Investment Committee Charter

1. PURPOSE OF CHARTER

This Charter sets out the authority, role, responsibilities, composition, and operation of the Investment Committee (**Committee**) of United Super Pty Ltd, in its capacity as trustee (**Trustee**) for the Cbus Superannuation Fund (**Fund**).

The Committee is a committee of the Board of Directors of the Trustee (**Board**).

2. AUTHORITY

The Committee is appointed and authorised by each of:

- the Fund's constitution;
- the Board Charter;
- any Board delegations, resolutions and approvals granted to it from time to time.

The Committee is appointed to assist the Board to fulfil the Trustee's statutory, fiduciary, governance, and regulatory responsibilities.

3. COMPOSITION

The Board determines the Committee's composition which includes at least six (6) directors. The Board Chair may attend as a non-voting observer.

A representative of each of the Cbus Property Pty Ltd board and Australian Council of Trade Unions (ACTU) attends as a non-voting observer.

Equal employer and employee representation is applied as a guiding principle to the composition of the Committee, in alignment with any requirements under the Committee's skills matrix.

The Chair of the Committee must not be the Chair of the Board. The Chair is appointed by the Board. Should the Committee Chair be absent, unwilling, or unable to act for all or part of a meeting, the Committee members present will elect one of their number in attendance to chair the meeting.

The Board must ensure that collectively, the Committee has the skills and experience necessary to carry out the functions of the Committee effectively and prudently.

4. ROLES AND RESPONSIBILITIES

The overall role of the Committee is to assist the Board in its implementation of the Fund's Investment Governance Framework, (the **Framework**)[1] including developing, selecting, managing, and monitoring the Fund's investments and investment strategies.

5. SCOPE OF AUTHORITY

The Committee may, within the scope of its authority:

a. perform activities and make recommendations to the Board consistent with this Charter;
b. engage independent counsel and other advisors as it considers necessary to carry out its duties; and
c. require the attendance of and access to management, employees, and information necessary for the performance of its functions.

[1] APRA Prudential Standard SPS 530 Investment Governance.

The Committee is required to ensure that all decisions must comply with the Fund's Framework, as determined by the Board, and outlined in the Framework Policy.

If a decision, which has the Committee's support, is inconsistent with the Framework that decision must be referred to the Board.

Other than the matters where the Committee makes recommendations to the Board, the Committee has the decision-making authority and responsibility to manage the Fund's investments in accordance with the following specific authorisations, subject to the Framework and any other investment policies.

5.1 Specific Authority

The specific authority of the Committee is set out below. The Committee can further delegate these authorities, or the resulting implementation to the Chief Investment Officer or Chief Operating Officer (except for Board and Investment Committee reserved authority). The Chief Investment Officer or Chief Operating Officer may further delegate these authorities, with any delegations and changes to delegations being appropriately documented.

The Committee has the following specific authority, subject to any sub-delegation, clarification or qualification set out in the Investment Delegations and the Investment Management Sub-Delegations, read together, and referred to as, the Investment Delegations.

5.2 Investment Governance Framework

The Committee makes recommendations to the Board on:

a. Material[2] changes to this Charter, the Framework Policy and investment policies which require Board approval;
b. Changes to Board and Investment Committee reserved authority; and
c. Selection, appointment, and removal, including any material changes to related agreements, of the Fund's custodian and asset consultant.

The Committee has authority and responsibility to:

a. Review the Fund's resources, including people, processes, structures, policies and systems which must be appropriate to the size, business mix and complexity of the Fund;
b. Ensure that an independent triennial comprehensive review of the Framework is conducted so that it remains effective having regard to the size, business mix and complexity of the Fund;
c. Oversee the investment related risks to ensure that exposure to these risks remains within the Trustee's risk appetite;
d. Approve non-material (1) changes to this Charter, the Framework Policy and investment policies which require Board approval (for material changes);
e. Approve the Fund's investment policies which require Committee approval but do not require Board approval; and
f. Monitor and review the relationship with and performance of the Fund's asset consultant and custodian.

