



Board 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 21 August 201)

Board Charter

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Board Charter

1 Background

The GARDA Capital Group operates as 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 of this Charter

The Board is ultimately responsible for the good governance of the GARDA Capital Group.

The purpose of this Charter is to specify how the GARDA Capital Group is governed so as to promote confidence in the GARDA Capital Group and to seek to protect the interests of each of their Security holders.

This Charter sets out the roles and responsibilities of the Board and management, which responsibilities are delegated to committees of the Board or to management, as well as guidance relating to the membership and the operation of the Board.

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

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 for the GARDA Capital Group. The Board derives its authority to act from the constitutions of the Company and each member of the GARDA Capital Group. The Board must pursue the objective that the activities of the GARDA Capital Group comply with their respective constitutions and with legal and regulatory requirements.

3.2 Responsibilities

The Board is responsible for:

- (a) providing leadership and setting the strategic objectives of the GARDA Capital Group;

- (b) overseeing management's implementation of the strategic objectives of the GARDA Capital Group and the performance of the GARDA Capital Group generally;
- (c) providing input into and final approval of management's development of corporate strategy and performance objectives;
- (d) overseeing the GARDA Capital Group, including its risk, control and accountability systems;
- (e) monitoring the GARDA Capital Group's risk management framework and setting the risk appetite within which the Board expects management to operate;
- (f) appointing the Chairperson and any deputy Chairperson and any independent director;
- (g) appointing, and if necessary replacing, the Managing Director (in an executive capacity) ("**MD**") and other senior executives as determined by the Board from time to time;
- (h) through the Chairperson, overseeing the role of the Company Secretary;
- (i) approving the appointment, and if necessary the replacement of, the Company Secretary;
- (j) ensuring compliance with the *Corporations Act 2001* (Cth) ("**Corporations Act**"), the ASX Listing Rules, and applicable laws and binding agreements relating to the management of the GARDA Capital Group;
- (k) ensuring the Funds are operated in accordance with the Corporations Act and their respective constitutions;
- (l) actively promoting ethical and responsible decision-making, including establishing, maintaining and monitoring compliance with appropriate codes of conduct and other significant policies;
- (m) approving operating budgets and major capital expenditure;
- (n) approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures;
- (o) monitoring the integrity of the accounting and corporate reporting systems of the GARDA Capital Group (including the external audit);
- (p) monitoring the process for making timely and balanced disclosure of all material information concerning the GARDA Capital Group and the Funds that a reasonable person would expect to have a material effect on the price or value of any Securities (as applicable);
- (q) approving, as applicable, the remuneration framework of the GARDA Capital Group; and
- (r) monitoring the effectiveness of governance practices.

4 Role and responsibilities of Chairperson and Company Secretary

4.1 Chairperson

The Chairperson should be an independent and non-executive director appointed by the Board. The Chairperson should not be the same person as the MD. The Chairperson 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, in particular strategic issues;
- (b) seeking to ensure that directors are briefed on Board matters and leading the Board in reviewing and discussing Board matters;
- (c) seeking to facilitate effective contribution by all directors and monitoring Board performance;
- (d) seeking to promote constructive and respectful relations between Board members and between the Board and management;
- (e) seeking to encourage independent directors to meet separately (e.g. annually) to consider, among other things, senior executive performance;
- (f) seeking to achieve the objective that membership of the Board is skilled and appropriate for the GARDA Capital Group needs;
- (g) monitoring the role of the Company Secretary; and
- (h) monitoring the implementation of policies and systems for Board performance review and renewal.

4.2 Company Secretary

The Company Secretary acts as secretary of the Board, attending meetings 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. In addition to responsibilities under the Corporations Act, the constitution of the Company, and matters specifically delegated, the Company Secretary acts as chief administrative officer and as a point of contact between the Board and management. The Company Secretary's responsibilities include:

- (a) monitoring that policies and procedures of the Board are followed;
- (b) organising Board and committee meetings, director attendance, draft notices of meetings and resolutions for approval, and coordinating the despatch of Board and committee meeting papers;
- (c) capturing the business of Board and committee meetings in the minutes, and circulating minutes from committee meetings to the Board;
- (d) helping to organise and facilitate the induction and professional development of directors so that they can develop and maintain the skills and knowledge needed to perform their role as directors effectively; and
- (e) seeking to ensure that the GARDA Capital Group and each Fund complies with the requirements under 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 responsibility to committees to consider certain issues in further detail and then report back to and advise the Board. The committees will apply to each member of the GARDA Capital Group.

Standing committees established by the Board will adopt charters setting out the authority, responsibilities, membership and operation of the committees. There are currently 2 standing committees:

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

The Company may establish other committees from time to time to consider other matters of special importance.

Directors are entitled to attend committee meetings and receive committee papers. Committees will maintain minutes of their meetings and are entitled 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 the day to day affairs of the GARDA Capital Group and the authority to control the affairs of the GARDA Capital Group in relation to all matters other than those reserved to the Board and its committees under their charters or under specific limitation or guidance from the Board.

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

- (a) implementing the strategic objectives of, and operating within the risk appetite set by, the Board and for all other aspects of the day-to-day running of the GARDA Capital Group and the Funds; and
- (b) providing the Board with information to enable the Board to perform its responsibilities.

From time to time the Board may review the division of functions between the Board and management so that it continues to be appropriate to the needs of the GARDA Capital Group.

