

**ASSET PLUS LIMITED**  
**CORPORATE GOVERNANCE MANUAL**

---

## INTRODUCTION

Asset Plus Limited's ("APL", "the Company") Board of Directors ("the Board") and management are committed to ensuring that the Company maintains the highest ethical standards and integrity while delivering their primary objective, building long-term shareholder value.

APL's Board has therefore developed this Corporate Governance Manual (the "Manual") which guides the Directors, senior managers and representatives of APL so that their business conduct is consistent with APL's business standards and best practice governance policies. The Manual encompasses the decision-making policies and the processes used to manage the Company.

APL's corporate governance policies are also designed to ensure that the Company obtains maximum benefit from Directors' expertise and judgment and creates an environment in which the Board can set a clear strategic direction and monitor Company performance.

The manual will be available on APL's website ([www.assetplusnz.co.nz](http://www.assetplusnz.co.nz))

## CONTENTS

---

<b><u>Board Charter and Governing Principles</u></b> .....	<b>3</b>
<b><u>Code of Ethics</u></b> .....	<b>9</b>
<b><u>Disclosure Policy</u></b> .....	<b>12</b>
<b><u>Audit and Risk Committee Charter</u></b> .....	<b>17</b>
<b><u>Nomination Committee Charter</u></b> .....	<b>21</b>
<b><u>Remuneration Committee Charter</u></b> .....	<b>23</b>

# ASSET PLUS LIMITED

## BOARD CHARTER AND GOVERNING PRINCIPLES

---

### **THE ROLE OF THE BOARD**

The Board establishes the Company's objectives, the major strategies for achieving those objectives, the overall policy framework within which the business of the Company is conducted including monitoring management's performance against these objectives.

The Board delegates responsibility for the day to day operation and management of the Company to Centuria Funds Management (NZ) Limited (the "Manager").

The Board maintains responsibility for significant issues, risks and major strategic decisions.

Specific responsibilities of the Board and its Committees include:

- protecting and enhancing the value of the assets of the Company in the best interests of its shareholders
- oversight of the Company including its control and accountability procedures and systems;
- reviewing and approving Board and Committee governance documents including charters and policies;
- setting the strategic direction and objectives of the Company;
- overseeing audit and monitoring risk;
- approval of operating plans including annual business plans and budgets;
- monitoring actual results against the annual business plan, budget and strategic objectives;
- delegating the appropriate authority of the management of the company, and monitoring management's performance on a regular basis;
- appointment, of the chairperson;
- setting the remuneration of the Directors;
- approval and monitoring capital expenditure, capital management initiatives and acquisitions and divestments;
- approval of capital structure and dividend policies;
- reviewing and approving amendments to the Delegated Authorities Policy agreed with the Manager;
- approving interim results, annual accounts and reports, dividends and communications with shareholders and the NZX;
- overseeing and reviewing the Manager's performance; and
- oversight of disclosure and monitoring of price sensitive matters and other required disclosures affecting the Company.

## **BOARD PERFORMANCE**

The Board reviews its performance as a whole on an annual basis and instigates additional comprehensive reviews as may be deemed necessary from time to time. External consultants may be commissioned as needed to assist in the assessment of individual Director performance, the effectiveness of the Board's processes and the Board's own effectiveness.

## **CHAIRPERSON**

A chairperson will be appointed from among the members of the Board (the Chairperson).

Any Director may be appointed as the Chairperson.

The Chairperson will chair all meetings of the Board at which they are present.

The Chairperson provides leadership to the Board and must endeavour to ensure that the Board is well informed and effective. As the meeting's facilitator, the Chairperson should ensure that Directors have the opportunity to air differences, explore ideas, and generate a collective view necessary for the proper operation of the Board and the Company. The Chairperson will ensure that Board decisions provide clear guidance to management regarding expected outcomes.

The Chairperson is responsible for representing the Board to shareholders, ensuring the integrity and effectiveness of the governance processes of the Board and maintaining regular dialogue with management over all operational matters. The Chairperson will consult promptly with other Directors over any matter about which the Board should be aware.

