

# ARENA REIT CORPORATE GOVERNANCE STATEMENT 2025



This is the corporate governance statement for Arena REIT (Arena) for the financial year ended 30 June 2025. This statement sets out the extent to which Arena followed the Corporate Governance Principles and Recommendations (4th edition) set by the ASX Corporate Governance Council (Recommendations) during the period from 1 July 2024 to 30 June 2025 (Reporting Period).

## OVERVIEW OF CORPORATE STRUCTURE

Arena REIT is a triple stapled entity comprising Arena REIT No. 1 (ARSN 106 891 641) (**ARF1**), Arena REIT No. 2 (ARSN 101 067 878) (**ARF2**) and Arena REIT Limited ACN 602 365 186 (**ARL**). Arena REIT Management Limited ACN 600 069 761 (**ARML**) is the responsible entity of ARF1 and ARF2. ARL is the ultimate holding company of ARML and its other wholly owned subsidiaries.

ARL and ARML have separate boards of directors (**Boards**). A co-ordinated approach is undertaken by ARL and ARML to the corporate governance of Arena. Arena applies the same corporate governance framework to the wholly owned subsidiaries of ARL and its employees.

This statement applies to and is issued by the Boards and was approved by the Boards effective 23 September 2025.

## 1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

*A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.*

ARL and ARML have adopted Board Charters which provide the framework for the operation of the Boards and set out the functions and responsibilities of the Boards, those matters expressly reserved to the Boards and those matters that are delegated to management. The Board Charters are available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

The Boards have delegated certain responsibilities to committees comprised of the independent, non-executive directors of ARL and ARML. The scope of responsibilities delegated to the Committees is specified in the Audit, Risk and Compliance Committee Charter, the Culture and

Remuneration Committee Charter and the Nomination Committee Charter, which are available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

Appropriate checks are undertaken prior to appointment of a director to the ARL and ARML Boards or putting forward to securityholders a candidate for election or re-election as a director of ARL. These include review of qualifications and experience, obtaining police and bankruptcy checks and considering the extent to which the interests, positions or relationships of the candidate may impact their independence. ARL provides securityholders with all material information in its possession relevant to a decision whether or not to elect or re-elect a director.

ARL and ARML both have written agreements with each director and senior executive setting out the terms of their appointment, including the requirement to comply with corporate policies. The agreements also include remuneration, confidentiality requirements, indemnity and insurance arrangements and other matters set out in the Recommendations.

The Company Secretary of ARL and ARML is accountable directly to the Boards, through the Chair, on all matters to do with the proper functioning of the Boards. This is set out in the Board Charters. The Company Secretary supports the effectiveness of the Boards by monitoring and reporting that policies and procedures are followed.

The Boards acknowledge the importance of diversity in contributing to growth, innovative thinking and overall success and are committed to fostering and maintaining an inclusive workplace that respects individuals. Arena has a Diversity and Inclusion Policy and measurable gender diversity objectives for the Boards, senior executives and employees. The Diversity and Inclusion Policy is available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

**Table 1 | ARENA REIT DIVERSITY OBJECTIVES**

Arena REIT Diversity Objectives		FY2025 Outcomes	
<b>Board composition</b>	Maintain gender balance for the Board of Arena REIT Limited by using the 40:40:20 model – i.e. 40% male directors, 40% female directors and 20% unallocated	The Arena REIT Limited Board currently has 40% female directors The Arena REIT Management Limited Board currently has 33% female directors The proportion of female non-executive directors for both Boards is 50%	Satisfied
<b>Senior executive* composition</b>	Maintain gender balance by using the 40:40:20 model – i.e. 40% male senior executives, 40% female senior executives and 20% unallocated	60% male senior executives 40% female senior executives	Satisfied
<b>Employee composition</b>	A minimum of 40% male employees and 40% female employees	50% male employees 50% female employees	Satisfied
<b>Employee feedback</b>	All employees to participate in an annual feedback survey	Survey conducted in March 2025	Satisfied
<b>Employee training</b>	All employees to complete induction and ongoing training in relation to diversity and inclusion	Two employees commenced during FY2025, and completed the required induction training Annual training was completed by all employees	Satisfied
<b>Employee recruitment</b>	Consider employee gender balance when recruiting	FY2025 recruitment conducted with the assistance of external consultants in accordance with Arena's diversity objectives	Satisfied

\* For this purpose, the Boards have defined senior executive as a person who makes, or participates in the making of, decisions that affect the whole or a substantial part of the business.