6 Membership

6.1 Composition and size

The Board should consist of a majority of non-executive directors. The GARDA Capital Group will disclose the names of the directors considered by the Board to be independent directors. The Chairperson of the Board will be elected annually by the directors and should be an independent non-executive director.

The directors will determine the size of the Board, subject to the Company's constitution and applicable law, including the rules concerning board limits under the Corporations Act. The Company's constitution provides that there can be no less than 3 directors. The number of directors and the composition of the Board must at all times be appropriate for the GARDA Capital Group to achieve efficient

decision making and adequately discharge its responsibilities and duties. Each company within the GARDA Capital Group will have the same Board as the Company.

6.2 Board skills matrix

The GARDA Capital Group seeks to have directors with an appropriate range of skills, knowledge, experience, independence and diversity, and an understanding of, and competence to deal with, current and emerging issues of the business of the GARDA Capital Group. It will have a Board skills matrix setting out the skills and diversity that the Board has or is looking for in order to identify any gaps in skills that the Board seeks. The GARDA Capital Group's succession plans are designed to maintain an appropriate balance of skills, knowledge, experience, independence and diversity on the Board.

6.3 Appointment and re-election of directors

The process of selection and appointment of new directors to the Board is that when a vacancy arises, the Nomination and Remuneration Committee identifies candidates with appropriate skills, knowledge, experience, independence and expertise. Candidates with the skills, knowledge, experience, independence and expertise that best complement the Board's effectiveness will be recommended to the Board. When the Board considers that a suitable candidate has been found, that person may be appointed by the Board to fill a casual vacancy in accordance with the Company's constitution, but must stand for election by Security holders 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 the GARDA Capital Group's expectations set out in a service contract. Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.

Directors must retire from office in accordance with the Company's constitution. Retiring directors may be eligible for re-election. Before each annual general meeting, the Chairperson of the Board will assess the performance of any director standing for re-election and the Board will determine their recommendation to Security holders on the re-election of the director (in the absence of the director involved). The Board (excluding the Chairperson) will conduct the review of the Chairperson.

The GARDA Capital Group must disclose the length of service of each director.

6.4 Independence

All directors - whether independent or not - should bring an independent judgement to bear on all Board decisions.

A director is considered an independent director if he or she is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the GARDA Capital Group and its Security holders.

A director who:

- (a) is, or has been, employed in an executive capacity by the GARDA Capital Group or any group member and there has not been a period of at least 3 years between ceasing that employment and serving on the Board;

- (b) is, or has within the last 3 years been, a partner, director or senior employee of a provider of material professional services to the GARDA Capital Group or any group member;
- (c) is, or has been within the last 3 years, in a material business relationship (e.g. as a supplier or customer) with the GARDA Capital Group or any group member, or an officer of, or otherwise associated with, someone with such a relationship;
- (d) is a substantial Security holder of the GARDA Capital Group, or an officer of, or otherwise associated with, a substantial Security holder of the GARDA Capital Group;
- (e) has a material contractual relationship with the GARDA Capital Group or another group member other than as a director;
- (f) has close family ties with any person who falls within any of the categories described above; or
- (g) has been a director of the GARDA Capital Group for such a period that his or her independence may have been compromised,

will not be independent, unless the Board is satisfied on reasonable grounds that the director is independent despite the existence of 1 or more of these circumstances. In each case, the materiality of the interest, position, association or relationship needs to be assessed 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 GARDA Capital Group, the Funds and each of their Security holders generally.

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 of the GARDA Capital Group. Directors must:

- (a) discharge their duties in good faith and in the best interests of the GARDA Capital Group and for a proper purpose;
- (b) 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;
- (c) 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);

- (d) not make improper use of information gained through their position as a director;
- (e) not take improper advantage of their position as a director;
- (f) make reasonable enquiries if relying on information or advice provided by others;
- (g) undertake any necessary inquiries in respect of delegates;
- (h) give the GARDA Capital Group or ASX Limited all the information required by the Corporations Act;
- (i) not allow the GARDA Capital Group to engage in insolvent trading; and
- (j) 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 amongst the directors. Individual directors must utilise their particular skills, experience and knowledge when discussing matters at Board meetings.

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 consider the sufficiency of the contents of the board papers that they have been provided for consideration. The Board should assess the information that it receives and the timing of its distribution to ensure the Board has sufficient time to examine the material provided to it for approval.

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

Following consultation with the Chairperson, directors may seek independent professional advice at the expense of the GARDA Capital Group or, if permitted by the constitution of the Fund, the Fund. Generally this advice will be available to all directors if the Chairperson considers the advice relevant for them to discharge their responsibilities as directors.

The Board has unrestricted access to the General Counsel on any matter. The General Counsel has a standing invitation to all Board meetings.

7.3 Access to management

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

8 Board's performance evaluation

The Board recognises the importance of regular reviews of its effectiveness and performance. Periodically the Board will review and evaluate:

- (a) its own performance, including against the requirements of this Charter;
- (b) the performance of its committees;
- (c) the performance of individual directors; and
- (d) the performance of its senior executives,

against both measurable and qualitative indicators. The GARDA Capital Group 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 Board Charter and the division of functions and responsibilities in the GARDA Capital Group to determine its appropriateness to the needs of the GARDA Capital Group and the Funds from time to time. 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 may be published in the annual report or a link to the governance section of the website provided.