

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

APN Industria REIT

ABN/ARBN

Comprising stapled entities: Industria Trust No. 1 ARSN 125 862 875 Industria Trust No. 2 ARSN 125 862 491 Industria Trust No. 3 ARSN 166 150 938 Industria Trust No. 4 ARSN 166 163 186 Industria Company No. 1 Ltd ACN 010 794 957

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 12 August 2021 and has been approved by the board.

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 18 August 2021

Name of authorised officer
authorising lodgement: Chantal Churchill

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>our Corporate Governance Statement</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>our Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/ and the information referred to in paragraphs (4) at: our Corporate Governance Statement and (5) at: our Director's Report</p> <p>[If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: our Corporate Governance Statement and the length of service of each director at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://apngroup.com.au/about-us/our-purpose-and-values/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/ and the information referred to in paragraphs (4) at: https://apngroup.com.au/about-us/our-people/apn-fm-board-of-directors/ and (5) at: our Director's Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>..... <i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/</p> <p>and the information referred to in paragraphs (4) at: Our Corporate Governance Statement and (5) at: our Director's Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>our Corporate Governance Statement</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/</p> <p>and the information referred to in paragraphs (4) at: our Corporate Governance Statement and (5) at: our Director's Report</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>



APN | Industria REIT

CORPORATE GOVERNANCE STATEMENT

AUGUST 2021

OUR COMMITMENT AND FUND OVERVIEW

APN Industria REIT (**Fund**) is comprised of the following four trusts and one company (including their various subsidiary trusts and companies):

- Industria REIT No. 1;
- Industria REIT No. 2;
- Industria REIT No. 3;
- Industria REIT No. 4; and
- Industria Company No. 1 Limited.

Securityholders in the Fund hold a unit or share of each of the above entities that are stapled together, such that an individual unit or share in one of the above entities may not be transferred or dealt with without the others. The Fund is listed on the Australian Securities Exchange (**ASX**) under code ADI.

APN Funds Management Limited is the Responsible Entity (**APN FM or Responsible Entity**) of each of the four trusts. APN FM oversees the management and strategic direction of the Fund in its role as Responsible Entity. The board of APN FM (**Board**) comprises four Independent Directors (including the Chairman). The board of Industria Company No. 1 Limited (**Industria Co**) comprises five Directors, four of whom are Independent Directors (including the Chairman) and one of whom is an Executive Director. Importantly, the boards of both APN FM and Industria Co are comprised of a majority of Independent Directors.

The boards of APN FM and Industria Co co-operate to ensure that the interests of the Fund are aligned, and therefore, have adopted the same practices and processes. For simplicity, in this Corporate Governance Statement, all reference to APN FM, Responsible Entity, Board or Fund should be read as including and referring also to Industria Co and its board of directors and governance practices, wherever the context permits and unless otherwise stated.

The Responsible Entity is committed to achieving and demonstrating the highest standards of governance. The Fund's Corporate Governance Statement (**Statement**) has been prepared in accordance with the principles and recommendations set by the ASX Corporate Governance Council (Corporate Governance Principles and Recommendations 4th Edition) (**Recommendations**), and any departure from these Recommendations are stated below.

The Responsible Entity's governance framework, as summarised in the Statement, has been designed to ensure that the Fund meets its ongoing statutory obligations, discharges its responsibilities to all stakeholders and acts with compliance and integrity.

This Statement outlines the main corporate governance practices in place throughout the financial year from 1 July 2020 to 30 June 2021 (**Reporting Period**) and incorporates the requirements of market regulators, adopted codes and charters, documented policies and procedures and guidance from industry best practice. These policies and practices remain under regular review as the corporate governance environment and good practices evolve.

As APN FM and Industria Co do not employ staff directly, the necessary management and resources for the operation of the Fund for the Reporting Period were provided by APN Property Group Limited (**APN Group**). For this reason, staff are governed by APN Group policies. To assist stakeholders in accessing key documents outlining our approach to corporate governance, the policies, charters and codes referred to in this Statement are available on the Fund's website at <https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/>. This information is updated throughout the year, as policies and procedures are reviewed.

Acquisition of APN Property Group

On 27 July 2021, the acquisition of APN Property Group Limited (the ultimate and immediate parent entity of APN Funds Management Limited) by Dexus (ASX: DXS) announced on 11 May 2021 was approved by APN Group securityholders. As a result, effective 13 August 2021, Dexus will become APN FM's ultimate parent entity. This Statement reflects the corporate governance practices in place for the Reporting Period prior to the acquisition by Dexus.

