
360 Capital

Industrial Fund

Investment Committee

Charter

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This document should not be relied on as the only source of information relating to the 360 Capital Industrial Fund Investment Committee Charter and should be read in conjunction with the resources referenced within this document.

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Version Control

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1.0	A Breen	Compliance	09/06/11	Initial instruction
2.0	A Breen	Compliance	28/11/12	Amendments at 8.1 and 8.2
2.1	A Breen	Compliance	07/06/13	Change of RE

360 Capital Industrial Fund Investment Committee Charter

1 Introduction

- 1.1 360 Capital Investment Management Limited is the Responsible Entity for 360 Capital Industrial Fund ASX:TIX/Fund (“the Fund”).
- 1.2 Units in the Fund are listed on the Australian Securities Exchange (“ASX”).
- 1.3 360 Capital Investment Management Limited is not listed on the ASX.
- 1.4 This Charter applies to the Investment Committee of 360 Capital Industrial Fund (“the Committee”).

2 Role

- 2.1 The Committee has the authority and power to exercise the responsibilities set out in this charter and under any separate resolutions of the Board of the Responsible Entity of 360 Capital Investment Management Limited (“the Board”) granted to it from time to time.
- 2.2 In carrying out its role, the Committee acts as Investment Committee for the Fund and must have regard to the individual requirements of the Fund.
- 2.3 The governance culture and framework of the Responsible Entity are based where applicable on the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (“ASX Principles and Recommendations”).
- 2.4 The Responsible Entity complies with the majority of ASX Principles and Recommendations. Where the Responsible Entity considers that a recommendation is inappropriate for the circumstances of the Fund or the Responsible Entity, an explanation is provided in the Fund’s annual corporate governance statement consistent with the ASX Principles’ “if not, why not” approach to disclosure of corporate governance practices.

3 Purpose

- 3.1 The Committee is to assist the Board oversee the investment activities of the Fund by reviewing and making recommendations to the Board on:
- a) investment strategy, including;
 - (i) allocations to asset classes in the light of economic and investment market conditions;
 - (ii) selection and appointment of external investment advisers and asset managers; and
 - (iii) selection of performance benchmarks and investment mandates.
 - b) investment performance and outlook;
 - c) compliance with the investment component of the Board’s Capital Management Plan; and
 - d) undertake any special projects delegated by the Board or deemed necessary by the Committee.

4 Membership

- 4.1 The Committee shall comprise members appointed by the Board. The Committee is to consist of:
- a) at least three members;
 - b) two independent non-executive directors and no more than one senior executive of the Responsible Entity and ;
 - c) a chairman who is to be an independent non-executive director and is to be appointed by the Board (but is not to be the chairman of the Board);
 - d) all members who are financially literate, i.e. are able to read and understand financial statements and have an understanding of the industry in which the Responsible Entity operates; and
 - e) at least one member who has relevant qualifications and financial expertise (i.e. is a qualified accountant or other financial professional with relevant financial and accounting experience).

4.2 Any membership changes are decided by the Board.

4.3 Where the chairman is not present at a meeting, the Committee may elect a chairman for the meeting.

4.4 A quorum shall consist of two members of the Committee.

4.5 Any dissenting member shall be entitled to have the opinion of that member recorded in the minutes.

5 Duties, Responsibilities and Authorities

5.1 The Committee shall consider any investment matters relating to the Fund including:

- a) establishing and maintaining the Fund's core portfolio;
- b) reviewing and recommending investments and divestments;
- c) monitoring and reporting of market, liquidity and credit risk exposures to the Board of the Responsible Entity;
- d) monitoring of investment policies and limits and reporting breaches of policies and limits to the Board of the Responsible Entity;
- e) recruiting key personnel dedicated to the Fund; and
- f) other related issues that may be delegated to it by the Board.

5.2 The Committee may also:

- a) require management or others to attend meetings and to provide any information or advice that the Committee requires;
- b) access management, the Fund manager, custodian, asset managers and any other service providers engaged by the Responsible Entity;
- c) access the Responsible Entity's documents and records; and
- d) subject to prior approval of expenditure, obtain the advice of special or independent counsel, accountants or other experts, without seeking approval of the Board or management of the Responsible Entity.

6 Meetings

6.1 Committee members must devote the necessary time and attention for the Committee to carry out its responsibilities. Prior to the commencement of each financial year, Committee members must confirm that they are able to devote sufficient time and attention to the Committee for the coming year.

6.2 Meetings and proceedings of the Committee are governed by provisions of the Fund Constitution in so far as they are applicable and not inconsistent with this charter.

6.3 The Committee will meet as frequently as required to undertake its role effectively but at least quarterly to review overall status of the Fund.

6.4 The chairman must call a meeting of the Committee if requested by any member of the Committee, the external auditor, or the chairman of the Board.

6.5 The Committee will be provided with a secretary and secretarial services by the Responsible Entity.

6.6 The Committee secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

7 Reporting

7.1 The chairman of the Committee will report the proceedings, deliberations and recommendations of the Committee to the next meeting of the Board following any meeting of the Committee.

8 Committee Performance

8.1 The RE Board shall annually perform an evaluation of the Committee's performance and whenever there are major changes to the management structure of the Responsible Entity.

8.2 The performance evaluation will have regard to the extent to which the Committee has met its responsibilities in terms of this charter together with any feedback sought from management, external auditors and other advisers.

8.3 Subject to approval of the Board chairman, a Committee member may attend seminars or training related to the functions and responsibilities of the Committee at the Responsible Entity's expense.

9 Charter Review

9.1 The Fund compliance plan is reviewed annually and any corresponding amendments are made to this Charter where appropriate.

9.2 Notwithstanding the above review, this Charter is reviewed separately by the Board at least once every two years.

10 Related Documents

- 10.1 Other relevant policies and procedures include:
- Board Charter
 - Audit and Risk Committee Charter
 - Risk Management Strategy
 - Valuation Policy
 - Unit Pricing Policy
 - 360 Capital Industrial Fund Compliance Plan