have been on the Board (if they are up for re-election) and whether or not the Board considers them independent. The Notice of Meeting also contains a statement by the Board as to whether it supports the election or re-election of the candidate. Details of Non-Executive Directors are available on our website. The Securityholder resolution to consider the election or re-election of a Director is an advisory, non-binding resolution.

Non-Executive Directors and Senior Executives to have written agreements setting out terms of appointment

ASX Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

Non-Executive Directors are appointed under a formal letter which sets out the key terms and conditions of their appointment, including the term, time commitment and details of their remuneration along with information on their requirement to disclose Director interests and comply with key corporate policies, when they can seek independent professional advice, indemnity and insurance arrangements and their rights of access to corporate information, as well as ongoing confidentiality obligations.

The Executive Directors and each Senior Manager with responsibility for the business activities of the REIT also have a formal job descriptions and letters of appointment from Charter Hall which sets out their duties and obligations, rights and responsibilities as well as entitlements.

Company Secretary

ASX Recommendation 1.4

The Company Secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The Company Secretary plays an important role in supporting the effectiveness of the Board. The Company Secretary is responsible for ensuring that Board policy and procedures are followed, that the Board agenda and briefing materials are despatched in a timely manner and that Board and Committee meetings are captured accurately in the minutes. They are also responsible for advising the Board and Committees on all governance matters.

The Company Secretary engages any independent professional advisors that the Board or Board Committee have asked for and helps to organise and facilitate the induction and professional development of Directors.

All Directors have direct access to the Company Secretary.

The appointment and removal of the Company Secretary is a matter for decision by the Board as a whole.

Access to information

Each Director receives Board reports in advance of Board meetings containing sufficient information for them to participate in meaningful discussions on all agenda items.

This information is mainly supplied by the Retail CEO, Senior Executives and the Company Secretary. Directors can request additional information if they feel they need it to make informed decisions.

Independent professional advice

Directors are entitled to ask for independent professional advice at the cost of CHRML, and in some instances, at the cost of the REIT, in order for them to carry out their duties and functions (including their Board Committee functions) properly. An estimate of costs must first be approved by the Chair, prior to the engagement of any external consultants or professional advisors.

Governance framework

The section below summarises the REIT’s governance framework, including the functions reserved for the Board and those carried out by the standing Board Committees.

CHRML Board

The Board formally delegates certain functions to Board Committees and to management via formal Board and Committee charters.

The Board directly retains responsibility for a range of matters including:

Board key functions

- The Board directly retains responsibility for a range of matters including:
- overseeing the REIT’s purpose and strategic direction;
 - monitoring the operational and financial position and performance of the REIT;
 - overseeing the REIT’s risk management framework;
 - setting the financial and informational reporting requirements from management to the Board;
 - reporting to Securityholders and the ASX;
 - monitoring the effectiveness of and compliance with policies governing the operation of the REIT;
 - reviewing and approving the annual operating budgets;

- determining distribution and dividend policy and approving distributions; and
- approving decisions concerning the capital of the REIT.

Board Committees

The Board has established an Audit Risk and Compliance Committee (“ARCC”) to assist the Board in the execution of its responsibilities. The ARCC operates under a specific charter, which can be found in the ‘Corporate Governance’ section on our website.

The charter states that the ARCC must have at least three non-executive members (a majority of ‘independent’ directors) and be chaired by an ‘independent’ Non-Executive Director.

The membership of the ARCC this year was as follows:

Board Committee	Membership
Audit, Risk and Compliance Committee	– Sue Palmer (Chair)
	– Roger Davis
	– Michael Gorman

Committee memberships change from time to time, depending on what the Board requires and the Directors’ rotation policy.

Details of the number of Board and Committee meetings held during the year and the number of meetings attended by each Director are set out in the Directors’ Report.

Audit, Risk and Compliance Committee (ARCC) key functions

- To oversee and review:
- the internal control and accountability systems;
 - the financial reporting process, including significant accounting issues and judgements;
 - the internal systems of risk management and control (ensuring that material business risks are identified);
 - compliance processes to meet legislative and regulatory requirements; and
 - actions taken by Management to address key risks delegated to this Committee.