## **BOARD AND COMMITTEE MEETINGS**

Proceedings of the Board and Committee meetings will be in accordance with the Company's Constitution, the Board Charter or applicable Committee Charter or otherwise as determined by the Chairperson.

The Chairperson is responsible for the conduct of all Board meetings.

The agenda for each Board meeting will be determined by the Chairperson in consultation with the Manager. Any Director is entitled to suggest additional agenda items.

The Company Secretary is responsible for the co-ordination of all Board business including meeting scheduling, agendas, distribution of Board papers, minutes, statutory filings, market disclosures and other communication with the NZX and regulatory bodies.

The standing items for each full meeting will include:

- approval of minutes of the previous meeting;
- review of the Board action list and matters arising;

- updates to the register of Directors' interests;
- a finance report;
- an update on each of the Company's properties and any developments being undertaken;
- review of any matters requiring Board approval under the Delegated Authorities Policy; and
- review of matters potentially requiring disclosure under the continuous disclosure rules.

The Board will hold a minimum of seven regular meetings a year and will meet at other times as required. Written notice of Board meeting dates, times and locations will be prepared by the Company Secretary.

Any Director or the Company Secretary at the request of the Board may convene a meeting of the Board by giving the required written notice.

Open and constructive discussion is encouraged at all Board and Committee meetings to ensure decisions are taken that benefit from the diverse range of skills, knowledge and experience of Directors.

Each Director is expected to fully participate in meeting discussions, having read all Board and briefing papers provided. The papers will be provided sufficiently in advance of the meeting to allow adequate reading time. The content, presentation and delivery of papers to Directors for each meeting will be in accordance with guidelines agreed by the Board. Minutes will be taken of all Board and Committee meetings. All discussions and the record of the meeting will remain confidential unless there is a specific direction from the Board or disclosure is required by law. Subject to any legal or regulatory requirements, the Board will decide the manner, timing and method of publication of its decisions.

Representatives of the Manager may be invited to attend Board meetings by the Chairperson

The Board may meet without representatives of the Manager at any meeting.

The independent Directors of the Board may meet periodically "in camera" without management being present.

## **INDEPENDENT ADVICE**

Directors may access such information and seek such independent advice as they individually or collectively consider necessary to fulfil their responsibilities and permit independent judgement in decision-making.

In particular, Directors are entitled to:

- request relevant additional information or seek explanations from the Manager at any time;
- have access to auditors without management present, to seek explanations or additional information; and
- with the Chairperson's consent seek independent professional advice at the Company's expense.

## **CONSTITUTION**

The Board is subject to the rules in the Company's Constitution. The Constitution provides further details on the Board composition, rotation of Directors and Board meeting procedures.

## **SHARE TRADING**

Directors are encouraged to own securities in the Company in their own name (or through associated interests). Directors' security trading is subject to the Company's Share Trading Policy, the NZX Listing Rules and the Financial Markets Conduct Act 2013. All changes in the shareholdings of Directors are reported to the Board and the NZX. The Directors' shareholdings and changes to those shareholdings are also noted in the annual report to shareholders.

## **GOVERNING PRINCIPLES**

---

The Company's Directors and management are strongly committed to high standards of corporate governance and adherence to the following guiding principles:

### **Principle 1 – Code of Ethical Behaviour**

The Company expects its Directors, senior managers and representatives of the Manager to act in a manner consistent with its guiding principles and the values set out in its Code of Ethics. This Code sets out clear expectations of ethical decision-making and personal behaviour with regard to confidentiality, securities trading, transparency, company information, conflict resolution processes, workplace responsibilities, environmental responsibility and stakeholder interaction.

### **Principle 2 – Board Composition & Performance**

The Board's composition is designed to foster independence of view and ensure the Directors hold an appropriate standard and mix of qualifications, skills and experience given the Company's existing operations and strategic objectives.

The Board will have at least three directors and at least two directors must be independent. At least two Directors must be ordinarily resident in New Zealand.