The diversity objectives and progress towards achieving them during the Reporting Period are noted in Table 1. During the Reporting Period, Arena maintained its gender balance targets using the 40:40:20 model for the Arena REIT Limited Board, senior executives and overall employee composition.

The performance of the Boards, their Committees and the individual directors is subject to annual review. The process for review of the performance of the Boards and individual directors is determined by the relevant Boards, with the assistance of the Nomination Committee. The Committees undertake self-evaluation in accordance with their Charters and the Chair of each Committee presents the results of these assessments to the Boards.

During the Reporting Period, the Boards and their Committees completed annual performance evaluation questionnaires, which included consideration of:

- ▶ terms of reference and Board/Committee composition;
- ▶ Board/Committee management and effectiveness;
- ▶ governance, risk and control;
- ▶ Chair and director effectiveness; and
- ▶ requirement for training and professional development.

These evaluations concluded that the overall performance of the Boards and Committees was effective and appropriate to the size and operation of Arena. As part of the annual evaluation process, the Boards identified succession planning as a continuing area of focus and agreed to review the assessment of director skills with the assistance of an external consultant.

The performance of senior executives is reviewed annually against agreed key performance indicators and during the Reporting Period, senior executives participated in an independent 360 degree feedback survey to review leadership capabilities and to support their learning and development. The annual performance evaluation of senior executives of Arena for FY2025 was completed following the end of the Reporting Period. Further details regarding the review of the performance of executive KMP are included in the Remuneration Report which forms part of the Directors' Report in the Arena REIT 2025 Annual Report.



**Table 2.1** COMPOSITION OF THE BOARDS AND COMMITTEES

Director	Age	ARL Board	ARML Board	Audit, Risk & Compliance Committee <sup>1</sup>	Culture & Remuneration Committee	Nomination Committee
<b>David Ross</b> Independent, non-executive director <i>Appointed October 2014</i>	65	Chair	Chair	Member	Member	Chair
<b>Dennis Wildenburg</b> Independent, non-executive director <b>Retired November 2024</b>	78	Member	Member	Chair <sup>2</sup>	Member	Member
<b>Rosemary Hartnett</b> Independent, non-executive director <i>Appointed August 2019</i>	58	Member	Member	Member	Chair	Member
<b>Helen Thornton</b> Independent, non-executive director <i>Appointed December 2022</i>	62	Member	Member	Chair <sup>2</sup>	Member	Member
<b>Adam Tindall</b> Independent, non-executive director <b>Appointed November 2024</b>	60	Member	Member	Member	Member	Member
<b>Rob de Vos</b> Executive director / Managing Director <i>Appointed February 2019</i>	50	Member	Member	Attendee	Attendee	Attendee
<b>Gareth Winter</b> Executive director / Company Secretary <i>Appointed December 2014</i>	53	Attendee	Member	Attendee	Attendee	Attendee

1. Audit, Risk and Compliance Committee effective 22 November 2024.

2. Mr Wildenburg retired as Chair of Audit Committee and Ms Thornton appointed Chair of Audit, Risk and Compliance Committee effective 22 November 2024.

## 2. STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

*The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.*

The Boards have established a Nomination Committee which reports to the Boards and its Charter extends to the nomination activities, controls and procedures of Arena. The Committee assists and advises the Boards on director selection and appointment practices, composition and succession planning for the Boards and senior executives. This ensures that the Boards are of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of Arena as a whole.

In November 2024, in line with agreed succession planning, Adam Tindall was appointed as a director of ARL and ARML, Dennis Wildenburg retired as a director of ARL and ARML and Helen Thornton was appointed as the Chair of the Audit, Risk and Compliance Committee.