Diversity

ASX Recommendation 1.5

A listed entity should:

- a. have and disclose a diversity policy;
- b. through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
- c. disclose in relation to each reporting period,:
 - 1. the measurable objectives set for that period to achieve gender diversity;
 - 2. the entity’s progress towards achieving those objectives; and
 - 3. either:
 - i. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes) or
 - ii. if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators” as defined in, and published under, that Act.

CHRML does not employ staff directly; all employees working within the REIT’s business are provided by Charter Hall. For this reason, employees working within the REIT’s business are governed by Charter Hall policies.

Our business is complex, multi-faceted and often requires us to balance different priorities and viewpoints. To ensure we work to our potential, we welcome talented people from many backgrounds into our teams and ask them to contribute to the best of their abilities to what we do.

To bring out the best in this talent, we also create the right environment – one where people genuinely celebrate and encourage difference and leverage it as a performance differentiator.

A copy of our Diversity and Inclusion Policy can be found on our website. This Policy outlines key focus areas to help everyone we engage with realise their aspirations and get the most out of their relationship with us.

Female participation targets

One of the ways we demonstrate our commitment to inclusion is a focus on gender diversity. The targets we have set for female representation are set out below:

Board Committee	Actual 2023	Target 2025	Target 2030
Female participation on Group Board	29%	≥ 40%	≥ 40%
(Executive and Non-Executive Directors)			
Female participation in Senior Executive positions*	36%	≥ 40%	≥ 40%
Female participation in the workplace	54%	50%	50%

*The MD and Group CEO is included in the Group Board, as such he is not included when calculating senior management for the purposes of this table, defined as female participation in Senior Executive positions.

Key highlights for FY23 include:

- Our Managing Director and Group CEO drove initiatives supporting diversity, equity and inclusion both company and industry-wide through active involvement in the Champions of Change Coalition. He was also a Workplace Gender Equality Agency (WGEA) Pay Equity Ambassador.
- We were awarded the WGEA Employer of Choice for Gender Equality citation for the second consecutive term and recognised as an industry leader for initiatives to achieve gender equality.
- Being named the National Social Procurement Trailblazer in the 2022 Social Traders National Game Changer Awards for our ongoing collaboration with Two Good Co to support women who have survived domestic violence and homelessness.
- Recognition as a Bronze Employer for LGBTQ+ inclusion and celebrated WorldPride across our assets as part of the Building Pride and Rainbow City initiatives.
- Being a member of the Australian Network on Disability and recognised for our contribution to improving access for all abilities at a community gathering space in East Gippsland as part of the Strengthening Rural Communities initiative.
- Implemented our existing Reconciliation Action Plan (RAP) commitments and actively partnering with Reconciliation Australia to develop a sustainable and meaningful new RAP.
- Partnered with Western Sydney University to sponsor the Charter Hall Yarramundi Scholarship to explore the experiences of First Nations’ gender and/or sexually diverse peoples in New South Wales.

Further detail can be found in our annual Sustainability Report at www.charterhall.com.au/sustainability.

Board performance

ASX Recommendation 1.6

A listed entity should:

- a. have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- b. disclose, for each reporting period, whether a performance evaluation was undertaken in accordance with that process, during or in respect of that reporting period.

Even though this Recommendation does not apply to the REIT, CHRML considers it good governance and the Board regularly evaluates its performance and that of its Committees and individual Directors. These evaluations take place regularly throughout the year in closed sessions of the Board meetings, including during this reporting period. Separately, each Non-Executive Director must regularly complete a performance evaluation. This is collated and summarised by the company secretary. The Chair then distributes the summarised and anonymous results to all the Directors for discussion. A formal performance evaluation process is scheduled for Q4 2023.

Performance of Senior Executives

ASX Recommendation 1.7

A listed entity should:

- a. have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
- b. disclose, for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that reporting period.

Executives and Senior Managers who have responsibility for the business activities of the REIT are employees of Charter Hall, and, as part of Charter Hall’s framework, undergo a formal assessment on at least an annual basis against performance criteria (Key Performance Indicator-based financial and non-financial measures). The Board provides informal feedback, periodically as well as on an annual basis coinciding with Charter Hall’s framework, on the performance of the CEO Retail CEO and other Senior Managers, but does not participate in their formal appraisal. This performance evaluation process was undertaken during the year. Senior Executives can participate in continuing education to update and enhance their skills and knowledge.

