



Corporate Governance Statement

30 September 2021

Introduction

The RAM Essential Services Property Fund (the **Fund**) is a stapled structure comprising RAM Australia Retail Property Fund (ARSN 634 136 682) and RAM Australia Medical Property Fund (ARSN 645 964 601).

The objective of the Fund is to provide Securityholders with stable and secure income with the potential for both income and capital growth through an exposure to a defensive portfolio of assets with favourable secular trends. The Fund will be actively managed to grow the Portfolio through direct and indirect investments across medical and essential services retail assets. The Fund will focus on assets that are predominantly leased to tenants with strong covenants on long-term leases.

RAM Property Funds Management Limited ACN 629 968 163 AFSL 514484 (**RPFM**) is the responsible entity for the registered schemes that consist of the Fund. The Fund's day-to-day affairs are managed by RPFM, in accordance with the Constitutions.

RPFM delegates the management of the Fund's investment activities to the Investment Manager, RAM Property Investment Management Pty Ltd (**RPIM** or the **Manager**) under the Investment Management Agreement.

RPFM's main corporate governance practices are set out below. RPFM has followed the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th edition (**Governance Principles**), except where indicated.

In accordance with ASX Listing Rule 1.1 condition 16, the Fund, in seeking to be admitted to the Official List of the Australian Stock Exchange (**ASX**), provides this Corporate Governance Statement which discloses the extent to which the Fund will follow the Governance Principles.

The Fund's policies, charters and codes referred to in this Statement are provided on the RPFM website at www.ramgroup.com/investment-offering/ram-essential-services-property-fund.

References in this Corporate Governance Statement to the PDS are to the product disclosure statement dated 30 September 2021 that was lodged with the Australian Securities and Investments Commission on that date.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 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.

This recommendation is not applicable to the Fund.

Principle 1 – Lay solid foundations for management and oversight

Alternative to recommendation 1.1 for externally managed listed entities

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.

- (a) **Arrangements between the responsible entity, Manager and the Fund**
- RPFM has entered into an investment management agreement with RPIM on 30 September 2021 (Investment Management Agreement) with respect to the management of the Portfolio of the Fund (**Portfolio**).
- Under the Investment Management Agreement, RPIM will manage the Portfolio and manage and supervise all investments in accordance with the terms of the Investment Management Agreement.
- The Fund will invest in assets that are predominantly leased to tenants with strong covenants on long-term leases.
- Subject to the Corporations Act, the Listing Rules and any written guidelines issued by RPFM, the Manager will, on behalf of the Fund, invest money available to the Portfolio. Subject to the Manager managing the Portfolio in accordance with the appointed investment objectives, strategy, guidelines, permitted investments and any proper and reasonable directions or instructions given by the RPFM, the Manager has absolute discretion to manage the Portfolio and do all things and execute all documents necessary for the purpose of managing the Portfolio.
- The Manager must not without the prior consent of RPFM delegate any of its discretionary management powers under the Investment Management Agreement.
- The initial term of the Investment Management Agreement is 10 years from the date of commencement of the agreement unless terminated earlier in accordance with the terms of the Investment Management Agreement. The Investment Management Agreement will be extended for a further term of 5 years upon the expiry of the initial term unless terminated earlier.

(b) Role and responsibility of the board of the responsible entity for overseeing those arrangements

The role of the board of the responsible entity is to oversee the management of the Fund.

The principal responsibilities of the Board include:

- monitoring the financial position and performance of the Fund;
- ensuring the Manager is performing its duties in a skilful and diligent manner, employs qualified and experienced staff and operates appropriate risk monitoring and compliance procedures;
- overseeing and monitoring the Manager in compliance with the terms of the Investment Management Agreement;
- ensuring the Manager operates in compliance with its regulatory environment and good corporate governance practices are adopted;
- monitoring and managing potential conflicts of interest of management, board and committee members and third parties.
- identifying the principal risks faced by the Manager and ensuring that appropriate control and monitoring systems are in place to manage the impact of these risks; and
- ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that systems of control are in place, in particular, systems for monitoring risk, financial control, and compliance with the applicable Corporations Law and other legislation under which RPFM has an obligation.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 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.**

This recommendation is not applicable to the Fund.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

This recommendation is not applicable to the Fund.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 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.