This Statement was adopted by the Board on 12 August 2021.

2021 CORPORATE GOVERNANCE STATEMENT

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Roles and Responsibilities of the Board and Management

The Board is responsible for the overall management and governance of the Fund. The Board is governed by APN FM and the Fund's Constitutions, the Compliance Plan, the Corporations Act 2001 (Cth), ASX Listing Rules, its Australian Financial Services Licence and all applicable laws.

The Board has expressly reserved its powers in relation to certain matters and has delegated its powers in relation to other matters to management which enables the Board to maintain a focus on strategic guidance while exercising effective oversight. The Board has delegated the day-to-day management of the Fund to the Managing Director/Chief Executive Officer and Senior Executives, including the Fund Manager, all of whom are required to work within authority limits and delegations set out in the Delegated Authority Policy (an internal policy approved by the Board) or otherwise by way of decisions and determinations of the Board. These delegations are reviewed on a regular basis.

Minutes of the Board meeting are tabled at a subsequent Board meeting. Attendance records at Board meetings are provided in the Director's report of the Fund's Annual Report.

The Board has adopted a Charter that details the functions and responsibilities of the Board. The Board Charter is available at <https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/>.

During FY21, the Board continued to work closely with management to develop and implement strategies to respond to the COVID-19 pandemic.

Non-Executive and Independent Directors are entitled to take independent advice at the cost of the Company in relation to their role as members of the Board.

The Company Secretary is accountable directly to the Board, through the Chair, for all governance matters relating to the proper functioning of the Board. The Company Secretary attends all meetings of the Board. All Directors have direct access to the Company Secretary for all governance matters.

Director's Appointment, Election and Re-election

A Director is appointed by a written letter that contains the terms on which the Director is to be appointed, including but not limited to remuneration, time commitment envisaged, compliance with APN Group policies such as the Code of Conduct and Securities Trading Policy and the basis upon which they will be indemnified by the Company. Prior to appointment, the APN Group undertakes appropriate checks in relation to the candidate's experience, education, character, criminal record and bankruptcy history. Written consent to act is received by each Director.

All Senior Executives responsible for the Fund's management and operations are appointed by APN Group under a written agreement which sets out the terms of their appointment including their position, duties and responsibilities, remuneration and entitlements, circumstances in which their service may be terminated and where applicable, the basis upon which they will be indemnified by APN Group. Senior Executives are also subject to appropriate checks prior to being appointed.

When presenting a Director for election or re-election, the Responsible Entity provides securityholders with all material information in its possession relevant to a decision on whether to elect or re-elect a Director, including but not limited to, biographical details, any listed entity directorships held within the last 3 years, whether the Board considers the candidate as independent and whether the Board supports the election or re-election.

Review of Board and Senior Executives Performance

The performance and effectiveness of the Board is reviewed regularly by the Board, with the assistance of the Nomination and Remuneration Committee. Each Director completes a Board Effectiveness questionnaire to evaluate the Chairman, the Board as a whole, the Board's processes and governance framework and the Committees effectiveness in supporting the Board. In addition, each Director holds a one on one meeting with the Chairman in order to raise any matters of concern. At all times the Company Secretary is available to bring any anonymous feedback to the attention of the Board. Based on any

feedback, the Board discusses the findings and analyses the Board and Committees performance, including suggestions for changes or improvements. The Board's performance and effectiveness was reviewed during the Reporting Period.

The performance of Senior Executives is reviewed annually by APN Group against their position descriptions and key performance indicators. The performance of all Senior Executives was reviewed in respect of the Reporting Period.

Diversity and Inclusion

The APN Group has adopted a Diversity and Inclusion Policy. The APN Group recognises the benefits to be gained from a diverse and inclusive workforce where the differing skills, perspectives and experiences of individuals from different backgrounds can lead to more innovative and efficient business practices. The APN Group is committed to facilitating an environment in which the principles of diversity and inclusion are embedded in the culture and systems of the organisation and where every individual has the opportunity to excel.