An induction program for new Senior Executives ensures each person understands the REIT’s financial position, strategies, operations and risk management policies as well as the responsibilities and roles of the Board and Management.

An induction program for new Senior Executives is in place and designed to assist each person to understand the Group’s financial position, strategies, operations and risk management policies as well as the responsibilities and roles of the Board and Management.

Principle 2
Structure the Board to be effective and add value

Nomination Committee

ASX Recommendation 2.1

The Board of a listed entity should:

- a. Have a nomination committee which:
 - 1. has at least three members, a majority of which are independent directors; and
 - 2. is chaired by an independent director; and disclose:
 - 3. the charter of the committee;
 - 4. the members of the committee; and
 - 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

Whilst the ASX Corporate Governance Principles recommend the establishment of a nomination committee, this Board does not consider it is necessary or appropriate to constitute a nomination committee for CHRML, given that CHRML is a subsidiary of Charter Hall.

The Board of Charter Hall (utilising a sub-committee of its Nominations Committee) together with an Independent Director of the CHRML Board is responsible for overseeing the appointment of directors to the Responsible Entity of the REIT. However, the CHRML Board sets the composition and membership criteria as well as the guidelines for director selection and nominates candidates to the Board of Charter Hall for approval.

In making sure the Board discharges its responsibilities effectively it has set the following membership criteria:

- the Board is to comprise a minimum of three and a maximum of ten directors;
- directors nominated for election require approval by the Charter Hall Board via its Nominations Committee;
- a majority of the directors must be independent;
- the Board is to comprise directors with an appropriate range of qualifications and expertise; and
- the Chair of the Board will be appointed by the Charter Hall Board via its Nominations Committee.

Board Skills Matrix

ASX Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

Our Board is made up of directors with a broad range of skills, expertise and experience who are able to effectively understand and manage the REIT’s business issues, review and challenge the performance of Management and optimise overall performance.

Directors must meet specific guidelines in order to be selected and nominated. The most important of these are:

- integrity;
- particular expertise (sector and functional);
- how their skills complement those of the existing Board members;
- reputation and standing in the market; and
- in the case of prospective independent directors, actual and perceived independence from Charter Hall.

As the REIT is an externally managed entity, it is not required to develop a Board skills matrix. Notwithstanding this however, the Charter Hall Group’s Nomination Committee has developed a Board skills matrix. This matrix is used to identify any gaps in the skills and experience of the directors on the Board for the purposes of identifying the search and assessment criteria for new directors. Please view our matrix under the ‘Corporate Governance’ section on our website.

Director independence

ASX Recommendation 2.3

A listed entity should disclose:

- the names of the directors considered by the board to be independent directors;
- if a director has an interest, position, association or relationship of the type described below, but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and
- the length of service of each director.

ASX Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

Factors relevant for assessing the independence of a director:

Examples of interests, positions and relationships that might raise issues about the independence of a director or an entity include if the director:

- is, or has been, employed in an executive capacity by the entity or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board;
- receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the entity;
- is, or has been within the last three years, in a material business relationship (e.g., as a supplier, professional adviser, consultant or customer) with the entity or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
- is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder;
- has close personal ties with any person who falls within any of the categories described above; or
- has been a director of the entity 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 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 and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

The Board considers that a director is independent if they are independent of management and free of any business or other relationship that could prevent them, or could reasonably be perceived to prevent them, making objective and independent judgements. Any interests or relationships that could be perceived to compromise independence are reviewed on a case by case basis.

This year, the Board was made up of two Executive Directors and three Non-Executive Directors. Each of the Non-Executive Directors is an Independent Director. Roger Davis is the Chair of the Board and is an Independent Non- Executive Director.

All directors are expected to meticulously disclose any relevant / material personal or family contract or relationship. Directors must also meet the requirements of our own policies and the Corporations Act 2001 (Cth) (“Corporations Act”) as to when they can and cannot participate and vote around matters in which they may have an interest.

The Board assesses on an annual basis, or more regularly if required, whether directors are independent, and each director is required to provide information to the Board in this regard.