This recommendation is not applicable to the Fund.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.5

A listed entity should:

- (a) have and disclose a diversity policy;
- (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
- (c) disclose in relation to each reporting period:
 - (1) the measurable objectives set for that period to achieve gender diversity;
 - (2) the entity’s progress towards achieving those objectives; and
 - (3) either:
 - (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
 - (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.

This recommendation is not applicable to the Fund.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.6

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- (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.

This recommendation is not applicable to the Fund.

Principle 1 – Lay solid foundations for management and oversight

Recommendation 1.7

A listed entity should:

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
- (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.

This recommendation is not applicable to the Fund.

Principle 2 – Structure the board to be effective and add value

Recommendation 2.1

The board of a listed entity should:

- (a) have a nomination committee which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director, and disclose:
 - (3) the charter of the committee;
 - (4) the members of the committee; and
 - (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
- (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.

This recommendation is not applicable to the Fund.

Principle 2 – Structure the board to be effective and add value

Recommendation 2.2

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.

This recommendation is not applicable to the Fund.

Principle 2 – Structure the board to be effective and add value

Recommendation 2.3

A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;
- (b) if a director has an interest, position or relationship of the type described in Box 2.3, “Factors relevant to assessing the independence of a director” 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
- (c) the length of service of each director.

Structure of the Board

The Board currently comprises two executive directors, Scott Wehl, Group CEO and Scott Kelly, Managing Director, CEO Australia, and three Non-Executive Directors: Greg Miles (Chair), Marianne Perkovic and Bryce Mitchelson.

Details of the background, experience and professional skills of each Director are set out in the PDS.

Greg Miles, Marianne Perkovic and Bryce Mitchelson are independent, Non-Executive Directors. An independent Director is a Non-Executive Director that the Board considers to be independent of Management (and the Manager) and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of unfettered and independent judgement.

The Board regularly assesses the independence of each Director by taking into account the factors outlined below:

- the specific disclosures made by each Director as referred to below;
- where applicable, the related party dealings referable to each Director, noting whether those dealings are material under accounting standards;
- whether a Director is, or is associated directly with, a substantial shareholder of the RPFM or the Manager;
- whether the Director has ever been employed by the RPFM or the Manager or any of their subsidiaries;
- whether the Director is, or is associated with, a supplier, professional adviser, consultant to or customer of the RPFM or the Manager, which is material under accounting standards;
- whether the Director personally carries on any role for the RPFM or Manager other than as a Director of the RPFM; and
- the length of service of the Director and whether his/her tenure is affecting the Director's ability to continue to perform his/her duties in the best interests of the Fund and its securityholders.

The Board also has regard to the matters set out in the Governance Principles.

Directors must disclose any material personal or family contract or relationship in accordance with the Corporations Act 2001. Directors also adhere to constraints on their participation and voting in relation to matters in which they may have an interest in accordance with the Corporations Act 2001 and the RPFM's policies.

Each Director may from time to time have personal dealings with the RPFM. Some Directors are involved with other companies or professional firms that may from time to time have dealings with the RPFM.

Details of offices held by Directors with other organisations are set out in the PDS. Full details of related party dealings are set out in the PDS.

If a Director's independent status changes, this will be disclosed and explained to the market in a timely manner and in consideration of the RPFM's Communications and ASX Disclosure Policy.

Director	Years on Board
Scott Wehl	<1

Scott Kelly	<1
Greg Miles	<1
Marianne Perkovic	<1
Bryce Mitchelson	<1

Principle 2 – Structure the board to be effective and add value

Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

This recommendation is not applicable to the Fund.

Principle 2 – Structure the board to be effective and add value

Recommendation 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.

This recommendation is not applicable to the Fund.

Principle 2 – Structure the board to be effective and add value

Recommendation 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.

This recommendation is not applicable to the Fund.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

Recommendation 3.1

A listed entity should articulate and disclose its values.

The Board aspires to act lawfully, ethically and responsibly in accordance with the highest standards of honesty, integrity and fairness at all times.

The Board has adopted a number of policies, procedures and guidelines aimed at ensuring that anyone who is employed by or works in RPFMs and RPIM complies with a set of guiding principles, consistent with the above values (refer to Recommendations 3.2, 3.3 and 3.4 below).