The APN Group adopted the following measurable objectives for the Reporting Period:

FY21 Diversity Objectives	FY21 Outcomes*
APN FM and Industria Co Boards	
The composition of the Board, having regard to gender diversity, is 30% of directors for each gender. Target period to meet objectives is FY2025.	Consistent with previous years, 25% of the APN FM Board is female and 20% of the Industria Co Board is female.
The selection process for Board appointments, having regard for the need to maintain an appropriate mix of skills, experience, expertise and diversity, will consider at least one female candidate wherever reasonably possible.	No new positions required to be filled in the period.
APN Group Senior Management**	
The composition of Senior Management, having regard to gender diversity, comprises both male and female.	29% of Senior Management are female.
The selection process for Senior Management appointments, having regard for the need to maintain an appropriate mix of skills, experience, expertise and diversity, will consider at least one female candidate wherever reasonably possible.	No new positions required to be filled in the period.
APN Group Workplace	
The composition of the workplace, having regard to gender diversity, is 30% for each gender.	The composition of the workplace is 45% female and 55% male.
The process for recruitment of new employees, having regard for the skills and expertise required for the role, will consider at least one female candidate wherever reasonably possible.	There were 12 new appointments made during the Reporting period of which 4 (33%) were female. All new appointments considered at least one female candidate.
Flexible work arrangements to balance family and other commitments with the role will continue to be considered for all employees, where the requirements of the role permit.	Flexible work arrangements have been agreed with a number of employees to address family balance, maternity needs, health and wellbeing.

FY21 Diversity Objectives	FY21 Outcomes*
	In addition, due to COVID-19, additional work from home/flexible arrangements have been put in place for majority of employees during and post directed lockdowns.
The Diversity and Inclusion Policy is accessible to all employees at all times.	The policy is available on APN 's website and intranet and as such is available to all staff at all times.
All employees responsible for employment and promotion of employees will be reminded of the Diversity and Inclusion Policy and these objectives at least annually.	Employees responsible for employment and promotion were reminded of the Diversity and Inclusion Policy and these objectives during the Reporting Period.
Mentoring support to be available to all employees.	Mentoring support was available to all employees during the Reporting Period.

*FY21 Outcomes are as at 30 June 2021.

**Senior Management is characterised in terms of reporting hierarchy to the CEO and is defined as a manager having a direct reporting line to the CEO (i.e. CEO-1). It also includes the CEO role itself.

As at the end of the Reporting Period, the proportion of gender diversity of the APN Group was:

	Men	Women	Movement from FY20
Board of APN Property Group Limited	80%	20%	No change
Board of APN Funds Management Limited	75%	25%	No change
Board of Industria Company No. 1 Limited	80%	20%	No change
Senior Management* of APN Property Group Limited	71%	29%	No change
All employees of APN Property Group Limited	55%	45%	↓ (from 51%)

*Senior Management is characterised in terms of reporting hierarchy to the CEO and is defined as a manager having a direct reporting line to the CEO (i.e. CEO-1). It also includes the CEO role itself.

The APN Group Diversity and Inclusion Policy is available at <https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/>.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

Nomination and Remuneration Committee

The Board has established a Nomination and Remuneration Committee. The composition of the Nomination and Remuneration Committee during the Reporting Period was:

Name	Position
Michael Johnstone	Independent Director and Chair of Nomination and Remuneration Committee
Geoff Brunsdon AM	Independent Chairman and Nomination and Remuneration Committee Member
Jennifer Horrigan	Independent Director and Nomination and Remuneration Committee Member

The Board has adopted a Charter that details the functions and responsibilities of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee Charter is available at <https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/>.

All matters determined by the Nomination and Remuneration Committee are put to the Board as a whole, as recommendations for the Board's decision. Minutes of the Nomination and Remuneration Committee meeting are tabled at a subsequent Board meeting. Attendance records at Nomination and Remuneration Committee meetings are provided in the Director's Report of the Fund's Annual Report.

Board Skills Matrix

With the input of APN Group, the Board has adopted a skills matrix to ensure that there is an appropriate mix of skills and experience on its Board and Committees to enable the Board to deliver the Responsible Entity's objectives, and to effectively discharge its corporate governance and oversight responsibilities.

Directors are invited to join the Board based on their skills and experience in relation to the Responsible Entity's and Funds activities. The Board is fully apprised with the operations of the Fund, the APN Group and the environment in which it operates.

