



Audit and Risk Committee Charter

GARDA Capital Limited (ACN 095 039 366) ("**Company**") and its related bodies corporate ("**GARDA Capital Group**") and any managed investment scheme operated or managed by the GARDA Capital Group ("**Funds**") including, but not limited to:

- (a) GARDA Diversified Property Fund (ARSN 104 391 273) (**GDF**);
and
- (b) GARDA Capital Trust (ARSN 150 164 720) (**GCT**).

Adopted by the board of directors of the Company ("**Board**")

Dated 20 May 2015 (and incorporating all amendments approved by the Board as at 9 June 2016)

Audit and Risk Committee charter

Contents

1	Background	1
2	Purpose and authority	1
2.1	Purpose	1
2.2	Authority	1
3	Role of the Committee	1
4	Audit and risk responsibilities	2
4.1	External reporting	2
4.2	External audit	3
4.3	Internal audit	4
4.4	Internal control and risk management	4
4.5	Related party transactions	6
5	Membership	6
5.1	Composition and size	6
5.2	Chairperson	6
5.3	Technical expertise	6
5.4	Skills development	6
5.5	Commitment of Committee members	6
5.6	Secretary	6
6	Committee meetings and processes	7
6.1	Meetings	7
6.2	Frequency and calling of meetings	7
6.3	Quorum	7
6.4	Attendance by management and advisors	7
6.5	Notice, agenda and documents	7
6.6	Access to information and advisors	7
6.7	Minutes	8
7	Committee's performance evaluation	8
8	Review and publication of charter	8

Audit and Risk Committee Charter

1 Background

The GARDA Capital Group operates an integrated real estate and funds management business. The Company is the ultimate holding company of the GARDA Capital Group.

The Company, and other members of the GARDA Capital Group may, from time to time, act as the responsible entity of one or more Funds.

Unless the context requires otherwise, this charter applies to the Company and each member of GARDA Capital Group, both in their personal capacity and (if applicable) in their capacity as responsible entity of a Fund. For the avoidance of doubt:

- a. any reference to 'GARDA Capital Group' will include a reference to a Fund, if the case requires;
- b. any reference to 'Securities' means the securities of any member of the GARDA Capital Group or of a Fund; and
- c. this charter shall cease to apply to a particular Fund if the GARDA Capital Group ceases to be the manager or operator of that Fund.

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.

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 the GARDA Capital Group's and each Fund's external financial reporting and financial statements;
- (b) the appointment, remuneration, independence and competence of the GARDA Capital Group's external auditors;
- (c) the performance of the internal and external audit functions and review of their audits;
- (d) the effectiveness of the GARDA Capital Group's system of risk management and internal controls; and

- (e) the GARDA Capital Group'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 the GARDA Capital Group or of any Fund.

4 Audit and risk responsibilities

4.1 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 the GARDA Capital Group's and each Fund's reporting processes;
- (e) reviewing management's processes for ensuring and monitoring compliance with laws, regulations and other requirements relating to the preparation of accounts and external reporting by the GARDA Capital Group and by each Fund of financial and non-financial information;
- (f) 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 the GARDA Capital Group and of the Funds;
- (g) reviewing material documents and reports prepared for lodgement with regulators, assessing their impact on the GARDA Capital Group and on each Fund, and making recommendations to the Board on their approval or amendment;
- (h) ensuring that a comprehensive process is established to capture issues for the purpose of continuous disclosure to ASX;
- (i) 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 Financial Officer ("**CFO**") 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 (Third Edition);
- (j) reviewing the completeness and accuracy of the GARDA Capital Group's main corporate governance practices as required by the ASX Listing Rules;

- (k) assessing information from internal and external auditors that affects the quality of financial reports;
- (l) 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 the GARDA Capital Group and by the Funds;
- (m) assessing solvency and the going concern assumption;
- (n) assessing the management of non-financial information in documents to ensure that conflicts with financial statements and other documents do not occur; and
- (o) recommending to the Board whether the financial and non-financial statements should be signed based on the Committee's assessment of them.

4.2 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 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 the GARDA Capital Group, 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 the GARDA Capital Group'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.

4.3 Internal audit

The Committee is responsible for:

- (a) 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 performance, effectiveness and objectivity 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.

4.4 Internal control and risk management

The Committee is responsible for:

- (a) preparing a risk profile which describes the material risks facing the GARDA Capital Group and each Fund, including financial and non-financial matters;

- (b) regularly reviewing and updating the risk profile;
- (c) ensuring that the GARDA Capital Group has an effective risk management system and reviewing the risk management system at least annually to ensure that it continues to be sound, to determine whether there have been any changes in the material business risks the GARDA Capital Group faces and to ensure those risks remain within 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, environmental and social sustainability 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 the GARDA Capital Group's and each Fund'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 the GARDA Capital Group's and each Fund's prospects for future financial years, for inclusion in the operating and financial review section of the directors report.

4.5 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 will consist of:

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

The GARDA Capital Group 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 must be a non-executive 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 the GARDA Capital Group 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 the GARDA Capital Group 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.

At the first Committee meeting after their appointment and when the Board reviews Committee membership, each Committee member must confirm that they are able to devote sufficient time and attention to the Committee for the coming year.

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

2 directors constitute a quorum for meetings of the Committee.

6.4 Attendance by management and advisors

The MD and CFO 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 such 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 the GARDA Capital Group and of each Fund;
- (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 the GARDA Capital Group.

The performance evaluation will have regard to the extent to which the GARDA Capital Group 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 annually to ensure it remains relevant to the current needs of the GARDA Capital Group and the Funds. The charter may be amended by resolution of the Board.

The charter is available on the GARDA Capital Group's website and the key features are published in the annual report.