The corporate governance policies and statements are posted on the RPFM's website at: <https://www.ramgroup.com/investment-offering/ram-essential-services-property-fund>.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

Recommendation 3.2

A listed entity should:

- (d) have and disclose a code of conduct for its directors, senior executives and employees; and**
- (e) ensure that the board or a committee of the board is informed of any material breaches of that code.**

Directors' Code of Conduct

The Board has adopted a Directors' Code of Conduct, which is based upon the Australian Institute of Company Directors' Code of Conduct. It requires the Directors to act honestly, in good faith, and in the best interests of RPFM as a whole, whilst in accordance with the letter (and spirit) of the law. All Directors sign an annual declaration stating that they have adhered to the Directors' Code of Conduct.

Code of Conduct Policy

The Manager has established a code of conduct policy applicable to its Directors and all applicable staff. The policy communicates the appropriate standards of behaviour and informs staff of their responsibilities with respect to legal compliance, confidentiality, conflicts of interest, investment activities and operational processes.

The Chief Executive Officer of the Manager is responsible for ensuring that any new staff members are familiar with the RPFM's compliance obligations and the terms of engagement of each staff member incorporates the code of conduct policy.

Compliance will be monitored by the Chief Executive Officer of the Manager.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

Recommendation 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.**

Whistleblower Policy

The Board has adopted a whistleblower policy. This policy identifies an intolerance of any corrupt, illegal or other undesirable conduct by its Directors and employees including the victimisation of any individual who intends to report or has reported such conduct as a protected disclosure in accordance with the policy.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

Recommendation 3.4

A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and**
- (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.**

Anti-bribery and Corruption Policy

The Board has adopted an anti-bribery and corruption policy. This policy prohibits Directors and employees from engaging in activity that constitutes bribery or corruption, and provides guidelines as to what constitutes bribery or corruption and outlines reporting processes and procedures which ensure that breaches are escalated to the Board's immediate attention if and as required.

Principle 4 – Safeguard the integrity of corporate reports

Recommendation 4.1

The board of a listed entity should:

- (a) have an audit committee which:**
 - (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and**
 - (2) is chaired by an independent director, who is not the chair of the board, and disclose:**
 - (3) the charter of the committee;**
 - (4) the relevant qualifications and experience of the members of the committee; and**
 - (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**
- (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.**

[optional for RPFM] Audit & Risk Committee

The Board has established an Audit & Risk Committee.

The Audit & Risk Committee has three members: Marianne Perkovic (Chair of this Committee), Greg Miles and Bryce Mitchelson, which is sufficient due to the size of the Board.

All members of the Audit & Risk Committee are independent Non-Executive Directors. The Audit & Risk Committee operates under an approved charter.

The Audit & Risk Committee has authority (within the scope of its responsibilities) to seek any information it requires from any employee of the Manager and Administrator or external party. Members may also meet with auditors (internal and/or external) without Management present and consult independent experts, where the Audit & Risk Committee considers it necessary to carry out its duties.

All matters determined by the Audit & Risk Committee are submitted to the full Board as recommendations for Board decisions. Minutes of an Audit & Risk Committee meeting are tabled at a subsequent Board meeting. Additional requirements for specific reporting by the Audit & Risk Committee to the Board are addressed in the Charter.

The purpose of the Audit & Risk Committee is to assist the Board in fulfilling its responsibilities relating to the financial reporting and accounting practices of RPFM.

Its key responsibilities are to:

- review and recommend to the Board the financial statements (including key financial and accounting principles adopted by RPFM);
- review and monitor risks and the implementation of mitigation measures for those risks as appropriate;
- assess and recommend to the Board the appointment of external auditors and monitor the conduct of audits;
- monitor RPFM's compliance with its statutory obligations;
- review and monitor the adequacy of management information and internal control systems; and
- ensure that any shareholder queries relating to such matters are dealt with expeditiously.

The qualifications and experience of the members of the Committee are set out in the PDS.

The Audit and Risk Committee has a formal charter which sets out the Committee's responsibilities and functions. The key roles and of the Committee are summarised in the PDS. A copy of the Audit and Risk Committee Charter is available at www.ramgroup.com/investment-offering/ram-essential-services-property-fund.

Company Auditor

The policy of the Board is to appoint an Auditor that clearly demonstrates competence and independence.