Name	Date of appointment	Independent (Yes/No)
Roger Davis Chair, Non-Executive Director	7 June 2018	Yes
Sue Palmer Non-Executive Director	10 November 2015	Yes
Michael Gorman Non-Executive Director	10 November 2016	Yes
David Harrison Managing Director and Group CEO, Executive Director	1 March 2010	No
Ben Ellis Director, and CEO Retail	17 January 2022	No

Please refer to the Directors’ Report for further details on the directors, for example background, qualifications, expertise and period of service.

Non-Executive Directors of the Board meet regularly without management present, in order to consider matters independently.

The Chair of the Board

ASX Recommendation 2.5

The Chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Chair is responsible for leadership of the Board and for the efficient organisation and conduct of the Board. Their role is to contribute to a culture of openness and constructive challenge that allows for diversity of views to be considered by the Board and to ensure all directors contribute in an effective and respectful manner.

The current Chair is Roger Davis, an Independent Non-Executive Director.

Induction program for Directors

ASX Recommendation 2.6

A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

Charter Hall supports its directors, including CHRML directors, by offering:

- an induction program for new directors;
- annual performance self-assessment of the Board, ARCC, and individual directors; and
- access for directors to continuing professional development, including Board briefings on material developments in law, regulation, accounting standards etc.

Principle 3

Instil a culture of acting lawfully, ethically and responsibly

Values and purpose

ASX Recommendation 3.1
A listed entity should articulate and disclose its values.

As part of the Charter Hall Group, the Board endorses the overarching Charter Hall purpose and values.

Charter Hall’s purpose is to create better futures by bringing aspirations to life. This is underpinned by its values, which guide what Charter Hall believes in and how it behaves. They sit at the heart of Charter Hall’s culture and drive its reputation:



Active Partnership
we believe that if everyone benefits, we benefit.



Inventive Spirit
we create with purpose and discipline.



Genuine Insight
we use expertise to unlock resilient growth.



Powered by Drive
we put our passion into action.

The Charter Hall purpose and values are applied to interactions with all customers and stakeholders.

Investors: We have an unwavering commitment to our fiduciary duties, always thinking deeply about the widest repercussions of our decisions on institution, individuals and their futures.

Tenants: We take a partnership approach to proactively provide spaces and inventive solutions that anticipate evolving needs and business growth.

Communities: We embody a philosophy of sharing success to contribute to thriving local communities.

Our people: We create an environment where people flourish and grow in line with their aspirations.

Charter Hall also measures how effectively it engages with customers and conduct annual customer surveys, using these insights to develop actionable improvements. More information on how we engage with our stakeholders can be found in our annual Sustainability Report at www.charterhall.com.au/sustainability.

Charter Hall believes that everyone in the organisation is responsible for bringing the purpose to life and portraying its values. The Board monitors the performance of the REIT against its strategy and how Senior Executives deliver on that strategy against the backdrop of Charter Hall’s overarching purpose and values. The Board also expect Senior Executives to lead by example and set the tone from the top.

Code of Conduct

ASX Recommendation 3.2
A listed entity should:

- a. have and disclose a code of conduct for its directors, senior executives and employees; and
- b. ensure that the board or a committee of the board is informed of any material breaches of that code.

Charter Hall has Codes of Conduct for employees and directors that are periodically reviewed and endorsed by our Board. The Codes ensure that those who provide services to the REIT conduct its business honestly and in accordance with ethical values and practices.

The Code for Charter Hall employees sets out how its employees are to deal with each other, investors, customers, regulatory bodies and the financial and wider community. In addition to the Codes of Conduct, Charter Hall also has various policies that deal specifically with each person’s responsibilities and accountabilities around reporting and investigating unethical behaviour, for example Anti-Bribery, Fraud and Corruption, Risk Management Policy and Whistleblower Policy. Copies of these policies and Codes are on our website under the ‘Corporate Governance’ section.

Charter Hall employees regularly receive training on matters pertaining to ethical behaviour in the workplace. Topics covered during the year ending 30 June 2023 included key aspects of the Groups’ governance policies, such as the Code of Conduct for employees, as well as Financial Crimes, Whistleblowing and Modern Slavery. Any material breaches of the Codes or governance policies are reported to the Board.