5.3 Investment Objectives and Strategy

The Committee makes recommendations to the Board on:

a. Appropriate range of investment options offered to members;
b. The investment objectives for each investment option;
c. Return target for the MySuper investment option; and
d. Investment objectives and investment strategy for the operational risk financial requirement, general reserve account and group life account.

The Committee has authority and responsibility to:

a. Approve strategic asset allocations and ranges and material changes to target portfolios for each investment option (including but not limited to the foreign currency targets for each investment option);
b. Delegate to management the determination of dynamic asset allocation positions, target portfolios, foreign currency exposure targets and equity options exposures within constraints specified by the Committee;

[2] The definition of material and non-material changes is contained in the Cbus policy framework.

c. Approve the liquidity threshold within investment options;
d. Review stress and scenario testing conducted for each investment option;
e. Approve stewardship ownership (engagement and voting) guidelines;
f. Approve the asset class strategies, objectives, and risk budgets; and
g. Approve the investment parameters for direct investments.

5.4 Implementing Investment Strategy

The Committee makes recommendations to the Board on:

a. Cbus Property Pty Ltd business plan;
b. Investments and divestments in the Fund's strategic holdings; and
c. The appointment and removal of Cbus nominee directors on boards of external bodies (unless otherwise delegated to management).

The Committee has authority and responsibility to approve (unless otherwise delegated to management):

a. Investments and divestments for each asset class within the approved strategies (including but not limited to private and public markets illiquid assets and subject to any approved limits);
b. Investment related actions outside of approved strategies and processes;
c. Investment manager appointments and removals;
d. New strategies, processes and material changes to internally managed investments strategies or hybrid model of operation;
e. New and material changes to the securities lending program:
f. Internal Australian corporate opportunities strategy, investment guidelines and any investments outside the limits defined in the guidelines:
g. For Debt:
    a. Internal debt investment guidelines; and
    b. Individual investments under the direct debt, high yield direct debt, construction loans or non-discretionary debt mandates outside the limits defined in the debt investment guidelines.
h. The Fund's equities options and currency programmes;
i. Establishment of special purpose vehicles;
j. The amount of new capital to be committed to Cbus Property Pty Ltd; and
k. Approving significant changes to governing arrangements[3] of the Fund's strategic holdings and other decisions relating to the strategic holdings not reserved for the Board.

5.5 Liquidity Risk

The Committee makes recommendations to the Board on when to initiate the liquidity action plan.

5.6 Performance Monitoring

The Committee has authority and responsibility to monitor:

a. Performance of all investment managers, investment products, investment options, and all other assets of the Fund; and
b. Compliance with investment mandates.

5.7 Crediting Rates

The Committee makes recommendations to the Board on the policy and methodology to determine the crediting rates and Fund reserves.

5.8 Material Outsourced Arrangements

[3] Governing arrangements include governing documents for strategic partnerships such as constitutions and shareholders agreements related to the Fund's strategic holdings.

The Committee has authority and responsibility to approve material or major investment related outsourcing agreements (unless delegated to management).

5.9 Litigation

The Committee has authority and responsibility for considering participation in private action proceedings against investee companies (other than passive participation in class actions).

5.10 Climate Change

The Committee makes recommendations to the Board on approving climate change risk approach and strategy including, approving climate change position statement and the climate change roadmap.

5.11 Other

The Committee's role also encompasses:

a. On a regular basis, undertaking active and probing enquiry with management as to how the responsible investing fundamentals of the portfolio are developed and monitored with fund managers;
b. Making other investment recommendations to the Board as required; and
c. Other work as directed by the Board.

5.12 Implementation of Committee decisions

The Chief Operating Officer is responsible for the implementation of decisions relating to the Fund's operational matters (**Operational Decisions**) and monitoring implementation progress. The Chief Investment Officer is responsible for the implementation of all other investment decisions (excluding Operational Decisions) and monitoring implementation progress.

The Committee is responsible for monitoring the decisions of the Chief Investment Officer, the Chief Operating Officer and the investment team, including by receiving regular reporting at Committee meetings.

6. MEETINGS

The Committee will meet at least six (6) times per year. All Committee members are expected to attend each meeting.

