360 Capital

360 CAPITAL CORPORATE GOVERNANCE STATEMENT

The 360 Capital Passive REIT, 360 Capital Active REIT and 360 Capital Mortgage REIT (each a **Fund** and together the **Funds**) are managed investment schemes registered under the Corporations Act and are quoted on the Australian Securities Exchange (**ASX**) and subject to the ASX Listing Rules.

The Funds are externally managed by 360 Capital FM Limited (ABN 15 090 664 396, AFSL 221 474), the responsible entity (**Responsible Entity**) together with, where appointed, an external Investment Manager (**Investment Managers**). The Investment Managers have been appointed by their respective Fund to support the operational and investment functions under the oversight of the Responsible Entity. The Responsible Entity and the Investment Managers are wholly owned subsidiaries of 360 Capital Group Pty Limited, and together are referred to as **360 Capital**.

To the extent they are applicable and appropriate for the Funds size and nature, this Corporate Governance Statement reports against the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition).

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.

Responsible Entity Arrangements and Responsibilities

The business of each Fund is managed under the direction of the Board of the Responsible Entity (**Board**). Where applicable the Board has delegated certain directional responsibilities, along with day-to-day investment and operational management, to the Boards and management teams of their respective Investment Managers, in accordance with the terms of the applicable Investment Management Agreements. Key terms of these management agreements are summarised in the notice of meeting for the approval of the respective Investment Management Agreements.

The conduct of the Board is governed by the relevant Constitution, Corporations Act and Board Charter.

In accordance with the Board Charter, the Board has specific responsibilities, including:

- responsibility for corporate governance, including setting the strategic direction for its Funds, establishing goals for management and monitoring the achievement of these goals;
- monitoring the activities and performance of the Investment Managers;
- adopting annual operating budgets and monitoring progress against budgets as well as overseeing the financial positions;
- reviewing investment objectives for the Funds;
- ensuring the Funds financial and other reporting mechanisms result in adequate, accurate and timely information being provided to the Board;
- review and oversee systems of risk management and internal control, and compliance, ensuring that appropriate policies and compliance systems are in place, and that 360 Capital and its officers and employees act legally, ethically and responsibly;
- overseeing the processes for making timely and balanced disclosure of all material information concerning its Funds, that a reasonable person would expect to have a material effect on the price or value of its securities or units;
- devoting time at least annually to discuss Board composition and succession issues and updating and reviewing the Board skills matrix and all Board members being involved in the nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules;
- evaluating the performance and remuneration of the Board and senior executives, including subsidiary boards, committees and individual directors;
- Chief Executive Officer (**CEO**) and senior executive selection, monitoring, evaluation and remuneration;
- induction of new directors as well as identifying and if deemed necessary implementing appropriate professional development opportunities for directors and senior executives; and
- determining that satisfactory arrangements are in place for auditing 360 Capital and its Funds financial affairs.

A copy of the Board Charter is available at https://www.360capital.com.au/corporate-governance.

Directors Information

The Funds are externally managed. However, the responsibility for selection and recommendation of potential directors is the responsibility of the Board. The Board will, as part of the process for selection and recommendation, carry out appropriate checks to identify persons with the required skill and experience and other qualities required of a new director.

Agreements with Directors and Senior Executives

The Funds are externally managed. However, there are written agreements in place for each of the directors and senior executives setting out the terms of their appointment.

Company Secretary

The Funds are externally managed. However, the appointment and removal of the company secretary is a matter for decision by the Board and all directors have access to the company secretary. The company secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board, including governance matters.

Diversity Policy

Not applicable, as the Funds are externally managed. As the Funds have no employees, diversity metrics are managed and reported at the 360 Capital level rather than the Fund level. However, the Board recognises that people are the most important asset to drive value for 360 Capital and the Funds and is committed to the maintenance and promotion of workplace diversity.

Director, Board and Committee Evaluation

The Funds are externally managed. However, the Board reviews its performance and that of its committees and individual directors on an annual basis. Performance is reviewed against the Board Charter and any other Board responsibilities. Evaluation will have regard to, amongst other things, ensuring proper and effective management and performance of financial, operational and compliance indicators.

Board performance evaluation is generally undertaken annually with the last review conducted in June 2026.