ASX Recommendation 3.3

- A listed entity should:**
- a. have and disclose a whistle-blower policy; and
 - b. ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

ASX Recommendation 3.4

- A listed entity should:**
- a. have and disclose an anti-bribery and corruption policy; and
 - b. ensure that the board or a committee of the board is informed of any material breaches of that policy.

Openness and relationships based on trust are very important to the Board. As a Board we are committed to a culture in which everyone is responsible and accountable for their actions and where anyone can raise matters that concern them. Charter Hall also values employees as a source of information about whether everyone at Charter Hall are living up to its values, and therefore Charter Hall employees are encouraged to speak up about any unlawful, unethical or irresponsible behaviour in Charter Hall.

Our Board has endorsed the Charter Hall Whistleblower and Anti Bribery, Fraud and Corruption Policies. Copies of these policies can be found on our website under the ‘Corporate Governance’ section.

Principle 4

Safeguard integrity of corporate reports

Audit Committee

ASX Recommendation 4.1

The board of a listed entity should:

- a. have an audit committee which:
 - 1. has at least three members, all of whom are Non-Executive Directors and a majority of whom are independent directors; and
 - 2. is chaired by an independent director, who is not the chair of the board, and disclose:
 - 3. the charter of the committee;
 - 4. the relevant qualifications and experience of the members of the committee; and
 - 5. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Audit, Risk and Compliance Committee (“ARCC”) oversees the quality and integrity of our accounting, audit, financial and risk management practices. It is made up of independent directors, and is chaired by an independent director, who is not the Chair of the Board.

The ARCC Charter sets out the Committee’s role, responsibilities, composition, structure and membership requirements. Those responsibilities, in summary, are to:

- review the internal control and compliance systems of the REIT;
- monitor the integrity of the financial statements of the REIT;
- consider significant financial reporting issues and judgements made in connection with the REIT’s financial statements;
- review and inform the Board on matters relating to the Auditor;
- consider sustainability issues and initiatives, including sustainability reporting for recommendation to the Board for approval;
- monitor compliance by the REIT with legal and regulatory requirements; and
- assess at regular intervals whether the REIT’s internal financial control systems and risk management framework are adequate.

See ‘Board Committees’ earlier in this Statement for details of ARCC members. There are details of the Committee’s meetings this year, and who attended, in the Directors’ Report.

The Board believes that the current members of the ARCC collectively have an appropriate level of financial and property industry expertise to discharge their responsibilities.

CEO and CFO declaration

ASX Recommendation 4.2

The board of a listed entity should, before it approves the entity’s financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained, and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

In accordance with section 295A of the Corporations Act, the Retail CEO and Deputy Fund Manager / Head of Retail Finance have declared that the REIT’s consolidated financial statements are based on sound risk management and internal control processes and that everything is operating as it should to govern financial reporting risks. This declaration is supported by a review and sign-off process from Senior Managers on the key items that make up the financial risk management and control systems.

Periodic reporting

ASX Recommendation 4.3

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

Non-audited periodic corporate reports released to the market include the results presentations which accompany half year and full year financial reports and Directors Report.

Management adheres to verification protocols with regard to public disclosures for listed entities including (but not limited to):

- Internal annual review conducted of the disclosures contained in the Operating and Financial Review in the Directors Report considering any changes to the Corporations Act, ASIC regulatory guides, and peer disclosures, including consultation with in-house legal where appropriate;
- Directors Report contents reviewed and approved semi-annually through the ARCC, with Management attestations to the accuracy of its contents;
- Directors Report contents are prepared in disclosure management software, which has automated controls ensuring consistency of financials between the audited financials and the Directors Report;
- Half and Full Year Results presentations verified against the Audited Financial Statements, with this verification and compliance with RG230 formally attested-to by Management to the Board; and
- For all releases not subject to audit, financial information and statistics are verified by the relevant internal team, for example group finance, group planning, investment management or sustainability.

All reports released to the ASX are reviewed and approved by the Managing Director and Group CEO, the Board and Head of Listed Investor Relations, as well as the General Counsel as appropriate. As part of this process, all Directors get an opportunity to provide input on the language, with a view to the report being balanced, and providing appropriate information in order for investors to be well informed.

