Super Trustees Australia Ltd

Board Charter

February 2026

CONTENTS

1. PURPOSE

This Charter sets out the role, responsibilities, structure and processes of the Board of Directors (Board) of Super Trustees Australia Ltd (STA).

2. ROLE OF THE BOARD

The responsibility and ultimate control of the business of STA is vested in the Board, on behalf of its shareholder(s). In support of this, the role of the Board includes the following:

- Clear, transparent, demonstrated leadership at all times, that sets out the tone at the top', role modelling the culture and values of STA
- Approving STA's strategy and overseeing the implementation of STA's strategic objectives
- Approving the values which underpin a culture that is committed to integrity, ethical and responsible business practices
- Establishing and maintaining a strong governance framework, supported by effective systems, controls and processes to identify, manage and mitigate both financial and non-financial risks
- Safeguarding the integrity of STA's accounting practices and corporate reporting, including oversight of the external audit function
- Always acting honestly, fairly and diligently in all respects and in accordance with the law and all relevant STA policies.
- Review and approve Board membership and appointments; assessing Board, Committee and Managing Director performance; appointment/removal of Managing Director and Company Secretary, ensuring robust succession planning for both short- and long-term needs.
- Setting the appropriate size, composition and structure of the Board and its committees
- Appointing the Chairperson (Chair) of the Board
- The Board ensures that directors and senior management collectively have the skills needed for the effective and prudent management of STA
- Each director must contribute meaningfully to Board deliberations, and together they must possess the knowledge and expertise to understand STA's risks including legal and prudential obligations and to ensure the organisation is managed appropriately
- The Board may engage external consultants and experts to supplement its capabilities when required
- Ensuring shareholder(s) receive timely, accurate and balanced information.
- Constructively challenging management thus ensuring accountability.
- Making decisions that fall outside delegated authorities.

3. MATTERS RESERVED FOR THE BOARD

The Board has delegated the day-to-day management and administration of STA to the Managing Director. Nonetheless, the following matters must be referred to the Board for its consideration and / or approval:

Governance and Risk Management	• Approve STA's governance framework, including: - Board policies and charters - Delegations of authority • Approve any changes to the Constitution • Approve the risk management framework, including STA's risk appetite • Review and monitor strategic, operational and emerging risks • Monitor the STA's internal compliance, controls and reporting systems • Ensure that Work Health and Safety systems are in place.
Strategy, Operations and STA Budget	• Contribute to and approve the STA's strategy • Prosecution, defense or settlement of all litigation material to the interests of STA • Approve and monitor operational, financial and non-financial targets • Approve and monitor STA's annual budget • Approve the acquisition, establishment, disposal and cessation of any significant aspect of the STA s assets • Approve STA's strategy as it relates to ESG and financial reporting requirements, where relevant.
Remuneration	• Approve the remuneration of the Managing Director and monitor their performance • Review and monitor STA's remuneration framework, including approval of material changes to the remuneration strategy or framework • Approve the participants of the Employee Incentive Plan, including the terms, consideration and performance assessments linked to awards • Approve Directors' fees, subject to shareholder approval of the director remuneration pool and/or overall budget.
People and Culture	• Appointment or removal of the Managing Director and Company Secretary • Review the performance of the Managing Director and have oversight of the performance of their Direct Reports • Approve the appointment of direct reports to the Managing Director • Approve STA's vision, values and Code of Conduct • Monitor the culture of STA and receiving information on material breaches of governance policies • Review succession plans for senior management • Approve material changes to STA's corporate structure
Capital Structure and Financial Matters	• Approve the borrowings and the granting of security over, or interests, in the business or any of its assets • Approve any capital raising initiatives • Approve major capital expenditure, capital management, acquisitions and divestments • Approve dividend policy for STA and authorising payment of dividends • Monitor the financial performance of STA
External Reporting and Market Disclosures	• Approve STA's half-year and full year results and financial statements, including the Director's Report, the Remuneration Report, Annual Report and the Modern Slavery Statement, where relevant • Approve published guidance or material forward looking information • Oversee and monitor processes for making timely and balanced market disclosure • Ensure compliance with reporting under Australian Prudential Regulation Authority's (APRA) Prudential Standard CPS 511 • Ensure compliance with other relevant legislation for approving STA's annual and half year financial reports and any other information for disclosure to the market that contains or relates to financial projections, statements as to future financial performance or changes to the policy or strategy.

4. BOARD COMPOSITION AND STRUCTURE

Information in relation to Board composition and structure is noted below.