The following table sets out the key skills and experience that the Board considers to be most relevant and which are represented collectively on the Board:

Key Skills and Experience
Leadership, people and inclusion
Strategic Planning
Funds Management
Property/Development
Capital Structure
Financial Acumen
Governance, Legal, Risk, Health and Safety
Customer Experience and Marketing
Information Technology and Innovation
Sustainability and Corporate Responsibility
Crisis Management

Directors Independence and Length of Service

The composition of the Boards as at the end of the Reporting Period was:

APN Funds Management Limited			Industria Company No. 1 Limited	
Name	Position	Length of service (yrs)	Position	Length of service (yrs)
Geoff Brunsdon AM	Independent Chairman	11 years 10 months	Independent Chairman	7 years 10 months
Jennifer Horrigan	Independent Director	9 years 4 months	Independent Director	7 years 10 months
Michael Johnstone	Independent Director	11 years 9 months	Independent Director	7 years 10 months
Howard Brenchley	Independent Director	23 years 5 months	Independent Director	7 years 10 months
Joseph De Rango	Alternate Director for Howard Brenchley	1 year 11 months	Executive Director	1 year 11 months

The Boards are comprised of a majority of Independent Directors. The independence of Directors is assessed in accordance with the guidelines outlined in the Recommendations. The Board considers Geoff Brunsdon, Jennifer Horrigan, Michael Johnstone and Howard Brenchley to be Independent Directors, as they do not have a material interest, position, association or relationship that could reasonably be perceived to materially interfere with the independent exercise of their judgement. The Board considered the independence of each director at the time of adopting this statement.

All Directors must disclose any interests or conflicts in accordance with the Corporations Act 2001 (Cth), and APN Group policies prior to the consideration of matters at the meetings of the Board.

The Fund's Annual Report details offices held by Directors with other listed organisations within the past 3 years (Director's Report) and related party dealings (Notes to the Financial Statements) as required by law.

With the input of APN Group, the Board has carefully considered its size and composition, together with the specialist knowledge of the funds management, property and property securities sector of its directors, and has formed the view that based on its current composition, it has the necessary skills and experience to ensure that the Fund performs strongly, and there is sufficient accountability in the structure of the Board to ensure the outcomes and objectives sought by the Recommendations are achieved.

Induction Program for Directors

Induction for newly appointed Directors is provided on appointment, which includes a detailed pack outlining APN FM and APN Fund's information and key policies, including the Code of Conduct and Securities Trading Policy.

Newly appointed Directors are offered meetings with Senior Management to gain an understanding of the business, its operations, history, culture and key risks. Directors are expected to be adequately informed in respect of relevant industry and regulatory issues and changes.

Training sessions, including governance refreshers and presentations by experts are scheduled around Board meeting dates as required or by the request of the Board. Directors may raise other training requirements or professional development opportunities at any time to ensure that their skills and knowledge are updated and enhanced.

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Code of Conduct and Key APN Group Policies

The APN Group has adopted the following:

Purpose and Values – The APN Group has a clear statement of purpose and a set of values that are fundamentally important in achieving APN's business objectives.

Code of Conduct - The APN Group has adopted a Code of Conduct that applies to all directors and employees (including temporary staff and contractors) of APN Group and its subsidiaries. The purpose of the Code of Conduct is to clarify the standards of ethical behaviour required of the Company directors and employees and to ensure that the high standards of corporate and individual behaviour are observed by all in the context of their employment with the Company. By adoption of the Code of Conduct, the Company seeks to ensure that all stakeholders dealing with the Company, whether it be employees, shareholders, investors, customers or competitors, can be guided by the stated values and policies of the Company.

The Code of Conduct also sets out the Board's view on conflicts of interest and related party transactions involving directors and employees and other legal and compliance obligations of the Company, including corporate opportunities, confidentiality and privacy, fair dealing, protection of and proper use of Company information and assets, financial integrity and record keeping, anti-bribery and corruption, health and safety, equal employment, discrimination and harassment, training and compliance, reporting improper conduct and whistleblower protection, compliance with laws, rules and regulations and encouraging the reporting of unlawful or unethical conduct.

APN Securities Trading Policy - The APN Group has adopted a Securities Trading Policy that summarises the law relating to insider trading and other relevant provisions and sets out the procedures of the Company and its subsidiaries for permission and disclosure of trading by directors and employees in APN Group securities.