Any Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment, but may retire and seek re-election by shareholders at the annual meeting. Directors must not hold office (without re-election by shareholders) past the third annual meeting following their appointment or 3 years, whichever is longer. The requirements and procedures governing the retirement, rotation and resignation of Directors are prescribed in the Company's Constitution and the NZX Listing Rules.

The Board will review its composition and consider succession planning on an annual basis.

### **Principle 3 – Board Committees**

Committees are established by the Board to assist the Board in undertaking its responsibilities. The committees operate under their Charters.

The standing committees of the Board are the Audit and Risk Committee, the Nominations Committee and the Remuneration Committee. Due to the size of the company the full Board will fulfil the obligations of the Nominations Committee and the Remuneration Committee. This decision will be reviewed from time to time.

The Board may create ad hoc committees where necessary to examine specific issues on its behalf.

### **Principle 4 – Reporting and Disclosure**

The Company's Disclosure Policy is designed to ensure a high standard of compliance with NZX's continuous disclosure requirements. The Audit and Risk Committee oversees the quality and integrity of external financial reporting including the accuracy, completeness and timeliness of the Company's financial statements.

### **Principle 5 – Remuneration**

The Remuneration Committee has the responsibility for ensuring that Directors are appropriately and fairly rewarded for their work.

The Company is currently managed by the Manager, and has no employees.

## **Principle 6 – Risk Management**

The Board has responsibility for establishing an acceptable risk tolerance.

The Audit and Risk Committee is responsible for to actively reviewing the risks that may impact the business.

## **Principle 7 – Auditors**

The Audit and Risk Committee is responsible for overseeing the external audit of the Company and ensuring the independence of the external auditor.

## **Principle 8 – Shareholder Rights & Relations**

The Board is committed to giving all shareholders comprehensive and timely information relating to the Company.

# ASSET PLUS LIMITED

## CODE OF ETHICS

---

The Company's Code of Ethics is a framework of the standards by which the Directors and Representatives (including the Manager's personnel) (collectively "Representatives") are expected to conduct their professional duties and responsibilities in respect of the Company. This is intended to be a background code which will be applied in a manner that is consistent with the business objectives and legal obligations of APL.

### **1. CODE OF ETHICS**

- All Directors and Representatives of APL will undertake their duties with care and diligence and give proper attention to all of the matters that are placed before them for consideration.
- Directors, and Representatives of APL will conduct themselves so that:
  - > they abide by the Company's Code of Values recognising that the legitimate interests of all Company stakeholders should be considered;
  - > they will not act in a way that could have or has the potential to bring the image of APL into disrepute;
  - > they will act to ensure that APL will not enter into transactions or make promises relating to the Company that are not intended to be honoured;
  - > act in the best interests of APL, taking account of the interests of shareholders and other stakeholders; and
  - > all reasonable endeavours are used to ensure that the records, documents, financial reports, and all other papers approved by the Directors are true, correct and conform to the highest level of integrity and accuracy.

### **2. CODE OF VALUES**

APL has established a Code of Values in recognition of its obligations to stakeholders, including shareholders, suppliers, tenants and the wider community, over and above its legal and other obligations. This Code of Values guides Directors and Representatives ensuring they:

- act with integrity, honesty and transparency and support this value through the highest standards of corporate governance;
- treat others with dignity and respect;
- seek to provide excellent service and develop beneficial partnerships with external stakeholders;
- strive for excellence and assist other stakeholders to achieve the same;
- are accountable; and
- aim to positively impact the wider community environment.

### **3. CONFLICTS OF INTEREST**

- APL expects its Directors and Representatives to avoid conflicts of interest in their decision making and to avoid any direct or indirect interest, investment, association or relationship which is likely to, or appears to, interfere with the exercise of their independent judgement.
- Directors and Representatives will fully disclose to the Company any potential conflicts of interest, including all of the following:
  - > all relevant relationships which they have with APL;
  - > all relevant private or other business interests;
  - > any other affiliations or Directorships; and
  - > all direct or indirect ownership rights in APL.
- The Board will assess the independence and position of each Director and determine which Directors are independent in terms of the NZX Listing Rules taking into account the factors set out in the NZX Corporate Governance Code.