Principle 5

Make timely and balanced disclosure

Continuous disclosure

- ASX Recommendation 5.1**
A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the Listing Rule 3.1.
- ASX Recommendation 5.2**
A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.
- ASX Recommendation 5.3**
A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The REIT strives to provide timely, open and accurate information to all stakeholders, including Securityholders, regulators and the wider investment community.

To achieve a balanced approach to disclosure, the Board has adopted a Continuous Disclosure and Communications Policy designed to ensure compliance with ASX Listing Rules and Australian law. Charter Hall Management also established a Continuous Disclosure Committee, to assist the Board as required, to review any relevant matters and to determine whether disclosure is required, and then to make appropriate recommendations to the Board.

The Policy sets out various procedures, including dealing with potentially price-sensitive information.

Our Company Secretary is our ASX liaison person and disseminates all material market announcements to the Board upon its release to the ASX. Our Company Secretary also ensures that where any new and substantive investor or analyst presentations are being made, that they are released to the ASX prior to the presentation.

A copy of the Continuous Disclosure and Communications Policy is available under the 'Corporate Governance' section on our website.

Principle 6

Respect the rights of securityholders

Provide information to investors

- ASX Recommendation 6.1**
A listed entity should provide information about itself and its governance to investors via its website.
- ASX Recommendation 6.2**
A listed entity should have an investor relations program that facilitates effective two-way communication with investors.
- ASX Recommendation 6.3**
A listed entity should disclose how it facilitates and encourages participation at meetings of securityholders.
- ASX Recommendation 6.4**
A listed entity should ensure all substantive resolutions at a meeting of securityholders are decided by a poll rather than by a show of hands.
- ASX Recommendation 6.5**
A listed entity should give securityholders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The REIT provides information to Securityholders, including:

- the right for Securityholders to receive an annual report and updates which keep them informed of the REIT's performance and operations;
- placement under the 'News and Media' section of our website of market-sensitive information in the form of ASX announcements, presentations to investor roadshows that are required to be lodged with the ASX, media releases or webcasts; and
- placement under the 'Investor Centre' section of our website of distribution and tax information, unit price performance, financial results information including the results webcast, investor presentations, past and current reports to Securityholders and past Securityholder meeting information.

All resolutions put to Securityholders for consideration are decided by way of a poll, rather than by a show of hands. Securityholders are encouraged, where possible, to attend our Annual Securityholder Meeting in person, where Securityholders can ask questions or raise matters to the Board and Senior Executives. For those Securityholders who cannot attend the Annual Securityholder Meeting, they can submit questions to the Chair in advance of the meeting, which will be addressed during the course of the meeting.

The REIT's Investor Relations team provides a structured Investor Relations program to communicate relevant matters to investors effectively, concisely and clearly. A dedicated website, www.charterhall.com.au, also gives Securityholders access to current and historic information around their current or potential investment in our REIT.

Securityholders can choose to communicate with us and our registry provider electronically.

As well as the investor website, we also offer:

- Annual and Half Year results presentations and financial reports which include detailed information on the REIT's business activities and performance;
- a live webcast of our annual and half-year results presentations, with webcasts also available for review via our website;
- an annual Charter Hall Sustainability Report that provides an overview of the key objectives and performance around important sustainability matters;
- an Annual Securityholder Meeting where Securityholders can meet members of the Board and Senior Management; and
- engagement, communication and dialogue with major Securityholders by the Independent Non-Executive Board Directors, via the Chair, separately from Senior Management.

Consulting firms are also engaged to provide independent specialist market feedback through surveying our major Securityholders and seeking their opinions on our business activities, performance, the effectiveness of our communications and investor relations program and also general opinions on the REIT and our team overall.

Principle 7

Recognise and manage risk

Risk Committee

ASX Recommendation 7.1

The board of a listed entity should:

- a. have a risk committee or committees to oversee risk, each of which:
 - 1. has at least three members, a majority of whom are independent directors; and
 - 2. is chaired by an independent director; and disclose:
 - 3. the charter of the committee;
 - 4. the members of the committee; and
 - 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have a risk committee or committees that satisfy (a), disclose that fact and the processes it employs for overseeing the entity's risk management framework.

ASX Recommendation 7.2

The board or a committee of the board should:

- a. review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and
- b. disclose, in relation to each reporting period, whether such a review has taken place.