The Chief Executive Officer, Chief Investment Officer, and Chief Operating Officer attend all meetings, unless unavailable or requested by the Committee Chair to be absent.

Service providers, asset consultants, specialist advisers, and other members of the investment team are invited to attend as required.

With consent of the Committee Chair, the Committee may meet without the presence of management at any time either prior to, or during, any meeting.

Committee members may participate in meetings by attending in person, or by means of telephone conference, closed circuit television or any other communication method deemed appropriate.

7. VOTING/QUORUM

A quorum of the Committee (including proxies) is two thirds of members (i.e., at least four (4) members). The Chair of the Committee will ensure that quorum is met prior to commencing the meeting.

Two-thirds majority of members (at least four (4) members) is required for all resolutions.

A Committee member may not accept appointment as a proxy at a meeting for more than one (1) Committee member. Proxy notifications must be confirmed in writing to the Committee Chair prior to the meeting and must specify any instructions or restrictions on any matter (if applicable).

Only Directors are voting members of the Committee. The Committee observers and Directors who are not Committee members are invited to attend meetings, but they do not have decision making responsibilities and do not have a right to vote.

8. CONFLICTS OF INTEREST

All attendees must have the ability to recognise and disclose actual, perceived, and potential material conflicts and ensure they are appropriately managed or avoided to ensure that priority is given to interests of the Fund's beneficiaries.

Where there is a conflict, the Committee must give priority to the duties to and interests of the beneficiaries of the Fund over the duties to and interests of other persons and ensure that the duties to the beneficiaries are met despite the conflict and that the interests of the beneficiaries are not adversely affected by the conflict.

Conflict procedures are included as a standard Committee agenda item for every meeting. The Committee Chair reminds attendees at the beginning of every meeting of their obligation to disclose any conflict or potential conflict with regard to any agenda item for consideration at that meeting.

Any identified conflicts are recorded as well as the action taken to avoid or manage the conflict in accordance with the Trustee's conflict management policy. Where a recorded conflict could reasonably be foreseen to impact an agenda item, the Committee member(s) affected may not receive the papers for that agenda item.

9. COMMITTEE MEMBER ACCESS

The members of the Committee have free and unfettered access to the Chief Executive Officer (**CEO**) and executive management of the Fund, internal and external auditors.

Members of the Committee must also be available to meet with the Australian Prudential Regulatory Authority (**APRA**) on request.

10. AUDITOR ACCESS

The external and internal auditor/s has unfettered access to the Committee or its Chair at any time.

The Committee must ensure the external and internal auditor has access to all data, information, reports, and staff in respect of the Trustee's business operations that the auditor reasonably believes necessary to fulfil his or her role and responsibilities under the relevant requirements.

11. COMMITTEE ADMINISTRATION

The Chief Investment Officer is responsible for:

a. the preparation of Committee minutes; and
b. the collation and distribution of Committee papers to members.

The Chief Investment Officer may delegate certain governance and administration functions and responsibilities to management.

Papers are distributed to all Committee members and requisite parties generally no later than one (1) week prior to each meeting.

The Committee Chair will approve each meeting's agenda.

The minutes of each Committee meeting are distributed to the Committee Chair for review within a reasonable time. The minutes are thereafter approved (and signed by the Committee Chair) at the next meeting of the Committee.

12. REPORTING

The minutes of all Committee meetings are made available to the Board. The Chair of the Committee will provide a report to the Board on material matters discussed at the Committee.

The Chief Investment Officer provides a report to the Committee on the Fund's performance and attends all Board meetings (unless unavailable). The Chief Operating Officer provides a report to the Committee on the Fund's operational matters.

The Committee will refer any matter impacting the risk management framework to the Cbus Risk Committee for consideration.

13. REVIEW

The performance of the Committee is reviewed internally on an annual basis. An independent review of the Committee is performed every three (3) years.

This Charter will be reviewed annually for ongoing relevance and effectiveness. The Committee will make recommendations to the Board on any material changes to the Charter to be approved by the Board.

The membership of the Committee is reviewed annually by the Board.

Approved on: 14 May 2025