The Securities Trading Policy applies to all directors and employees of the Company and its subsidiaries and is designed to prevent breaches of the insider trading provisions by directors and employees of the Company and its subsidiaries. The policy includes an overriding prohibition against trading while in the possession of inside information and the restrictions of trading during closed (black out) periods. It is the responsibility of all directors and employees to comply with the insider trading provisions of the Corporations Act and to bring information in relation to any actual or potential insider trading to the attention of the relevant officer of the Company or its subsidiaries, as appropriate.

APN Whistleblower Policy - The APN Group has adopted a Whistleblower Policy that summarises the law relating to the handling of whistleblower disclosures and sets out the procedures of the APN Group for handling such disclosures including protections afforded to eligible whistleblowers.

APN Anti-Bribery and Corruption Policy - APN Group has adopted an Anti-Bribery and Corruption Policy that sets out the Board's view that acceptance of bribes and other improper payments in connection with its business in any jurisdiction, for or on behalf of APN is strictly prohibited. The Policy applies to all directors and employees of the APN Group regardless of location in Australia or overseas and regardless of whether activities as stated take place in Australia or overseas.

The Board will be informed of any material breach of the Code of Conduct and the above policies. The Code of Conduct and key APN Group policies are available at <https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/>.

PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

Audit, Risk and Compliance Committee

The Board has established an Audit, Risk and Compliance Committee. The composition of the Audit, Risk and Compliance Committee during the Reporting Period was:

Name	Position
Jennifer Horrigan	Independent Director and Chair of Audit, Risk and Compliance Committee
Geoff Brunsdon AM	Independent Chairman and Audit, Risk and Compliance Committee Member
Michael Johnstone	Independent Director and Audit, Risk and Compliance Committee Member

The Relevant Qualifications and experience of the members of the committee are provided in the Director's Report and the Fund's Annual Report.

The Board has adopted a Charter that details the functions and responsibilities of the Audit, Risk and Compliance Committee. The Audit, Risk and Compliance Committee Charter is available at <https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/>.

All matters determined by the Audit, Risk and Compliance Committee are put to the Board as a whole, as recommendations for the Board's decision. Minutes of the Audit, Risk and Compliance Committee meeting are tabled at a subsequent Board meeting. Attendance records at Audit, Risk and Compliance Committee meetings are provided in the Director's Report of the Fund's Annual Report.

CEO and CFO Declaration

Prior to approval of the entity's financial statements, the Board receives from its Chief Executive Officer and Chief Financial Officer a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal controls which is operating effectively.

Integrity of Periodic Corporate Reports

In the event the Fund prepares any periodic corporate reports that are not audited, it will ensure that any material that is released to the market goes through a thorough verification process which includes verification of data from the relevant business units, sign off from at least two authorised persons (as outlined in the APN Group Communications and Continuous Disclosure Policy) and where appropriate review, by external legal advisers. This is to ensure all information is materially accurate, balanced and provides investors with all appropriate information.

Auditors Attendance at AGMs

The Funds external auditor, Deloitte Touche Tohmatsu (Deloitte) attends its Annual General Meeting (AGM) and is available to answer questions from securityholders relevant to the audit.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Communications and Continuous Disclosure Policy

The APN Group has adopted a Communications and Continuous Disclosure Policy to ensure that securityholders and the market have equal and timely access to material information regarding developments in relation to the Responsible Entity and the Fund in accordance with applicable disclosure requirements in the Corporations Act 2001 (Cth), Chapter 3 of the ASX Listing Rules and ASX Listing Rules Guidance Note 8. Such information will relate to matters including the Fund's financial position, performance, prospects, ownership and governance.

The Communications and Continuous Disclosure Policy is available at <https://apngroup.com.au/fund/apn-industria-reit/about-us/corporate-governance/>.

Board and ASX Announcements

The Board receives a copy of all material and non-material market announcements following the release of announcements on the ASX platform through an electronic email platform.

Substantive Investor or Analyst Presentations

All new and substantive investor or analyst presentations are released on the ASX platform prior to any presentation taking place.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

Website, Communications Policy and Securityholder Communication

The Responsible Entity is committed to providing all stakeholders with accessible, accurate and timely information on all significant developments and activities affecting the Fund. The APN Group has adopted a Communications and Continuous Disclosure Policy in order to ensure that there is effective two-way communication between the Responsible Entity and its stakeholders.