4.1 Composition, size and structure

The Board is responsible for determining an appropriate mix of skills, knowledge, experience, expertise and diversity on the Board to ensure that the requirements of the business can be met.

The composition of the Board should include an appropriate number of Directors including the minimum number of directors in accordance with the Corporations Act 2001 (Cth). At a minimum, a Board of 4 Directors will be maintained, subject to any temporary gaps unexpectedly arising of up to 90 days or as otherwise approved by APRA.

The Board shall consist of a majority of Non-Executive Directors who satisfy the criteria for independence, as defined within STA's Governance and Accountability Policy.

The Board will be led by an independent Chair who is not an Executive of STA.

4.2 Skills

Directors, collectively, must maintain an appropriate balance of skills, knowledge, experience, independence and diversity to discharge their duties and responsibilities effectively.

The Board will review the capabilities, technical skills and personal attributes of its Directors at least annually and consider any changes to its composition.

4.3 Appointment and Induction

Non-Executive Directors are appointed under a formal letter of appointment that outlines the terms and conditions of their engagement.

The Board will ensure that there is a comprehensive induction process in place for new Directors.

4.4 Tenure

The Board will identify which director/s are due for re-election by rotation at annual general meetings, in accordance with the Constitution.

4.5 Succession Planning

To maintain openness to new ideas, the Board will balance the retention of essential skills and experience with the benefits of fresh perspectives. The Board will:

- Regularly assess its skills, experience and capabilities to identify gaps.
- Maintain a diverse mix of skills using a preferred skills matrix.
- Introduce new Directors when appropriate to support independent thinking.
- Require Directors to retire as per STA's Constitution and Governance and Accountability Policy, with staggered renewal dates to avoid excessive turnover in any one year.
- Allow retiring Directors to stand for reappointment where suitable and allowable under the Constitution and Governance and Accountability Policy.

In line with Prudential Standard SPS 510, the Board will also consider whether a Director's tenure could, or could be perceived to, compromise their ability to act in STA 's best interests.

5. BOARD COMMITTEES

The Board may establish committees from time to time to support it in fulfilling its responsibilities. Unless determined otherwise, these committees provide advice and recommendations to the Board.

The Board approves and reviews each committee's charter, terms of reference and membership. It also conducts an annual review of committee performance and considers any required updates to the relevant charters.

The Board has established the following committees:

1. Board Audit Committee
2. Board Fund Onboarding and Member Service Committee
3. Board Fund Investment Committee
4. Board Fund Strategy and Performance Committee

Each committee Chair reports to the Board on the committee's activities. All Directors may access committee papers, and Directors who are not committee members may attend meetings as observers, subject to any conflicts of interest.

6. BOARD MEETING - FREQUENCY AND QUORUM

The Board will meet at least six times each year, and more frequently if required to ensure Directors can fulfil their responsibilities to STA. Any Director may call a Board meeting, and the Company Secretary must do so upon a Director's request.

The Board meeting agenda is set by the Chair in consultation with the Managing Director and the Company Secretary. The Company Secretary is responsible for circulating Board papers in advance to allow adequate preparation time.

A quorum is determined in accordance with the Company's Constitution. Following each Board meeting, the Company Secretary will prepare draft minutes and distribute them to Directors for review.

7. APPOINTMENT AND RESPONSIBILITIES OF THE CHAIR

The Board shall appoint a Chair in accordance with the Constitution. The Chair is a Non-Executive Director and should satisfy the clause for independence.

The Chair's responsibilities include:

- Fostering constructive and effective relationships between the Board, Management and fellow Directors
- Enabling the effective contribution of all Directors
- Providing leadership to the Board
- Maintaining an open and collaborative relationship with the Managing Director
- Approving Board meeting agendas and ensuring sufficient time for discussion of key matters
- Overseeing the efficient organisation and conduct of the Board
- Keeping Directors informed on issues arising from Board meetings
- Presiding over STA' s general meetings
- Exercising any specific powers delegated by the Board to the Chair from time to time.

8. DIRECTOR RESPONSBILITIES

Directors must act with honesty, integrity and in accordance with the STA's Code of Conduct.

Each Director agrees to:

- Commit sufficient time to actively and constructively participate in Board deliberations
- Promote good governance and protect the interests of all shareholders
- Critically review and where appropriate, challenge information provided by Management

Non-Executive Directors must notify the Chair before accepting a directorship with another company and should consider:

- The Chair's views and recommendations
- Any Board policies on multiple directorships
- Relevant best-practice standards on multiple directorships

Executive Directors may not accept a directorship with another company without prior Board approval.