Senior Executives Evaluation

The Funds are externally managed. However, the assessments of executive performance take place annually and are conducted by the Executive Committee and reported to the Board for consideration as part of any salary reviews.

Principle 2: Structure the Board to be effective and add value

Remuneration and Nomination Committee

Not applicable, as the Funds are externally managed. In June 2026, the Nomination and Remuneration Committee was removed due to a change of scale and nature of 360 Capital during the year, following the privatisation of the manager, the Board believes it will no longer benefit from its establishment. The Board considers it more efficient and effective for the full Board to undertake nomination and remuneration responsibilities.

In accordance with the Board Charter, the Board now carries out the duties that would ordinarily be carried out by the Nomination and Remuneration Committee, including processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.

For the period 1 July 2025 to 30 June 2026 there were two Nomination and Remuneration Committee meetings which were attended by all eligible Nomination and Remuneration Committee members.

In so far as the Funds are concerned, remuneration of the Responsible Entity is dealt with in the relevant Fund Constitution.

Board Skills and Competencies

The Fund is externally managed. However, details of each director's relevant skills, experience and expertise are set out at https://www.360capital.com.au/board-of-directors-list .

The directors possess a range of skills which, as a group, enable the Board to discharge its obligations effectively. The following table summarises the key skills of the directors as a group:

Key Skills / Experience:	
Financial Acumen	Governance and Regulatory Compliance
ASX Listed Entity Experience	Debt and Equity Markets
Property / Real Estate / Valuation	Strategy Development
Funds Management / Financial Services	Investor Relations
Risk Management	

Director Independence

The Fund is externally managed. In determining the independence of directors, the Board has adopted the criteria set out in section 601JA(2) of the Corporations Act.

As at 30 June 2026, the Board comprises three directors, two of whom are independent, namely:

- Mr David van Aanholt as Independent Chairman - appointed as director of the Responsible Entity on 10 February 2016;
- Mr Andrew Moffat an Independent Non-executive Director - appointed as a director of the Responsible Entity on 8 December 2016;
- Mr Tony Pitt an Executive Director - appointed as director of the Responsible Entity on 19 November 2009; and

Mr Anthony McGrath resigned as a director of the Responsible Entity effective 31 January 2026. Given the remaining diverse skillset and experience of the Board, and the simplified business following the privatisation of the manager, the Board decided not to seek a replacement for Mr Anthony McGrath.

Recommendation 2.5 was not satisfied for the entire year. During the year Mr Tony Pitt was Executive Chairman until 31 January 2026, at this time the chair of the Board was not an independent director. During this period, in circumstances where the Board believed that the chair being an executive may cause an issue or conflict, they may elect to appoint the Deputy Chairman who was independent to act as chair of the Board to ensure independent oversight and improved corporate governance. From 1 February 2026, David van Aanholt was appointed Independent Chairman satisfying Recommendation 2.5 from this date.

The roles of Chairman of the Board and Chief Executive Officer are not held by the same individual. In relation to the non-executive directors, there are no relationships which prejudice director independence.

Induction and Training

Not applicable as the Funds are externally managed. However, the responsibility for the induction of new directors as well as identifying and if deemed necessary implementing appropriate professional development opportunities for directors and senior executives is the responsibility of the Board.

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

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 to communicate the standards of behavior that 360 Capital expects of its employees and encourages the observance of obligations and standards of conduct to protect and promote the interests of 360 Capital, its clients, funds under management, securityholders and other stakeholders.

Consistent with the above values, the Board has adopted:

- Statement of Values, to express the standards and behaviours expected from Directors, senior executives and employees to fulfil 360 Capital's purpose and meet its goals
- Code of Conduct; this policy sets out minimum acceptable standards by which directors, employees, contractors and consultants of 360 Capital will conduct themselves in the course of their duties.
- Whistle-blower 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.
- Anti-bribery 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.

- Environmental, Social and Governance (**ESG**) Policy: this policy sets out a high-level overview of 360 Capital's approach to managing ESG issues.

The Board has direct oversight responsibilities related to climate change, environmental and supply chain sustainability, human rights, diversity and inclusion, social responsibility, corporate governance, reputation, community issues and ethical impacts of 360 Capital's business activities and other public policy matters relevant and material to 360 Capital.