The performance of the Auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

Principle 4 – Safeguard the integrity of corporate reports

Recommendation 4.2

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.

Prior to the Board approving any financial statements, the Managing Director and Chief Financial Officer provide a declaration that, in their opinion, the financial records for the Fund 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 Fund and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Principle 4 – Safeguard the integrity of corporate reports

Recommendation 4.3

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.

If corporate reports, which are not audited or reviewed by the external auditor, are released to investors, then the Audit and Risk Committee will review the reports prior to their release in order to satisfy itself that those reports are balanced and provide appropriate information.

Principle 5 – Make a timely and balanced disclosure

Recommendation 5.1

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

RPFM has a Continuous Disclosure Policy governing the management of the Fund.

The Board is committed to:

- the promotion of investor confidence by ensuring that trading in Fund shares takes place in an efficient, competitive and informed market;
- complying with RPFM's disclosure obligations under the ASX Listing Rules and the Corporations Act 2001; and
- ensuring the RESPF stakeholders have the opportunity to access externally available information issued by RPFM.

The RPFM Company Secretary is responsible for coordinating the disclosure of information to Regulators and securityholders and ensuring that any notifications/reports to the ASX are promptly posted on the RPFM website.

Principle 5 – Make a timely and balanced disclosure

Recommendation 5.2

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

ASX continuous disclosure requirements are included in the Communications and ASX Disclosure Policy and the Continuous Disclosure Policy. The policies reflect the Board's commitment to ensuring that all material information is immediately notified to the ASX for dissemination to the market in accordance with the continuous disclosure requirements of the Corporations Act and the ASX Listing Rules.

Principle 5 – Make a timely and balanced disclosure

Recommendation 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.

The RPFM Company Secretary is responsible for coordinating the disclosure of new and substantive investor or analyst presentations to the ASX Market Announcements Platform are promptly posted on the RPFM website.

Principle 6 – Respect the rights of security holders

Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

Information about RPFM and the Fund and its corporate governance items are posted on the RPFM's website at www.ramgroup.com/investment-offering/ram-essential-services-property-fund

Principle 6 – Respect the rights of security holders

Recommendation 6.2

A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Board has adopted a Communications and ASX Disclosure Policy that describes the Board's policy for ensuring securityholders and potential investors in the Fund receive or obtain access to information publicly released by RPFM.

RPFM's primary portals are its website, Annual Report, Annual General Meeting, Half-Yearly Report, Quarterly Investment Report and monthly and weekly notices to the ASX.

The Company Secretary oversees and coordinates the distribution of all information by the Company to the ASX, securityholders, the media and the public.

Under the Communications and ASX Disclosure Policy, directors and staff of RPFM will not make unauthorised disclosures of confidential information or use it for purposes other than those for which it was disclosed, except as required by law.

All securityholders have the opportunity to attend the Annual General Meeting and ask questions of the Board.

Principle 6 – Respect the rights of security holders

Recommendation 6.3

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

Teleconferencing and webcasting facilities for market briefings are also provided on the website to encourage participation from all stakeholders, regardless of location.

In relation to the Fund, all security holders are encouraged to attend and/or participate in the AGM. Security holders can attend in person or send a proxy as their representative. Unless unavailable, all directors and senior management attend the meeting, along with the external auditor who is available to answer any questions from securityholders.

In relation to the Fund, as a stapled entity consisting of managed investment schemes, they are not required to hold an annual general meeting. However, RPFM on behalf of the Fund does convene security holder meetings from time-to-time and all security holders are encouraged to participate and vote by either attending the meeting in person, voting electronically or appointing a proxy or other representative.

Principle 6 – Respect the rights of security holders

Recommendation 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.

The person chairing the meeting of security holders will seek to ascertain the true will of the security holders and, in the case of substantive resolutions, voting will generally be by poll as opposed to a show of hands.

Principle 6 – Respect the rights of security holders

Recommendation 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.

The delivery of financial services disclosures and relevant communications are facilitated through electronic means such as email, hyperlinks, reference to the Fund’s website and other emerging technologies. The express agreement of security holders will be obtained before delivering financial services disclosures by electronic means. All communications contain phone and email contact details that allow security holders to contact RPFM and the Funds registrar.