### **4. CORPORATE OPPORTUNITIES**

- The Directors and Representatives of APL will not use any property, information or position to their advantage or for personal gain.
- The Directors and Representatives will only trade in Company shares in accordance with the approved Trading Policy of the Company.

### **5. CONFIDENTIALITY**

The Directors and Representatives will at all times maintain and protect the confidentiality of all information relating to APL including the following information:

- > any matter relating to the assets or business of APL;
- > all matters affecting the property investments of APL;
- > all matters relating to the financial affairs of APL; and
- > all information relating to lessees, prospective lessees, management arrangements, or other contractual commitments entered into by APL.

Any disclosure will be in accordance with the disclosure policy of APL or as otherwise required by the NZX Listing Rules or by the requirements of the Financial Markets Conduct Act 2013, Companies Act 1993 or any other legislation.

## **6. PROPER USE OF THE ASSETS AND INFORMATION OF APL**

The Directors and Representatives of APL will only create, retain or use information and communications relating to the Company for the purposes of the business of APL and for the purposes of meeting any legal obligations to the Company.

## **7. COMPLIANCE WITH LAWS AND POLICIES**

The Directors and Representatives of APL will abide by all laws, rules and regulations under New Zealand law and comply with all statutory requirements, NZX Listing Rules and other obligations on a timely basis.

## **8. GIFTS**

The Directors and Representatives of APL will not give any gift or benefit to, or accept any benefit from, external parties if this could be perceived to influence the conduct of the Directors and Representatives of APL, or a third party, taking into account (along with other applicable considerations) the value of that gift or benefit.

## **9. REPORTING OF UNETHICAL BEHAVIOUR**

The Directors and Representatives of APL will report any illegal or unethical behaviour of which they become aware to the Chairperson. The Chairperson will determine the seriousness of the behaviour and what action needs to be taken. The Chairperson may decide that a sub-committee of the Board will be formed for the purpose of determining what action should be taken in respect of the matter raised.

Individuals may report this information personally or anonymously. The identity of the person making the report will be kept confidential where possible, subject to any disclosure required by law. However, there may be situations where the proper investigation of the matter inadvertently identifies the reporter or requires their identification. Where the actions of the individual have complied with these procedures, APL will protect and support them, whether or not action is taken.

# ASSET PLUS LIMITED

## DISCLOSURE POLICY

---

### **1. INTRODUCTION**

APL recognises that the cornerstone of New Zealand and international securities laws is full and fair disclosure of material information and that the timely, non-exclusionary distribution of information to the public is crucial to the efficiency and integrity of the capital markets. Any selective disclosure of material, non-public information would undermine market integrity and investor confidence in the fairness of the disclosure process and could lead to liability under insider trading legislation or breach the NZX Listing Rules.

### **2. POLICY STATEMENT**

APL is committed to providing timely and credible information. The Board believes it is imperative that disclosure be evenly balanced and that the investment community has fair access to this information. The Board also values and encourages constructive dialogue with shareholders.

APL makes all Directors aware of the obligations to disclose price sensitive or insider information under the NZX Listing Rules, the Financial Markets Conduct Act 2013 and any other relevant legislation.

Accordingly, this Policy establishes and implements Company procedures in respect to the distribution of information regarding APL to the public.

### **3. GUIDANCE**

To apply this Policy, a framework of procedures and guidelines relating to the disclosure of material information about APL has been developed by the Board. The key elements of the framework are as follows:

- the Company Secretary acts as the Disclosure Officer and is responsible for administering the Policy;
- all material information will be lodged with the NZX in accordance with all relevant legal and regulatory requirements. The information will also be published on APL's website;
- no undisclosed share price sensitive or other material information will be disclosed in any meeting or conference call with shareholders or analysts;
- one-on-one discussions with shareholders or analysts shall serve only as opportunities to provide background to previously disclosed information;

- earnings forecasts will only be discussed if previously issued by APL by way of a public announcement;
- APL will not generally comment on analyst forecasts. However, if the Company becomes aware that, in general, the market's earnings projections materially differ from its own estimates, APL may consider it appropriate to issue a profit warning or statement;
- APL will not endorse, or be seen to endorse, analyst reports or the information they contain;
- a Company website will be maintained with a primary focus on the needs of shareholders;
- Annual and Interim Reports will be made available to shareholders in accordance with the requirements of the Companies Act 1993 and the Financial Markets Conduct Act 2013, and posted on the Company's website;
- the Company may adopt procedures for the electronic delivery of information to its shareholders and other stakeholders;
- the annual shareholder meetings will include comprehensive presentations on the performance of the Company and adequate opportunity for shareholders to ask questions of Directors and the Manager; and
- shareholders may contact the Company at any time by email or phone.