9. COMPANY SECRETARY

The Board must appoint at least one Company Secretary in accordance with the Constitution, and any appointment or removal must be approved by the Board.

The Company Secretary is accountable to the Board, through the Chairman, for all matters relating to the effective functioning of the Board and also reports directly to the Managing Director on executive management matters.

All Directors have unrestricted access to the Company Secretary.

The responsibilities of the Company Secretary include:

- Organising Board and Committee meetings.
- Providing governance advice to the Board and its Committees.
- Ensuring Board and Committee policies and procedures are followed.
- Coordinating the preparation of Board and Committee agendas.
- Managing the timely preparation and distribution of Board and Committee papers.
- Communicating with APRA, Australian Securities Investment Commission (ASIC) and other regulators as required.
- Ensuring accurate minute-taking for Board and Committee meetings.
- Coordinating circular resolutions when needed.
- Supporting the induction and ongoing professional development of Directors.
- Ensuring compliance with regulatory lodgment requirements.
- Coordinating STA's general meetings, where relevant.

10. CONFLICT OF INTEREST

Each Director has a fiduciary and statutory obligation to avoid any situation that creates, or could reasonably be perceived to create, a real or material conflict of interest whether it is a conflict of interest or duties.

Directors must keep the Board informed on an ongoing basis of any interests that may conflict, or be perceived to conflict, with those of STA. Where a director has an actual, potential or perceived conflict in relation to a matter before the Board, the Board will determine how that conflict is to be managed. A conflicted director will not vote on the matter, as determined by the Board.

STA's Conflict Management Policy sets out the framework for identifying and managing such conflicts.

11. INDEPENDENCE OF DIRECTORS

If a Director becomes aware of any information, facts or circumstances that may affect their independence, they must immediately disclose all relevant details in writing to the Company Secretary and the Chair.

The Board will regularly assess each Director's independence based on the interests they disclose. If the Board determines that a Director's independent status has changed, appropriate action will be taken.

An independent Director is a Non-Executive Director who is not part of management and who is free from any interest, position, association, business or other relationship that could, or could reasonably be perceived to, materially influence their independent judgement.

When assessing independence and determining the materiality of any relationship, the Board will consider:

- Interests, positions and relationships relevant to independence
- Materiality thresholds applied under Australian accounting standards
- Any independent professional advice the Board chooses to obtain

A relationship is considered to materially influence or be perceived to materially influence a Director's independent judgement if it is of substance and consequence and presents a real and sensible possibility of affecting the Director's decision-making.

12. INDEPENDENT PROFESSIONAL ADVICE

The Board as a whole, and each Director individually, may seek independent professional advice at STA's expense whenever they consider it necessary to fulfil their duties and responsibilities.

Directors wishing to obtain such advice should first seek the approval of the Chair, acting reasonably, and will be reimbursed for all reasonable costs incurred. Where the Chair seeks independent professional advice, approval must be obtained from the Chair of the Audit Committee.

13. ALTERNATE DIRECTOR

An alternate Director may be appointed by a Director with the approval of the Board, in accordance with STA's Constitution and the Governance and Accountability Policy.

An alternate Director may attend and vote at Board meetings only when the appointing Director is absent. If the alternate attends a meeting at the same time as the appointing Director the alternate may participate but is not entitled to vote.

14. BOARD PERFORMANCE REVIEW AND EVALUATION

The Board will, each year, coordinate a review of the performance of the Board, its Committees and individual Directors. This evaluation may be led by the Chair or, from time to time, conducted with the assistance of an external facilitator.

15. BOARD CHARTER REVIEW

The Board will review this Charter annually.

16. DOCUMENT CONTROL

Document Information

Document Title	Board Charter
Document Type	Charter
Document owner	Company Secretary
Approver	Board
Review Frequency	Annually
Next review due	February 2027

Change Log

Version	Summary review details	Prepared by	Approval Date
1.0	New draft.	Company Secretary	3 February 2026

APPENDIX A - DIRECTOR APPOINTMENT AND TENURE

The Board will identify which director/s are due for re-election by rotation at annual general meetings, in accordance with the Constitution. Below is a summary of the tenure for the current Board of Directors.

Director Name	Date of Appointment	Current Term Period	Term Expiry Date	Non-Executive/ Independent	Executive Director