The composition of the Boards and Committees for the Reporting Period is noted in Table 2.1. The number of meetings held and attendance by directors during the Reporting Period is disclosed in the Directors' Report included in the Arena REIT 2025 Annual Report.

Arena has a policy in relation to conflicts of interest and the terms of appointment for directors include an obligation to disclose current or potential conflicts of interest. Directors are required to declare any conflicts of interest prior to consideration of matters at the meetings of the Boards and are excluded from discussion and resolution of relevant matters, as required. Conflicts or potential conflicts are recorded in the minutes of meetings and in Arena's conflicts of interest register. The Conflicts of Interest Policy is available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

Annually each non-executive director completes an attestation regarding their independence with reference to the principles enunciated in the Recommendations. The Boards consider David Ross (Chair), Adam Tindall, Rosemary Hartnett and Helen Thornton to be independent directors in respect of each Board, as they do not have an interest, position, association



Table 2.2 | BOARD SKILLS MATRIX

Skill	Requirement	No. of directors with advanced or expert/ specialist skills
<b>Leadership and Governance</b>	<ul style="list-style-type: none"> <li>▶ Extensive experience as a director and leader, including in ASX 200 listed organisations.</li> <li>▶ Thorough understanding of relevant legal, compliance and regulatory frameworks.</li> <li>▶ Proven governance capability and experience relating to the strategic leadership and long-term success of an enterprise – setting objectives, defining decision-making processes and ensuring accountability at all levels.</li> </ul>	6
<b>Real Estate Portfolio, Asset and Development Management</b>	<ul style="list-style-type: none"> <li>▶ Knowledge and skill to effectively analyse acquisitions, dispositions, asset and development management programs.</li> <li>▶ Experience in evaluating real estate markets, portfolio and property performance, underwriting deals, reducing risks and maximising returns.</li> <li>▶ Understanding counterparty relationships, including with tenants, and how to manage them effectively.</li> </ul>	5
<b>Strategy</b>	<ul style="list-style-type: none"> <li>▶ Experience in the development, execution and successful delivery of strategy, including monitoring performance against strategic objectives and appropriately challenging executives on the delivery of these.</li> <li>▶ Ability to contribute actively to the formulation, testing and approval of business strategy to drive long term securityholder value.</li> <li>▶ Being alert to opportunities, risks and trends which require a strategic response.</li> <li>▶ Experience in relation to mergers and acquisitions, demergers and capital reconstructions.</li> </ul>	6
<b>Financial and Commercial Acumen</b>	<ul style="list-style-type: none"> <li>▶ Corporate finance knowledge and skill to effectively analyse management accounts and financial statements, oversee the financial audit process, assess the ongoing viability of the business and review the annual budget.</li> <li>▶ Understanding of the financial drivers of the business and having the acumen to deal with opportunities and risks to drive commercial success.</li> <li>▶ Experience in capital raising, debt financing, IPOs, private placements, and REIT-specific funding.</li> <li>▶ Understanding of interest rates, cost of capital, and investment structures.</li> </ul>	5
<b>Stakeholder Engagement and Communication</b>	<ul style="list-style-type: none"> <li>▶ Experience in stakeholder engagement and building positive relationships with external stakeholder groups (securityholders, debt providers, proxy advisers, regulators, tenants).</li> <li>▶ Experience with systematically listening to stakeholders (listening architecture), developing stakeholder engagement plans, communication strategy and/or crisis management.</li> </ul>	5
<b>Risk and Compliance</b>	<ul style="list-style-type: none"> <li>▶ Experience in identification, monitoring and management of material financial and non-financial risks and understanding implementation and oversight of risk management frameworks and controls.</li> <li>▶ Expertise in risk identification, mitigation, and internal controls.</li> <li>▶ Knowledge of market cycles, credit risk, and operational risks.</li> <li>▶ Knowledge of public policy and the regulatory framework within which the business operates (including ASX Listing Rules, Corporations Act).</li> </ul>	6

continued over...