#### **4. DISCLOSURE OFFICER**

The Board has appointed the Company Secretary as the Company's Disclosure Officer.

The Disclosure Officer is responsible for:

- monitoring the information held by the Company to determine whether a market update is required;
- making recommendations to the Board to determine whether particular information is Material Information and must be disclosed;
- making recommendations to the Board in respect of the timing of disclosure of any such information in accordance with the Policy (subject always to the NZX Listing Rules which require immediate disclosure of Material Information except if the safe harbours to disclosure apply);
- ensuring that all Directors and the Manager's relevant personnel receive a copy of this Policy and that they receive appropriate training relating to the Disclosure Policy;
- developing procedures to identify potential Material Information including the review of items on Board Agendas; and
- obtaining external legal advice as considered necessary.

In discharging these responsibilities, the Disclosure Officer is encouraged to discuss

disclosure decisions with the Managing Director of the Manager, the Chairperson and/or the Board generally.

The Board, having considered a recommendation from the Disclosure Officer in respect of particular information, is responsible for:

- determining what information amounts to Material Information and must be disclosed; and
- determining the timing of disclosure of any such information in accordance with the Policy (subject always to NZX Listing Rules which require immediate disclosure of Material Information except if the safe harbours to disclosure apply).

No person may release Material Information concerning the Company to any person who is not authorised to receive it without the approval of the Chairperson.

Where it is not possible for the full Board to consider a recommendation regarding disclosure in the time available, the Chairperson or any two directors may approve a release of the Material Information.

## **5. IDENTIFICATION AND DISCLOSURE OF MATERIAL INFORMATION**

Any Director of APL or any employee of the Manager must inform the Disclosure Officer as soon as practicable after that person becomes aware of any potentially Material Information.

For the purposes of ascertaining whether information is Material Information, reference may be made to the Schedule to this Policy which provides examples of matters of Material Information but is not an exhaustive list

If a person is unsure whether information is Material Information, that person must disclose the information to the Disclosure Officer so that the Disclosure Officer can prepare a recommendation to the Board in respect of the information.

The Disclosure Officer must confer as necessary (including with external legal advisers) as to prepare a recommendation for consideration by the Board on whether disclosure is required or not, and ensure that this recommendation is brought to the Board's attention as soon as possible.

The Board must consider any recommendation made by the Disclosure Officer as to whether particular information is Material Information and must be disclosed (i.e., is not subject to the 'Safe harbours' to disclosure set out in the NZX Listing Rules) and, if so, the timing of disclosure of any such information (subject always to the NZX Listing Rules which require immediate disclosure of Material Information except if the safe harbours to disclosure apply).

If the Board determines that the information is Material Information and must be released, the Disclosure Officer must coordinate disclosure of the information in a form specified by the NZX Listing Rules as soon as practicable after the Board's determination, unless the Board has determined that the 'safe harbours' to disclosure apply,

## **6. MEDIA SPECULATION AND RUMOURS**

The Disclosure Officer is responsible for APL's obligations to promptly and without delay release Material Information to NZX necessary to prevent development or subsistence of a market for its quoted securities which is materially influenced by false or misleading information from APL or other persons or circumstances which would give such information substantial credibility.

Except as required above, APL will generally not comment on media speculation and rumours. Should NZX or another regulator require a formal response from APL or should the Disclosure Officer determine that previously undisclosed confidential information is no longer confidential, a statement may be released.