The Fund website (<https://apngroup.com.au/fund/apn-industria-reit/>) is the primary location for all Fund and governance related information as outlined in the Recommendations. The Responsible Entity ensures that its website is continually updated and contains recent announcements, webcasts, presentations, disclosure documents, market information and answers to frequently asked questions. Securityholders also have the option to receive communications from, and send communications to, the Responsible Entity and its security registry electronically.

The Fund holds an Annual General Meeting (**AGM**) of securityholders in October each year. The date, time and venue of the AGM are notified to the Australian Securities Exchange (**ASX**) and a copy placed on the Fund's website. The Notice of Meeting (**NoM**) will be accompanied by explanatory notes on the items of business and together they will seek to clearly and accurately explain the nature of the business of the Meeting. All securityholders have the opportunity to attend and vote (or appoint a proxy to vote) on any resolutions proposed. All substantive resolutions will be decided by a poll. The proxy form included with the NoM will explain clearly how it is to be completed and submitted. All securityholders at the AGM have the opportunity to ask questions of the Board.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Audit, Risk and Compliance Committee

Please refer to Principle 4 for the composition and key responsibilities of the Audit, Risk and Compliance Committee.

Risk Management Framework

The Responsible Entity recognises that risk management is a core component of APN Group's governance framework. APN Group has a documented Risk Management Framework (**Framework**) which sets out the APN Group's policy, strategy, process and approach to risk management and incorporates the guidelines described in the Australian/New Zealand Standard on Risk Management (AS ISO 31000:2018). The Risk Management Statement available at <https://apngroup.com.au/about-us/governance/> provides a summary of the Framework.

The Managing Director/Chief Executive Officer is responsible for overseeing the implementation and on-going monitoring of the Framework including ensuring risk measures and methodologies are consistently applied, are effective and are supported by Senior Management. The Framework documents how APN Group identifies, assesses, manages, mitigates, monitors, records and reports key risks. Material risks are prioritised by the business and mitigating strategies are implemented to address such risks. Compliance procedures have been implemented to ensure the regular reporting and monitoring of risks across the business.

The Board and Audit, Risk and Compliance Committee receive regular updates on any material risks. The Audit, Risk and Compliance Committee receives a quarterly report on critical and high risks.

The Fund does not have material exposure to environmental or social risk. However, unforeseen risks, such as pandemics may pose a risk to the Fund.

Events relating to COVID-19 have resulted in significant market falls and volatility. There continues to be uncertainty as to the further impact of COVID-19, including in relation to lockdowns and the movement of people throughout the community, work stoppages, quarantine, and inter-state and international travel restrictions. The effect of such factors on the Fund's tenants, the Australian economy and share markets remains uncertain. Throughout 2020 and 2021, the Fund has collected the majority of contracted revenue, which demonstrates the resilience of the tenant base and the underlying industries they operate in, and this has underpinned the financial performance throughout this period. However, the operating conditions remain uncertain and until there is widespread immunity from COVID-19, there is an ongoing risk that the financial performance of the Fund may be negatively impacted.

Annually, the Board reviews the Framework to assess that it continues to operate effectively and as designed and whether any changes are required. The Board reviewed the Framework in the Reporting Period.

The Responsible Entity does not have a dedicated internal audit function, however, the APN Group governance framework incorporates a risk-based approach to conducting compliance reviews on key operations and processes. Compliance reviews are reported to the Audit, Risk and Compliance Committee and where applicable, to the Board of APN FM and are accompanied with recommendations for any changes to the Fund's processes, systems and controls in accordance with legal and regulatory requirements.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Nomination and Remuneration Committee

Please refer to Principle 2 for the composition and key responsibilities of the Nomination and Remuneration Committee.

Remuneration Policies and Practices

With input from APN Group, the Nomination and Remuneration Committee assists the Board with oversight of the remuneration policies and practices. The APN Group's remuneration policies and practices are aimed to attract, motivate and retain high calibre Non-Executive Directors, Executive Directors and Senior Executives.

The remuneration policies and practices include competitive market rates (independent professional advice may be sought) and fixed and variable rewards that are aligned to meeting the APN Group's strategic objectives.

Equity Based Remuneration Schemes

The Responsible Entity's Non-Executive/Independent Directors do not receive any equity-based remuneration.

Remuneration of Manager

The fees payable to the Manager are available under Section 12 (pg 146) of the PDS located at <https://apngroup.com.au/fund/apn-industria-reit/investor-information/product-disclosure-statement-and-prospectus/>.