Table 2.2 BOARD SKILLS MATRIX

CONTINUED

Skill	Requirement	No. of directors with advanced or expert/specialist skills
<b>People and Culture</b>	<ul style="list-style-type: none"> <li>▶ Experience in understanding and influencing organisational culture from the top that promotes engagement and performance, including overseeing people strategies to attract and retain talent.</li> <li>▶ Ability to contribute actively to the setting of management performance goals and the oversight of management performance.</li> <li>▶ Experience in the design and implementation of successful remuneration frameworks, talent management and succession planning.</li> </ul>	5
<b>Sustainability</b>	<ul style="list-style-type: none"> <li>▶ Knowledge of environmental, social, and governance principles.</li> <li>▶ Familiarity with environmental regulations for building certifications, energy efficiency, and sustainable investing.</li> <li>▶ Experience monitoring programs for social responsibility, sustainability, and workplace health and safety.</li> </ul>	1
<b>Technology</b>	<ul style="list-style-type: none"> <li>▶ Awareness of and experience in relevant technology areas, including IT strategy and system implementation and an understanding of associated risks.</li> <li>▶ Having a sound understanding of cyber risks including data breaches, ransomware attacks, phishing and distributed denial of service attacks amongst others.</li> <li>▶ Awareness of the opportunities and threats associated with artificial intelligence and its potential impact on the business.</li> </ul>	1

**Skill Rating Legend**

Limited – limited or no experience

Practical – practical knowledge, contributes effectively.

Advanced – strong experience, contributes strategically.

Expert/Specialist – deep expertise, thought leader, mentors others.

or relationship that could materially interfere with the independent exercise of their judgment. As such, the majority of the directors of ARL and ARML are independent, non-executive directors. Independent judgement is also supported by allowing directors to seek independent professional advice, if required.

Each Board regularly reviews its composition to ensure that collectively it maintains appropriate skills to:

- ▶ demonstrate leadership;
- ▶ oversee development of the long-term growth and strategy of Arena; and
- ▶ discharge its obligations effectively.

Annually, the relative skills and experience of each director are considered with reference to agreed criteria, to confirm that the directors collectively maintain skills and experience appropriate to Arena's strategy and operations and to consider the impact of changes to the composition of the Board due to director succession. During the Reporting Period the Nomination Committee engaged an external consultant to assist with the review and update of the board skills matrix, which resulted in refinement of the skills categories and a revised

assessment scale. A survey based on the new assessment criteria confirmed that the Boards have advanced or expert ability in relation to each category and each director continued to satisfy at least practical knowledge and effective contribution in all skills categories. The results of the assessment are noted in Table 2.2.

As required the Boards use external consultants and advisers to inform decision making and director training sessions are held to support the development of existing and emerging skills which are considered relevant to Arena's business.

Induction for newly appointed directors, senior executives and employees is held as required. New directors meet with other directors and senior executives during the recruitment process and are provided with details on Arena's governance arrangements. Directors are expected to be adequately informed in respect of relevant industry and regulatory issues and changes. Training sessions are scheduled around meeting dates of the Boards to develop and maintain skills and knowledge. Directors may raise other training requirements with the Company Secretary as they consider necessary or desirable for their continued professional development.

### 3. INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

*A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.*

Arena has articulated its values as follows:

- ▶ We act with integrity and honesty, embracing accountability for our decisions and actions.
- ▶ We engage and collaborate with our stakeholders, our team and the community.
- ▶ We aim to deliver beneficial and sustainable outcomes through the dynamic pursuit of opportunities.

Arena has a code of conduct for its directors, senior executives and employees. The Code of Conduct (Code) outlines how Arena expects directors and employees to behave and conduct themselves in a responsible manner, consistent with Arena's values, current community standards and in compliance with all relevant legislation. It includes guidelines on appropriate ethical standards and responsible business practices.

The objective of the Code is to:

- ▶ provide a benchmark for professional behaviour;
- ▶ support an open and transparent culture;
- ▶ support Arena's business reputation and corporate image within the community; and
- ▶ make directors and employees aware of the consequences if they breach the code.