## **7. TRADING HALT**

Following consultation with the Chairperson or, where not available, any independent director, the Disclosure Officer and the Manager's CEO are authorised to apply to NZX to place APL's securities in a trading halt where they believe a halt is necessary to ensure that the market trades on a fair, orderly and transparent basis. Circumstances in which a halt may be applied for include:

- Where material information is unable to be released promptly and without delay'
- Where there is information in the public domain that APL needs to respond to; or
- Where a bookbuild is to be undertaken in conjunction with a capital raising.

## **Schedule: Examples of matters which may be material information**

- the financial performance of APL;
- the signing of a new tenant or the loss of a tenant, where the rent is material;
- delays or cost overruns of developments as well as other significant construction or development issues;
- the revaluation of APL's property portfolio;
- a possible change in the strategic direction of APL;
- a possible acquisition or sale of any assets;
- changes in APL's actual or anticipated financial condition or business performance;
- a possible change in APL's capital structure, including proposals to raise additional equity or borrowings;
- a change in the historical pattern of dividends;
- Board or senior management changes;
- a material legal claim by or against APL;
- changes in financial forecasts or expectations;
- completed proposals or negotiations of a material nature;
- appointment of a receiver or liquidator;
- notice of intention to make a takeover (whether given or received);
- material changes in management control.

# ASSET PLUS LIMITED

## AUDIT AND RISK COMMITTEE CHARTER

---

The Audit and Risk Committee oversees the Company's compliance with the Audit and Risk Charter.

### **1. OBJECTIVES**

The primary objectives of the Charter are as follows:

- to set the principles and standards with respect to internal controls, accounting policies and the nature, scope, objectives and functions of the external audit. This objective enables the Board to satisfy itself that management is discharging its responsibilities in accordance with established processes and, wherever practical, best practice methodologies; and
- to ensure the efficient and effective oversight and management of all business risks.

### **2. COMPOSITION**

The Audit and Risk Committee must be comprised solely of non-executive Directors, have a minimum of three Directors and a majority of those Directors must be independent Directors. At least one member must have an accounting or financial background. The Board will appoint the Chairperson of the Committee who must not also be the Chairperson of the Board.

### **3. MEETINGS**

The Audit and Risk Committee will meet at least two times per year, or more frequently if required, to specifically fulfil its obligations and discharge its duties in respect to the Audit and Risk Charter. Representatives of the Manager and the external Auditor may attend at the request of the Committee.

The agenda for each Committee meeting will be determined by the Chairperson in consultation with the Manager, with each Director being entitled to suggest agenda items. The Company Secretary and the APL Chief Financial Officer are responsible for the co-ordination of all Audit and Risk Committee business including meeting scheduling, agendas, distribution of Committee papers and preparation of meeting minutes.

A quorum shall consist of no less than two Committee members, one of whom shall be the Committee Chairperson or an nominee of the Committee Chairperson and one of whom shall be an independent director.

#### **4. AUTHORITY**

The Audit and Risk Committee is authorised by the Board to investigate any activity to ensure compliance with the Audit and Risk Committee Charter. It is authorised to seek any information it requires from the Manager, and the Manager shall be directed to cooperate with any request made by the Audit and Risk Committee.

The Audit and Risk Committee shall have the authority of the Board to:

- conduct any investigations required to fulfil its responsibilities; and
- obtain legal or other independent professional advice, and
- to secure the attendance at meetings of third parties with the relevant experience and expertise if it considers this necessary.

Any reasonable expenses incurred in relation to the above will be met by the Company.

The Audit and Risk Committee is accountable to the Board and may make recommendations to the Board. However, the Audit and Risk Committee has no executive powers with regard to its findings and recommendations.

#### **5. DUTIES AND RESPONSIBILITIES**

The duties and responsibilities are as follows:

##### **External Audit**

- Establish guidelines for the selection and appointment of the External Auditor and the rotation of the audit firm or Key Audit Partner (as that term is defined in the Listing Rules at least once every five years.
- Review and recommend to the Board the appointment and removal of the external Auditor if the Committee considers necessary.
- Ensure through liaison with the External Auditor that the Company is discharging its responsibilities to meet relevant financial reporting legislation and regulatory requirements governing.
- Review any matters relating to the independence of the External Auditor, including approving any non-audit services proposed to be provided by the External Auditor.
- Review the engagement of and fees paid to the External Auditor for its audit services.
- Review and approve the annual audit plan proposed by the External Auditor.