Charter Hall Management has implemented a risk management framework under the oversight of the ARCC (see also earlier sections in relation to the ARCC) and the Board. A summary of the ARCC's responsibilities in relation to risk management include:

- regularly reviewing the Enterprise Risk Management Framework ("Framework") including the REIT's Risk Appetite Statement, for recommendation to the Board;
- reviewing, at least annually, the REIT's Strategic Risk Register where the REIT's key strategic and operational risks mitigating controls are recorded;
- monitoring Management's performance against the Risk Appetite Statement;
- reviewing the allocation of key risks to the relevant Board or Management committee for approval by the Board; and
- reviewing compliance with the Framework and receive reports from Management in relation to the adequacy of the Framework.

The ARCC has undertaken a review of the Framework, including Risk Appetite Statement, and the REIT's compliance in this regard during the year.

The key components of the Framework include:

- Risk workshops – where managers identify risks and mitigating controls within their business unit or sectors;
- Policies and procedures – which provide direction on minimum acceptable standards of business practice;
- Compliance certifications and attestations – where employees provide ongoing attestations regarding the identification of risks and the robustness of controls;
- Timely breach and incident reporting – highlights areas of heightened risk and future focus for Risk and Compliance;
- Internal audit – where Charter Hall's key controls and processes are subject to independent validation;

- Training programs – where employees receive targeted risk and compliance training appropriate to their roles and responsibilities;
- Stress and scenario testing – where key business assumptions are tested; and
- Independent review – where the Framework is assessed by an independent party to confirm its effectiveness.

Managing conflicts

The Board has endorsed the Charter Hall Conflicts of Interest Policy (“COI Policy”) for managing conflicts that arise in the course of the REIT’s business so that the interests of our investor and tenant customers are protected.

The COI Policy provides a transparent framework for managing conflicts of interest to enable compliance with:

- our legal and regulatory obligations;
- operate within the Board’s stated risk appetite in relation to conflicts of interest and related party transactions; and
- provide / receive services that are not compromised or diminished by conflicts of interest.

The Charter Hall Related Party Transaction Policy (“RPT Policy”), as endorsed by the Board, provide guidance on the Management of related party transactions between Charter Hall-managed vehicles and their related parties and requires that:

- related party transactions are identified and conducted on arm’s length terms;
- related party transactions are tested by reference to whether they meet market standards; and
- decisions about transactions between the REIT and other Charter Hall-managed vehicles or its affiliates, are made by independent members of the Board.

The REIT has also established protocols for the Board in identifying and managing conflicts, including:

- Board members must declare their interests as required under the Corporations Act, ASX Listing Rules and other general law requirements;
- Board members with a material personal interest in a matter are not to be present at a Board meeting during the consideration of the matter and subsequent vote unless the Board (excluding the relevant Board member) decides otherwise; and
- Board members with a conflict not involving a material personal interest may be required to absent themselves from the relevant deliberations of the Board.

These Policies are available to view under the ‘Corporate Governance’ section of our website.

Charter Hall also has a conflicts protocols for dealing with competing acquisitions and divestments as well as leasing transactions. Such transactions may arise because Charter Hall is also the manager of other listed and unlisted vehicles, and the REIT may transact with them from time to time, or share employees or information with other Charter Hall companies or managed vehicles.

Internal audit

ASX Recommendation 7.3

A listed entity should disclose:

- c. if it has an internal audit function, how the function is structured and what role it performs; or
- d. if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

The Board places considerable importance on those Charter Hall employees or entities providing services to the REIT maintaining a strong control environment through an organisation structure with clearly documented lines of accountability and authority. Charter Hall has outsourced the internal audit function to an appropriately qualified third party to provide an independent appraisal function for Management and the ARCC, based on systematic review and evaluation of the risk management and internal control processes of Charter Hall. The role and responsibilities of the internal auditor is documented in the Charter Hall Internal Audit Charter.

Sustainability

ASX Recommendation 7.4

A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

The REIT is committed to playing its role as part of the Charter Hall Group in achieving a sustainable future.

Charter Hall is committed to creating a sustainable future for our people, customers, and communities by driving value and mutual success. We recognise sustainability is more than protecting the natural environment; it is about responding to the needs of our customers, achieving our long-term commercial goals and working in active partnership with our stakeholders to improve environmental, economic and social outcomes to support strong and resilient communities.

