

Board Risk Committee

Terms of Reference



Authority

The Committee is accountable to and acts primarily as an advisory body to the Dexus Funds Management Limited ("DXFM") and Dexus Holdings Pty Limited ("DXH") Boards ("the Board"). The Committee does not, of itself, have the power or authority of the Board.

The Committee also acts as an advisory body to the Dexus Wholesale Property Limited Board ("DWPL"), Dexus Wholesale Funds Limited Board ("DWFL") and Dexus Investment Management Limited Board ("DIML"). The Committee oversees risk management practices as they relate to Dexus's third party clients and capital partners.

The Committee acts as Compliance Committee for the Dexus Wholesale Industrial Fund and Dexus Industrial Fund.

The Board Risk Committee will work with other Board Committees to assist the Board in fulfilling its responsibilities.

Objectives

The objective of the Committee is to assist the above entities and Dexus's third party clients and capital partners in fulfilling their responsibilities as they relate to risk management (including Work, Health & Safety), compliance management, internal audit, and sustainability practices and procedures.

Terms of Reference Risk Management

- Review the Dexus Risk Management Framework (including Risk Appetite Statements) at least annually and recommend to the relevant Board for approval
- Review the annual evaluation of the adequacy of the Group's risk management processes including the design and implementation of risk management and internal control systems (including adequacy of risk management resources)
- Review the identification and management of key risks including the adequacy of controls to mitigate those risks
- Review the adequacy of Management's approach to the identification and management of emerging risks
- Review compliance with (and exceptions to) the Dexus Risk Appetite Statement
- Review the Directors & Officers insurance program and recommend to the Board for approval
- Review the Work, Health & Safety ("WHS") and Environmental risk management programmes
- Review material WHS issues and the appropriateness of response
- Review all incidents of fraud and Management's remediation plans
- Review and approve the Whistleblower Policy and Fraud & Corruption (Prevention and Awareness) Policy at least annually
- Review and recommend to the Board for approval the Securities Trading (including Inside Information) Policy at least annually
- Review on an ongoing basis, Dexus's risk culture



Internal Audit

- Review and approve the Internal Audit Plan (including any recommended changes)
- Review the annual evaluation of the performance and objectivity of the Internal Audit function
- Review significant results of internal audits and Management's responsiveness to findings and recommendations
- Review and approve any recommendation regarding the appointment or dismissal of the out-sourced service provider

Terms of Reference (cont'd)

Compliance

- Review the Dexus Compliance Management Framework at least annually and recommend to the Board for approval
- Oversee compliance with key obligations identified in management agreements between Dexus and its capital partners
- Oversee adherence to the compliance plans of all registered managed investment schemes
- Review, at least annually, whether the compliance plans are appropriate and recommend to the relevant Board for approval
- Oversee adherence to Dexus's policies including those addressing ethical conduct and behaviour
- Review, at least quarterly, the AFSL Financial Requirements and recommend to the relevant Board for approval
- Oversee remediation plans to address significant compliance breaches (including those that have been reported to ASIC)
- Review, at least annually, whether the Anti-money Laundering & Counter Terrorism Finance Programs are appropriate and recommend to the relevant Board for approval
- Review treatment of significant conflicts of interest

Sustainability

- Oversee the implementation and management of initiatives to maintain the Group's position as a leader in sustainability practices

Members

- At least three Independent Directors (the Chair of the Audit Committee should not be the Chair of the Risk Committee)
- Members of the Committee have the ability to engage the services of external advisers, independent of Management

By Invitation

- Risk Management & Internal Audit:
 - Internal Audit (EY)
 - External Audit (PwC)
 - Chief Financial Officer
 - EGM Office and Industrial
 - General Counsel and Company Secretary
 - Head of Risk and Compliance
- Compliance:
 - Head of Risk and Compliance
- Sustainability:
 - EGM – Investor Relations, Communications and Sustainability

Secretary

Company Secretaries

Meetings

Not less than four times per year



Quorum	Any two members
Decisions	Simple majority
Minutes Circulation	<ul style="list-style-type: none">- Committee Members- DXFM Board- DWPL Board- DWFL Board- DIML Board
Standing Reports	<ul style="list-style-type: none">- Quarterly Risk Report (Head of Risk and Compliance)- Quarterly Internal Audit Report (Head of Risk and Compliance)- Quarterly Compliance Report (Head of Risk and Compliance)- Quarterly Sustainability Report (Head of Group Sustainability and Energy)- Group Risk Committee Minutes (Committee Secretary)
Procedure	Papers to be distributed minimum three business days prior to meeting.
Version	Approved by the Committee on 7 August 2018 Approved by the Board on 14 August 2018