- Monitor the effectiveness, objectivity and independence of the External Auditor.
- Meet with the External Auditor without management present in order to discuss any relevant issues relating to the audit engagement and the preparation of the financial statements.

### **Financial Reporting**

- Review draft financial statements with management and the External Auditor, and recommend final approval of the full financial statements for each financial year and half year by the Board.
- Provide advice on and review the Company's Annual Report.
- Receive, consider and ensure appropriate action is taken on the External Auditor's reports to the Company and to shareholders.
- Receive, consider and ensure appropriate action is taken on the External Auditor's reports on the status of internal controls and management systems.
- Reviewing and approving changes in significant or unusual transactions and accounting estimates, including reviewing papers on key accounting judgments.
- Assessing whether the financial statements present fairly APL's financial position and performance.
- Review existing accounting policies and practices, in particular new accounting policies or amendments to existing accounting policies, to ensure appropriateness and compliance with generally accepted accounting practice and applicable financial reporting standards.
- Require the Manager to represent in writing to the Board that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial position and that the operating results have been prepared in accordance with relevant financial standards.
- On receipt of the Representation letter from the Manager as above, review any representation letters to be provided to the External Auditor from the Board and approve to the Board for signing.

### **Dividend recommendations and solvency test matters**

- Review the Manager's recommendations to the Board regarding dividend payments and provide a recommendation to the Board on proposed dividends.
- Review solvency reporting and advise the Board on whether the solvency test is satisfied prior to payment of dividends.

### **Treasury**

- Review reporting from the Manager on compliance with APL's Treasury Policy.
- Review and approve required certifications to APL's lenders regarding compliance with financial covenants.
- Review the Manager's recommendations on appropriate treasury risk management matters, including liquidity and interest rate hedging.

**Risk Management**

- Ensure the Manager has implemented appropriate risk management strategies and that risks are being actively managed in a systematic and prioritised manner and assessed regularly.
- Oversee the performance of the Manager, including, its duty to advise the Committee and the Board on all risk management matters.
- Review risk management reporting provided by the Manager.
- Ensure that management undertakes a regular legal and statutory compliance review.

**Other Duties**

- Review financial issues as identified.
- Identify and direct any special projects or investigations deemed necessary.
- Review the Audit and Risk Committee Charter annually.
- Review the Delegated Authorities Policy annually.

# ASSET PLUS LIMITED NOMINATION COMMITTEE CHARTER

---

The Nomination Committee oversees the Company's compliance with the Nomination Charter.

Due to the size of the Company, the full Board will fulfil the obligations of the Nominations committee as set out in the Charter below. This decision will be reviewed from time to time.

## **1. OBJECTIVES**

The objectives of the Charter are to ensure the Board's current and future composition, with respect to the mix of qualifications, skills and experience, are appropriate to the Company's operations and strategic direction and contribute to the effective governance of the Company. Directors are expected to exercise an independent and informed judgment on matters which come before the Board and be free of any business or other relationship that may interfere with the exercise of that individual judgment.

## **2. SECRETARIAL AND MEETINGS**

The secretary of the Nominations Committee meetings shall be appointed by the Board. A quorum shall be two Board members, at least one of whom must be an independent non-executive Director.

All Directors are entitled to attend Nomination Charter meetings, except those Directors whose positions as Directors are under consideration in which case attendance is by invitation only. When meeting on Nomination matters the Chairperson shall be the Chairperson of the Board or, when the appointment of a successor as Board Chairperson is under consideration, another independent non-executive Director selected by the Board.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee.

Meetings shall be held from time to time as required having regard to the occurrence of Board vacancies, actual or anticipated. Any member of the Board may request a meeting at any time if they consider it necessary.