The Board has adopted a Sustainability Policy which outlines Charter Hall’s process and framework for our practices, management, and reporting on sustainability. This Policy applies to all Group entities including any entities in which we hold a majority interest. Our business partners and suppliers are encouraged to also uphold the commitments within this Policy. In its capacity as Fund Manager, Charter Hall acknowledges it has a duty to act in the interest of its investment partners. In this fiduciary role, we believe that the integration of environmental, social and governance (ESG) creates long term value for our assets, funds and portfolios. We implement our Group wide Sustainability Framework to ensure we focus our efforts on what is most material to our business.

Principle 8

Remunerate fairly and responsibly

Remuneration Committee

ASX Recommendation 8.1

The board of a listed entity should:

- a. have a remuneration committee which:
 - 1. has at least three members, a majority of whom are independent directors; and
 - 2. is chaired by an Independent Director; and disclose:
 - 3. the charter of the committee;
 - 4. the members of the committee; and
 - 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

ASX Recommendation 8.2

A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other Senior Executives.

Whilst the ASX Corporate Governance Principles recommend the establishment of a remuneration committee, this Board does not consider it necessary or appropriate as the REIT does not employ staff directly.

The Charter Hall Remuneration and Human Resources Committee helps oversee the Group’s human resources strategies and remuneration framework.

This Charter Hall Committee is responsible for reviewing and making recommendations to the Charter Hall Board in respect of remuneration and incentive frameworks; short- and long-term incentive plans; diversity and inclusion objectives; talent management and succession planning; and people strategies and policies.

The Executive Directors of CHRML, and Senior Managers of Charter Hall that have responsibility for the business activities of the REIT, are not paid by CHRML or the REIT. They are remunerated by Charter Hall.

The REIT pays fees to CHRML for carrying out its responsible entity duties for the REIT (which includes ‘Manager’ fees as defined under the REIT’s Constitution). These fees are described further in a separate section ‘REIT’s Management Arrangements’ which you can find in our ‘Corporate Governance’ Section of our website.

Whilst the REIT’s Management is comprised of Charter Hall employees, there is a strong alignment of interest between those employees and the REIT’s investors. This is evidenced by Charter Hall’s remuneration system which ensures that a significant amount of remuneration is at risk and solely dependent on performance.

Fees of the Non-Executive Directors of CHRML are paid by the REIT.

Non-Executive Directors of CHRML are not entitled to Charter Hall options or securities or to retirement benefits as part of their appointment.

ASX Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

- a. have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- b. disclose that policy or a summary of it.

The Charter Hall Securities Trading Policy regulates how directors, Senior Executives and employees involved in the management of the REIT can deal in CQR securities. The Policy specifies when personal trading is permitted, the restrictions that apply to directors, Senior Executives and employees, and the procedures for obtaining prior clearance for trading during a trading window. Non-Executive Directors are encouraged to hold securities in CQR.

Charter Hall also monitors employee compliance with this Policy as part of its Risk Management Framework. The Securities Trading Policy is available under the ‘Corporate Governance’ section of our website.

Additional recommendations that apply only in certain cases

ASX Recommendation 9.1

A listed entity with a director who does not speak the language in which the board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.

This recommendation does not apply to the REIT.

ASX Recommendation 9.2

A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable time and place.

This recommendation does not apply to the REIT.

ASX Recommendation 9.3

A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

External auditor

The Board has appointed PricewaterhouseCoopers (PwC) as the REIT’s Auditor and expect them to carry out their responsibilities in accordance with Australian law and audit firm policy with respect to partner rotation.

In order to ensure the independence of the Auditor, the Board has endorsed the Charter Hall Auditor Independence Policy requiring that:

- the Auditor remain independent from the REIT;
- the Auditor monitor its independence and report to the Board every six months on its continuing independence;
- non-audit assignments undertaken by the Auditor are in accordance with the Policy; and
- all non-audit assignments undertaken by the Auditor are reported to the ARCC.

The Auditor attends the REIT’s Annual Securityholder Meeting and is available to answer Securityholder questions on the conduct of the audit, and the preparation and content of the Auditor’s Report.

The Charter Hall Auditor Independence Policy is available under the ‘Corporate Governance’ section on our website.

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