The Code reinforces Arena's commitment to honest, ethical and law abiding conduct. Breaches or suspected breaches of the Code of Conduct, Arena's policies or the law more generally are required to be reported to the Boards.

The terms of Arena's Code of Conduct are addressed during induction for new director and employee appointments. The Boards review the Code annually to ensure that it is operating effectively and to consider whether any changes are required. Employees complete an annual attestation that they have read and understood the obligations of the Code of Conduct as amended.

The Code of Conduct is available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

Arena has a Whistleblower Policy, the purpose of which is to:

- ▶ assist in the prevention and detection of disclosable matters;
- ▶ outline the process by which disclosable matters may be disclosed;
- ▶ inform eligible whistleblowers about the protections available to them and how Arena will support and protect them from any detriment;
- ▶ outline the process by which Arena will investigate protected disclosures; and
- ▶ outline the process for fair treatment of Arena personnel about whom a protected disclosure relates or who is mentioned in a protected disclosure.

To ensure that the Boards remain informed about any matters which may indicate concerns about culture, eligible whistleblower incidents will be reported as soon as practicable and not less than quarterly to the Audit, Risk and Compliance Committee of the Boards (on a 'no names' basis to maintain the confidentiality of matters raised).

In accordance with the policy, all employees receive annual training on their rights and obligations under whistleblower legislation. The Whistleblower Policy is available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

Arena has an Anti-Bribery and Corruption Policy which documents prohibitions and restrictions in relation to:

- ▶ bribery;
- ▶ facilitation payments and secret commissions;
- ▶ gifts and hospitality;
- ▶ charitable donations;
- ▶ political donations; and
- ▶ lobbying and industry associations.

Where appropriate, and subject always to Arena's Whistleblower Policy, material incidents of bribery or corruption will be reported to the Audit, Risk and Compliance Committee of the Boards. All employees complete annual training in relation to anti-bribery and corruption and business ethics. The Anti-Bribery and Corruption Policy is available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

### 4. SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

*A listed entity should have appropriate processes to verify the integrity of its corporate reports.*

The Boards have established an Audit, Risk and Compliance Committee which assists the Boards with processes to independently verify and safeguard the integrity of Arena's corporate financial reporting. The relevant qualifications and experience of the members of the Audit, Risk and Compliance Committee are described at [www.arena.com.au/about-us/our-board](http://www.arena.com.au/about-us/our-board).

Before approving the Arena REIT financial statements, the Boards receive from the Chief Financial Officer and the Managing Director a declaration that, in their opinions, the financial records of Arena REIT were 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 Arena REIT, and those opinions were formed on the basis of a sound system of risk management and internal control which operates effectively. All periodic corporate reporting is approved by the Boards, following internal verification and review by management.





## 5. MAKE TIMELY AND BALANCED DISCLOSURE

*A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.*

Arena has a Continuous Disclosure Policy, which incorporates the continuous disclosure framework as set out in Chapter 3 of the ASX Listing Rules and ASX Listing Rules Guidance Note 8. The policy deals with:

- ▶ what information needs to be disclosed to the market;
- ▶ responsibility for responding to market rumours or speculation;
- ▶ communications with analysts and major investors, including the review of their forecasts;
- ▶ the communication procedures that are to be adopted when dealing with the media; and
- ▶ the procedures for communicating with the Australian Securities Exchange (ASX).

The Continuous Disclosure Policy is available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

A communications sign off is completed for all material market announcements to document the verification process and to ensure that new and substantive investor or analyst presentations are released to the ASX ahead of the presentation.

To ensure that the Boards receive timely copies of material market announcements, each director is subscribed to an automatic notification of the release of any announcement regarding Arena REIT to the ASX.