## **3. RESPONSIBILITIES**

The responsibilities of the Committee in respect to Nomination matters are as follows:

- to identify and nominate candidates to fill Board vacancies as and when they arise;
- before making an appointment, to evaluate the balance of skills, knowledge and experience on the Board and, in the light of the evaluation, to determine the role and capabilities required for the appointment;

- to formulate succession plans for non-executive Directors taking into account the challenges and opportunities facing the Company and the skills and expertise accordingly required to manage the Company in the future;
- to regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and to make any changes; and
- to consider such other matters relating to Board nomination or succession issues as may be identified by the Board.

#### **4. APPOINTMENT OF DIRECTORS**

- At all times there must be at least two independent Directors of the Company as required by the NZX Listing Rules (LR 2.1.1). At least two of the Directors must be resident in New Zealand.
- The Company's Constitution provides for the appointment of two independent Directors. The Board considers a Director to be independent if they are independent of management and free of any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment or could otherwise affect their ability to act in the best interests of the Company.
- The Directors are required to keep the Board advised of any interests they have that could potentially conflict with the interests of the Company.
- The Board determines the independence of each Director in terms of any matter arising at any time and on a formal basis at the time of appointment and annually thereafter. The Board will review any determination it makes as to a director's independence on becoming aware of any information that indicates that the Director may have a material relationship that could potentially conflict with the interests of the Company.
- The Board will have regard to the factors that may impact a director's independence set out in Recommendation 2.4 of the NZX Corporate Governance Code in considering whether a director meets the definition of an Independent Director in the NZX Listing Rules.

#### **5. ANNUAL REVIEW**

The Board will undertake an annual self-review of the Nomination Charter's objectives and responsibilities and the extent to which they have been achieved and discharged. Such objectives and responsibilities and their attainment will also be reviewed by the Board and any other person the Board considers appropriate.

#### **6. REPORTING PROCEDURES**

The minutes of all meetings in respect to the Nomination Charter will be circulated to members of the Committee and to such other persons as the Committee decides.

# ASSET PLUS LIMITED REMUNERATION COMMITTEE CHARTER

---

The Remuneration Committee oversees the Company's compliance with the Remuneration Charter. Due to the size of the Company, the full Board will fulfil the obligations of the Remuneration Committee as set out in the Charter below. This decision will be reviewed from time to time.

## **1. OBJECTIVES**

The objective of the Charter is to establish remuneration policies and practices relative to remuneration setting for the Company's Directors (both non-executive and executive).

## **2. SECRETARIAL AND MEETINGS**

The secretary of the Remuneration Charter meetings shall be appointed by the Board. A quorum shall be two Board members, at least one of whom must be a non-executive Director.

The meeting may have in attendance such members of the Manager and such other persons, including external advisers, as necessary to provide appropriate information and advice.

All Directors shall be entitled to attend meetings provided that executive directors shall not be entitled to attend meetings where they are conflicted for personal reasons.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the committee and, where necessary, applicable members of the Manager.

Any member of the committee may request a meeting at any time if they consider it necessary. Minutes of all meetings shall be kept.

## **3. RESPONSIBILITIES**

The committee is responsible for setting and reviewing the remuneration policies and practices of the Company, including:

- making recommendations to the Board on setting and reviewing all components of the remuneration of the non-executive Directors. Such components shall include base fees, any supplemental fees for undertaking additional duties, reimbursable expenses, entitlement on retirement from or termination of Board membership, and all other benefits and entitlements arising from their Directorships; and
- considering such other matters relating to remuneration issues as may be applicable.

The Board, at the expense of the Company, may obtain outside information and advice including market surveys and reports, and consult with management and executive search consultants and other outside advisers as it thinks necessary for carrying out its

responsibilities.

#### **4. ANNUAL REVIEW**

The committee will undertake an annual self-review of its objectives and responsibilities and the extent to which they have been achieved and discharged, inviting comments from all members of the committee. Such objectives and responsibilities and their attainment will also be reviewed by any other person the Board considers appropriate. It shall make any suggested changes in the duties and responsibilities in terms of this Charter.

#### **5. REPORTING PROCEDURES**

After each Remuneration committee meeting the minutes of these meetings will be circulated to members of the committee.