Principle 7 – Recognise and manage risk

Recommendation 7.1

The board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:**
 - (1) has at least three members, a majority of whom are independent directors; and**
 - (2) is chaired by an independent director, and disclose**
 - (3) the charter of the committee;**
 - (4) the members of the committee; and**
 - (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**
- (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.**

The Board, through the Audit & Risk Committee, is responsible for ensuring that:

- there are adequate policies for the oversight and management of material business risks to the Fund;
- there are effective systems in place to identify, assess, monitor and manage the risks of the Fund and to identify material changes to the Fund’s risk profile; and
- arrangements are adequate for monitoring compliance with laws and regulations applicable to the Fund.

The Board, through the Manager, has implemented risk management and compliance frameworks based on ISO 31000:2018 Risk Management - Principles and Guidelines and ISO 19600:2015 Compliance Management Systems. These frameworks (together with RPFM internal audit function) ensure that:

- emphasis is placed on maintaining a strong control environment;
- accountability and delegations of authority are clearly identified;
- risk profiles are in place and regularly reviewed and updated;
- timely and accurate Committees; and
- compliance with the law, contractual obligations and internal policies (including business rules of conduct) is communicated and demonstrated.

Principle 7 – Recognise and manage risk

Recommendation 7.2

The board or a committee of the board should:

- (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**
- (b) disclose, in relation to each reporting period, whether such a review has taken place.**

The Audit & Risk Committee reviews the RPFM risk management framework at least annually. RPFM has a risk management strategy, which is based on ISO 31000:2018 Risk Management - Principles and Guidelines and ISO 19600:2015 Compliance Management Systems. The review of RPFM’s risk management framework was undertaken in May 2021.

Principle 7 – Recognise and manage risk

Recommendation 7.3

A listed entity should disclose:

- (a) if it has an internal audit function, how the function is structured and what role it performs; or**
- (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.**

RESPF has no employees and no internal audit function. RPFM provides periodic reports to the Audit & Risk Committee on risk management and internal control processes relevant to RESPF.

As mentioned above, the Board has implemented risk management and compliance frameworks based on ISO 31000:2018 Risk Management - Principles and Guidelines and ISO 19600:2015 Compliance Management Systems.

RPFM’s audit process is overseen by the Managing Director who is primarily responsible for ensuring that:

- risks are managed by dedicated investment professionals with skills and knowledge of the markets and associated instruments within which they operate and trade;
- controls are in place to confirm that all products remain within the agreed mandate, while delivering results consistent with the Fund’s investment objective;
- all transaction and portfolio management activities are performed in compliance with approved investment guidelines;
- records and documentation are rigorously maintained to support the orderly execution of transactions and other management obligations;
- computer systems are in place to support the full investment management process including the timely provision of comprehensive management and reporting capabilities; and
- the RPFM is provided with regular commentaries of the Manager's activities as per the agreed mandate.

Principle 7 – Recognise and manage risk

Recommendation 7.4

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.

RPFM discloses the exposures to the material sustainability risks (economic, environmental and social) of the Fund in the Corporate Governance section of the RPFM's website at: www.ramgroup.com/investment-offering/ram-essential-services-property-fund.

Principle 8 – Remunerate fairly and responsibly

Recommendation 8.1

The board of a listed entity should:

- (a) have a remuneration committee which:**
 - (1) has at least three members, a majority of whom are independent directors; and**
 - (2) is chaired by an independent director, and disclose:**
 - (3) the charter of the committee;**
 - (4) the members of the committee; and**
 - (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**
- (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.**

This recommendation is not applicable to the Fund.

Principle 8 – Remunerate fairly and responsibly

Recommendation 8.2

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.

This recommendation is not applicable to the Fund.

Principle 8 – Remunerate fairly and responsibly

Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

- (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**
- (b) disclose that policy or a summary of it.**

This recommendation is not applicable to the Fund.

Alternative to recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:

An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.

In return for the performance of its duties as Manager of the Fund, the Manager is entitled to be paid the fees as detailed in the PDS.

Principle 9 – Additional recommendations

Recommendation 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 discussion at those meetings and understands and can discharge their obligations in relation to those documents.

This recommendation is not applicable to the Fund.

Recommendation 9.2

A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.

This recommendation is not applicable to the Fund.

Recommendation 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.

This recommendation is not applicable to the Fund.