

# Rozetta Institute Limited ACN 096 930 406

## Investment Committee Charter

### 1. FORMATION:

The Board has resolved to establish an Investments Committee (**Committee**) and has delegated to it the responsibilities set out in this Charter.

The Committee acts primarily as an advisory body to the Board. In making recommendations to the Board, the Committee does not, of itself, have the power or authority of the Board in dealing with the matters on which it advises, except where certain powers are specifically set out in this Charter or are otherwise delegated by the Board.

### 2. FUNCTIONS AND RESPONSIBILITIES:

The role of the Committee is to assist and advise the Board in relation to the Company's investment governance framework, including:

- a) developing the investment governance framework for approval by the Board and, once approved, monitoring the performance of it;
- b) developing and monitoring the investment strategy and any investment guidelines having regard to the Company's objectives and its expected operational and cashflow requirements;
- c) assisting the Board in establishing and maintaining processes to ensure that there is an adequate system of internal control to manage risks to, and safeguard of, investments, including developing and monitoring an investment risk matrix to monitor the allocation range, classes, diversification and liquidity of investments;
- d) appointing and approving any investment managers and other advisors, including approving all engagement fees and programs;
- e) other matters referred to the Committee by the Board.

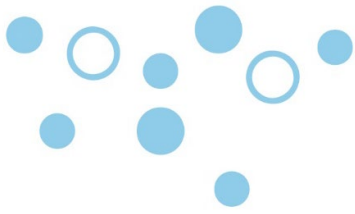
### 3. MEMBERSHIP

Members of the Committee will be proposed and approved by the Board.

The Board will appoint the Committee Chair who will be a member of the Committee.

The Chair of the Company may not be the Chair of the Committee.

Should the Chair of the Committee be absent from a meeting and no acting Chair has been



appointed, the members of the Committee present at the meeting have authority to choose one of their number to be Chair for the particular meeting.

Where the composition of the Board allows, the Committee is to consist of:

- a) a majority of independent directors; and
- b) membership which is of sufficient size and independence to discharge its mandate, but in any event the Committee will have at least three members;

Where the composition of the Board does not allow the Committee to consist of the above criteria, the Board is to establish the Committee with those directors who are considered to be the best qualified to serve on the Committee given their background and experience and be of a sufficient size to discharge its mandate.

#### **4. QUALIFICATIONS**

All members of the Committee should have sufficient experience given their background and training to be able to consider and contribute to the matters for which the Committee is responsible.

At least two members should have recent and relevant financial or investment expertise.

#### **5. MEETINGS**

##### **Frequency**

The Committee will meet as often as it considers necessary to discharge its responsibilities. However, it is intended that the Committee will meet twice each year (or more regularly as required).

The meetings will be set in order to allow adequate time for preparation of substantive reporting to the Board.

##### **Calling of meetings**

The Committee Chair will call a meeting if formally requested to do so by any member of the Committee or any Director of the Company.

The Committee will appoint a secretary to the Committee.

Meetings will be convened by the Committee Secretary.

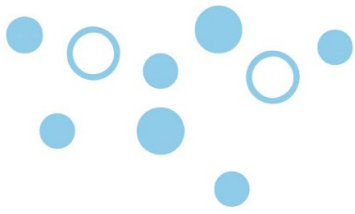
Meetings of the Committee may be held in person or by using any means of audio or audio-visual communication by which each Committee Member can hear and be heard by each other Committee Member participating.

##### **Quorum**

The quorum for a meeting of the Committee will be 50% of the Committee membership.

Members of the Committee will not participate in discussions and will not vote on any issues in respect of which there is an actual or perceived conflict of interest.

The Chair of the Committee does not have a casting vote.



### **Annual plan**

An annual plan of the Committee's meetings and activities will be adopted after approval by the Committee.

### **Attendance**

The Company Secretary is to attend Committee meetings, or to otherwise receive an update from the Chairman on proceedings of Committee meetings, to ensure minutes are taken of each meeting.

Directors who are not Committee Members may attend meetings.

Employees, any investment advisor, the external auditor or any other external professional advisor may attend the meetings if invited by the Committee.

### **Distribution of Committee papers**

Committee papers will be distributed by the Secretary to all meeting invitees at least five days prior to each meeting.

### **Minutes of meetings**

Minutes are to be kept of all meetings and circulated to the Board as soon as practicable after each meeting.

## **6. FEES**

No fees will be paid to Committee members unless they are permitted by the Constitution.

## **7. ASSISTANCE**

The Committee is authorised by the Board to take such independent investment, legal, financial or other advice as it considers necessary at the Company's expense.

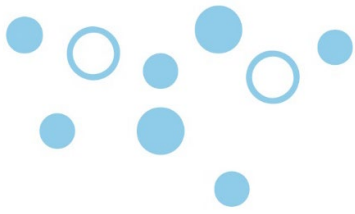
The Committee has the authority to seek any information it requires from any employee of the Company and all employees must comply with such requests.

## **8. REPORTING TO THE BOARD**

The Committee will regularly report to the Board. These reports will contain all matters relevant to the Committee's responsibilities and will be comprehensive in order to ensure the Board as a whole has insight into the key issues discussed by, and the decisions made by the Committee. The reports will include recommendations made by the Committee on any specific decisions or actions the Board should consider.

In particular, the Committee will:

- (a) to review and report to the Board on the performance of the investments, having regard to the investment governance framework and investment strategy approved by the Board;
- (b) to review and report to the Board on investment guidelines approved by the Board and make any recommendations or changes;



- (c) to report to the Board on the performance of any external advisors, including remuneration being paid to those advisors and recommend any changes.

## **9. REVIEW OF CHARTER**

This Charter will be reviewed by the Committee annually or as otherwise determined by the Committee or Board.

**This document represents the Charter of the Investment Committee as adopted by the Board on 17 October 2023.**