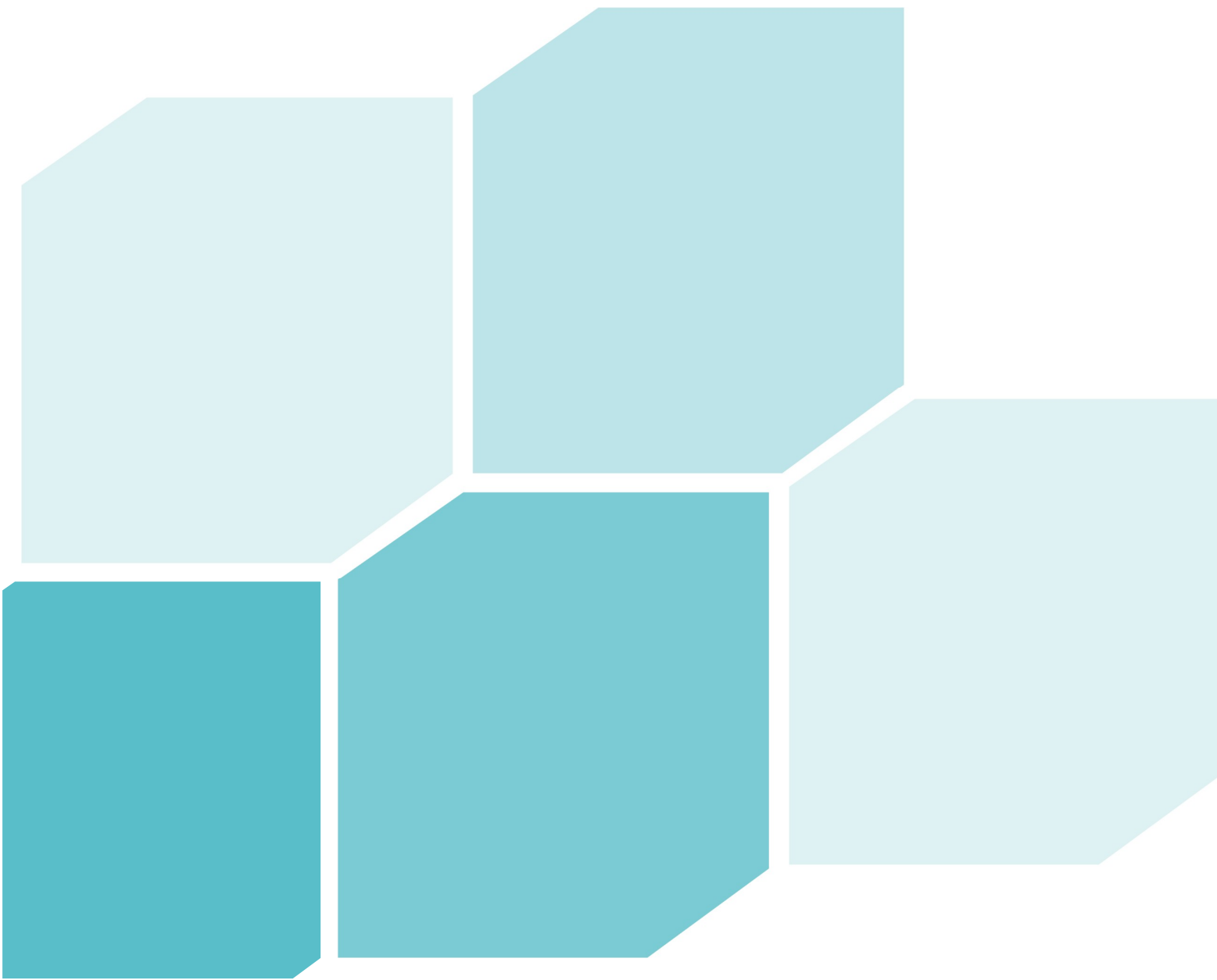


Investment Committee Charter

May 2025
Chief Legal Officer and Company Secretary
Internal / External



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1. Overview

- 1.1 This Charter governs the operations of the Housing Australia Investment Committee (**Committee**).
- 1.2 The Committee is an advisory committee established to assist the Housing Australia Board (**Board**) with oversight of Housing Australia's asset portfolio including all loans (other than Treasury loans), grants and facilities (**Portfolio**).
- 1.3 The Committee does not have power to commit the Board to any decision.