## 6. RESPECT THE RIGHTS OF SECURITYHOLDERS

*A listed entity should provide its securityholders with appropriate information and facilities to allow them to exercise their rights as securityholders effectively.*

Arena is committed to providing all stakeholders with accessible, accurate and timely information on its activities and performance. Arena has established a website which includes detailed information in relation to Arena REIT and its governance arrangements and an online portal called InvestorServe for securityholders to manage all aspects of their investment online. Information about Arena, including all of the information suggested in the Recommendations, is available at [www.arena.com.au](http://www.arena.com.au). Information about Arena's governance arrangements, including the Boards and senior management is available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

Arena has designed and implemented an investor relations program that facilitates effective two-way communication with securityholders. The program currently includes:

- ▶ a Communications Policy available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance) which is committed to providing all stakeholders with accessible, accurate, clear and timely information on all matters which are relevant or material to the financial performance and activities of Arena REIT;

- ▶ update letters sent to securityholders on a regular basis providing a summary of Arena REIT's recent activities;
- ▶ half-yearly conference calls to which all investors and interested parties are invited, and are able to participate by submitting questions to management;
- ▶ results presentations as an accompaniment to the annual and interim financial reports, which are released to the ASX;
- ▶ information provided on Arena's website, including the latest available Arena REIT security price (typically delayed by 20 minutes), overview of the group, ASX announcements, key dates and how to contact Arena to submit questions, feedback or complaints;
- ▶ options for all securityholders to receive communications from, and send communications to, Arena and the registry electronically; and
- ▶ an online portal called InvestorServe for securityholders to manage all aspects of their investment online, including holding information and forms. Securityholders can register for InvestorServe at [www.investorserve.com.au/arena](http://www.investorserve.com.au/arena) or by calling 1800 008 494.

Arena engages with institutional and private investors, analysts, proxy advisers and the financial media to provide information about the governance practices and financial performance of Arena REIT. Discussions are restricted to explanations of information already disclosed to the market or which deal with non-price sensitive information.

Arena recognises that meetings of securityholders represent an excellent opportunity for Arena to provide information to its securityholders and encourages attendance and participation at annual general meetings. The annual general meeting provides a forum for securityholders to express views and ask questions of the Boards and management and securityholders are also encouraged to send questions prior to the meeting. Arena's external auditor attends the annual general meeting and is available to answer questions about the conduct of the audit and the content of the audit report.

The annual general meeting held during the Reporting Period was held as an in-person meeting. Securityholders were able to ask questions in person at the meeting, and written questions were also able to be submitted to the auditor in advance of the meeting via the Arena's AGM webpage. All resolutions were determined by a poll, in accordance with the commitment of the Boards to the principle of 'one security one vote'.

Arena includes information about options for electronic communications in the securityholder welcome letter and the quarterly investor updates. Targeted campaigns were conducted during the Reporting Period to convert existing securityholders with a registered email address to electronic communications, to:

- ▶ facilitate secure and timely receipt of reports, notices, statements and announcements by email; and
- ▶ reduce printing and mailing costs, which is both kinder to the environment and a direct benefit for securityholders.

## 7. RECOGNISE AND MANAGE RISK

*A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.*

Effective risk management is a core component of Arena's corporate governance. Arena has documented policies and procedures to identify, assess, manage, monitor and report key risks. The risk management framework is designed to assist Arena achieve its objectives through competent strategic decision making and the conduct of efficient, effective and robust business processes that allow Arena to take up opportunities while meeting required standards on accountability, compliance and transparency. A summary of the risk management framework is available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

During the Reporting Period, the role of the Audit Committee was expanded to include consideration of risk and compliance matters. The Audit, Risk and Compliance Committee, through its delegated authority from the Boards, is responsible for monitoring the effectiveness and adequacy of the risk management framework and compliance with Arena's agreed risk appetite. The Committee is supported by the Managing Director, who has responsibility for day to day management of the risks facing Arena.

The risk management framework, which includes a risk register, is designed to ensure that business risks are identified, assessed, managed and monitored. Compliance procedures have been developed which address the regular reporting and monitoring of risks in the day to day management of the business. The Audit, Risk and Compliance Committee receives a quarterly risk report on all extreme and high assessed risks and any risks where the controls are assessed to be unsatisfactory.

