

Centuria Culture and ESG Committee Charter

1. PURPOSE

1.1 The Centuria Culture and ESG Committee (“Committee”) is a committee established by the Board of Centuria Capital Limited (“Company”) to consider and make recommendations to the Board on matters pertaining to culture and environmental, social and governance (“ESG”) matters.

1.2 The Board recognises the importance of ESG to the long term sustainability of the Company and that these matters are becoming increasingly relevant to Centuria’s investors as the Company grows. The Board also recognises that the Company has a responsibility to the community in which it operates and as such, has established this Committee to assist the Board in fulfilling its oversight responsibilities.

The Committee will work with the Audit, Risk Management and Compliance Committee (“ARMCC”) and the Nomination and Remuneration Committee to assist the Board in fulfilling its oversight responsibilities for ensuring sound management of risk and compliance across the Company.

1.3 The objectives of the Committee are to:

- ensure that the Company’s values in relation culture and ESG are embedded across the Company;
- oversee management’s approach to the identification and management of risks associated with the Company’s culture;
- understand how the Company’s ability to create value is impacted by environmental, social and governance matters;
- monitor emerging ESG trends and their materiality with regard to both the Company’s long term value creation and its intention to satisfy what it sees as its cultural, social and environmental responsibilities to the community; and
- recommend to the Board a culture and ESG strategy (including in relation to climate change) and oversee any targets set by the Board from time to time.

2. COMMITTEE COMPOSITION

2.1 The Committee shall comprise a minimum of three members and include one executive director.

2.2 The Chair of the Committee must be an independent non-executive director and is to be appointed by the Board. The Chair of the Board is not eligible to be Chair of the Committee.

2.3 Membership of the Committee is regularly reviewed by the full Board.

3. RESPONSIBILITIES

3.1 The Committee’s responsibilities are to review, monitor and/or make recommendations to the Board in relation to the following.

Culture

- processes and frameworks used for measuring and assessing culture and values alignment (including in relation to diversity and inclusion);
- management’s approach to the identification and management of risks associated with the Company’s culture;

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Environmental

- the on going implementation and delivery of environmental initiatives and commitments in a staged and planned manner;
- the adequacy of management's approach to the identification and management of environmental risks and opportunities;

Social

- the implementation and delivery of social sustainability initiatives and commitments;
- the effectiveness of the group's initiatives and policies (including human rights and modern slavery) in the Company's supply chain;

Governance

- any reputational impact of the group's business strategies and practices;
- in collaboration with the ARMCC, any material issues relevant to the Company's ESG strategy and reporting; and
- the Company's Corporate Governance Statement, sustainability report and the group's ESG achievements and future commitments.

4. AUTHORITY

- 4.1 The Committee is accountable to and acts primarily as an advisory body to the Board of the Company ("Board"). The Committee does not, of itself, have the power or authority of the Board.
- 4.2 The Committee will work with other Board Committees, the existing management ESG Committee and the GM - Sustainability to assist the Board in fulfilling its responsibilities.
- 4.3 The Committee may consult with independent experts where they consider such consultation necessary to carry out its duties.
- 4.4 The Committee shall be provided with secretarial and other services to enable it to perform its functions.

5. MEETINGS

- 5.1 The Committee shall meet at least quarterly and at such other times as it considers appropriate.
- 5.2 The Chair of the Committee will call a meeting if requested by any member of the Committee or by the Chair of the Board.
- 5.3 All directors who are not members of the Committee shall have the right to attend meetings of the Committee.
- 5.4 Other executives may attend meetings by invitation.
- 5.5 The quorum for a meeting is two members who are non-executive directors.

6. REPORTING TO THE BOARD

- 6.1 The Board shall be provided with minutes of Committee meetings (and oral reports of any meetings held subsequent to the last Board meeting for which minutes have yet to be prepared). Such minutes or reports are to describe major actions undertaken by the Committee or any recommendations to management or the Board.

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7. PERFORMANCE EVALUATION

- 7.1 The Committee's performance may be reviewed as part of the Board's annual performance evaluation process.

8. REVIEW OF CHARTER

- 8.1 The Committee's charter will be reviewed as required to ensure that it remains consistent with the Committee's authority, objectives and responsibilities.