2. Roles and Responsibilities

- 2.1 Monitor and evaluate portfolio performance:
 - (a) Provide advice on investment management matters across the Portfolio in relation to strategy, structure and risk;
 - (b) Review the operational effectiveness and performance of the Portfolio;
 - (c) Review Portfolio transactions which require Board approval and provide recommendations to the Board.
- 2.2 Portfolio Transaction Documents:
 - (a) On an annual basis, review Housing Australia key product templates / forms which are utilised for assessing applications against Board-approved criteria and make recommendations as to any amendments.

3. Membership

- 3.1 The Committee will consist of at least three members each of whom are members of the Board.
- 3.2 Members shall be appointed by the Board.
- 3.3 The Chair of the Committee will be appointed by the Board.
- 3.4 In making appointments, the Board will take into consideration the need for appropriate alternates (for example, to avoid potential conflict of interest or availability issues);
- 3.5 Member terms will be for three years, renewable once, and will be staggered to the extent practicable for continuity purposes;
- 3.6 Members may resign on giving reasonable notice in writing to the Committee Chair;
- 3.7 The Committee Chair may invite management personnel to attend Committee meetings to assist with deliberations, but invitees may not exercise a vote;
- 3.8 Other Board members may attend the Committee meetings as observers upon first notifying the Chair or Committee Secretary but are not entitled to vote;
- 3.9 The Secretary of the Committee shall be the Board Secretary or such other person as nominated by the Investment Committee Chair.

4. Meeting arrangements

- 4.1 The Committee will meet before Board meetings every three months and at any other time considered necessary;



- 4.2 A quorum for the Committee shall consist of two members;
- 4.3 The Chair presides over Investment Committee meetings and shall endeavour to ensure that:
 - (a) the members have the opportunity to explore ideas, air differences and generate the collective insights necessary for the effective operation of the committee;
 - (b) meetings are conducted competently and ethically.
- 4.4 If the Chair is absent or unable to attend, the members shall elect another person to act as chair for that meeting; and
- 4.5 Meetings of the Committee may be held either in person or via digital technology. Members are encouraged to attend in person where possible;
- 4.6 The Chair may, subject to this charter, regulate proceedings at its meetings as the Chair considers appropriate;
- 4.7 The Chair will approve the agenda for the Committee's meetings, and any member may suggest items for consideration. Briefing materials will be provided to the Investment Committee as far in advance of meetings as practicable (and in any event at least 5 Business Days in advance); and
- 4.8 Minutes of each meeting shall be:
 - (a) prepared and circulated by the Committee Secretary to the Chair within three business days and to all Committee members within ten (10) days; and
 - (b) approved at the next meeting.

5. Circular Resolutions

- 5.1 The Committee may make decisions without meeting by way of circular resolution provided that:
 - (a) the Chair has first given approval to the Committee Secretary to issue a circular resolution;
 - (b) all Committee members receive notice of the proposed decision including relevant information, or reasonable efforts were made to provide such notice and information to all Board members; and
 - (c) a simple majority of Committee members indicate agreement with the decision either in writing (including by email), by voting in any electronic system normally used for Committee materials or by telephone to the Chair and/or Committee Secretary, who will promptly record such agreement in writing, including details of the time and date of the telephone call.
- 5.2 A Committee member will not be entitled to vote on a decision by way of circular resolution if that Committee member would not have been entitled to vote had that decision been considered in a meeting.
- 5.3 The Committee must keep a record of decisions made without a meeting.

6. Reporting

- 6.1 The Committee will report on its findings, recommendations and oversight functions to the Board at the next Board meeting;



- 6.2 Committee papers will be made available to all Board members; and
- 6.3 The minutes of all Committee meetings shall be circulated to Board members and be on the agenda of the next Board meeting.

7. Charter Review

- 7.1 The Investment Committee will evaluate its own performance in meeting the obligations in this Charter annually or as often as it or the Board considers appropriate. The Chair shall report the outcomes of the self-assessment to the Board; and
- 7.2 This Charter shall be reviewed every 12 months, and any major amendments will be recommended to the Board for approval. The Committee may approve administrative amendments.