Management prioritises material business risks and develops mitigation strategies. While Arena does not currently have material exposure to social and environmental risks, we aspire to maintain ethical business practices and achieve climate resilience and resource efficiency in our operations and will continue to monitor the impact of social and environmental risks to operations and financial performance. An independent external assessment of our material issues guided the development of Arena's Sustainability Framework, which outlines our approach to key sustainability issues, including how they contribute to the United Nations Sustainable Development Goals. Further details are provided in Arena's 2025 Sustainability Report available [www.arena.com.au/sustainability](http://www.arena.com.au/sustainability).

The risk management framework is reviewed annually to assess that it continues to operate effectively and to consider whether changes are required, and periodically the framework is subject to independent review. Review of the framework supports continual improvement in risk management and enables the Boards to be satisfied that contemporary and emerging risks are adequately considered. As required, enhancements are made, including the review and refinement of risk targets and limits in relation to particular activities of the business, in line with Arena's agreed risk appetite. Business priorities in relation to material areas of risk are documented in annual business planning to appropriately manage risk.

Arena does not have a dedicated internal audit function due to the relatively small number of employees and the nature and scale of operations. The Head of Risk and Compliance conducts risk-based compliance reviews on the operations of Arena and reports to the Audit, Risk and Compliance Committee on a quarterly basis with recommendations for any changes to Arena's processes and systems in accordance with legal and regulatory requirements.



## 8. REMUNERATE FAIRLY AND RESPONSIBLY

*A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for securityholders and with the entity's values and risk appetite.*

The Culture and Remuneration Committee assists the Boards with oversight of the remuneration governance framework. The Boards have adopted a remuneration framework, the key objectives of which are:

- ▶ to attract, retain and incentivise talent by providing market competitive rewards, with incentive opportunity designed to align remuneration with performance and strategy; and
- ▶ to guide the behaviour and actions of executive KMP.

Arena has adopted a policy to align the interests of directors with the financial interest of Arena REIT securityholders. The policy requires a minimum securityholding for executive directors set at 100% of their fixed annual remuneration (to be accumulated over a maximum period of four years) and a minimum securityholding for non-executive directors set at 100% of the base Board fee (to be accumulated over a maximum period of three years). All directors are compliant with these securityholding requirements.

Executive and employee reward comprises fixed remuneration, and for eligible employees at the discretion of the Boards, variable short term and long term incentives, which may include equity based remuneration. The terms of the Securities Trading Policy, which forms part of Arena's remuneration governance framework, prohibit employees who participate in the equity based remuneration scheme from entering into arrangements which operate to limit the economic risk of exposure to Arena REIT securities and accordingly the economic risk of participating in the scheme. The Securities Trading Policy is available at [www.arena.com.au/about-us/governance](http://www.arena.com.au/about-us/governance).

The Culture and Remuneration Committee reviews the remuneration framework on an annual basis, or more frequently as necessary, to ensure the remuneration arrangements support the key objectives. Prior to the Reporting Period, the Committee engaged an independent advisor to undertake a comprehensive review of Arena's remuneration framework. The scope of the review included:

- ▶ benchmarking key elements of remuneration policy;
- ▶ the structure of incentive plans and performance hurdles;
- ▶ remuneration mix; and
- ▶ benchmarking Executive KMP and Board remuneration against comparable roles and organisations identified by the independent advisor.

The review confirmed that Arena's remuneration policies and practices were largely in accordance with expectations of contemporary market practice and that of comparable organisations.

Following consideration of the outcome of the independent review, the Boards adopted a change to the remuneration framework for FY25. Further details regarding this change and the remuneration of Arena's senior executives and non-executive directors for the Reporting Period are included in the Remuneration Report which forms part of the Directors Report of the Arena REIT 2025 Annual Report.



**For more information contact us on 1800 008 494 or online at [www.arena.com.au](http://www.arena.com.au)**

Arena REIT Limited ACN 602 365 186

Arena REIT Management Limited ACN 600 069 761 AFSL No. 465754

Level 32, 8 Exhibition Street  
Melbourne VIC 3000

Locked Bag 32002, Collins Street East  
Melbourne VIC 8003

T +61 3 9093 9000  
Freecall 1800 008 494

[info@arena.com.au](mailto:info@arena.com.au)  
[www.arena.com.au](http://www.arena.com.au)