Principle 4: Safeguard integrity of corporate reports

The Board has established an Audit and Risk Committee (**AR Committee**), which comprises two non-executive, independent directors. The Responsible Entity does not comply with Recommendation 4.1 as the AR Committee comprises two members rather than at least three members. The Board considers the current composition appropriate having regard to the size and scale of 360 Capital's operations.

The chairperson is appointed by the Board and is a non-executive director who is not the chairperson of the Board. The chairperson reports the activities of the AR Committee to the Board after each AR Committee meeting. The Audit and Risk Committee Charter can be found at http://360capital.com.au/about-us/corporate-governance/.

As at 30 June 2026 the AR Committee composition is Mr Andrew Moffat (Chair) and Mr David van Aanholt following the retirement of Mr Anthony McGrath effective 31 January 2026.

For the period 1 July 2025 to 30 June 2026 there were four AR Committee meetings which were attended by all eligible AR Committee members. Further details on the qualifications and experience of AR Committee members are set out at http://www.360capital.com.au/about-us/the-group-board/.

Prior to the Board approving any financial statements, the Chief Executive Officer and Chief Financial Officer provide a declaration that, in their opinion, the financial records for that 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.

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

Principle 5: Make timely and balanced disclosure

ASX continuous disclosure requirements are included in the Communications and ASX Disclosure Policy (Listed Entities) and the Continuous Disclosure Procedure (Unlisted Funds) which are available on the website at http://360capital.com.au/about-us/corporate-governance/.

The policies reflect the Board's commitment to ensuring that all material information is immediately notified for dissemination to the market in accordance with the continuous disclosure requirements of the Corporations Act and the ASX Listing Rules, and any other rules of an applicable exchange. The policies also set out the relevant procedures for internal updating.

Principle 6: Respect the rights of securityholders

The fundamentals underpinning the corporate governance ethos within 360 Capital are that securityholders should be able to hold the Board and Management to account for the Funds' performance. 360 Capital actively engages with its securityholders to provide them with appropriate information and facilities to allow them to exercise their rights as securityholders effectively.

More information about 360 Capital's corporate governance can be found at http://360capital.com.au/about-us/corporate-governance/.

The Board is committed to ensuring securityholders receive clear, concise and effective information on a timely basis and facilitates the delivery of financial services disclosures through existing and emerging electronic means.

As previously stated, the Board has approved a Communications and ASX Disclosure Policy (Listed Entities), which was reviewed in June 2025, and is available at 360 Capital's website: http://360capital.com.au/about-us/corporate-governance/.

In accordance with the Policy, all Fund announcements are posted to 360 Capital's website including half year and annual reports, results releases, market briefings, updates, notices of meetings and details in relation to the underlying assets.

360 Capital's website contains all of the information as recommended by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition). The corporate governance section of 360 Capital's website contains the relevant Board Charter and Committee Charters and policies referred to in this Corporate Governance Statement.

360 Capital's website contains an overview of 360 Capital and its structure and history, biographical information and photos for each of the directors and key management team. It also provides access to relevant information about the Funds including copies of ASX and other

relevant media releases, copies of annual reports and financial statements, investor presentations, historical security price information and registry contact details (including email address and key securityholder forms).

In relation to the Funds, as managed investment schemes, they are not required to hold an annual general meeting. However, the Funds may convene securityholder meetings from time-to-time and all securityholders are encouraged to participate and vote by either attending the meeting either in person or virtually, voting electronically or appointing a proxy or other representative. The person chairing the meeting of securityholders will seek to ascertain the true will of the securityholders and, in the case of substantive resolutions, voting will be by poll as opposed to a show of hands.

The delivery of financial services disclosures and relevant communications are facilitated through electronic means such as email, hyperlinks, reference to the 360 Capital website and other emerging technologies.

The express agreement of securityholders will be obtained before delivering financial services disclosures by electronic means. All communications contain phone and email contact details that allow securityholders to contact 360 Capital and its registrar.

Principle 7: Recognise and manage risk

As stated previously the Board has established an Audit and Risk Committee, which comprises two non-executive, independent directors. The Responsible Entity does not comply with Recommendation 7.1 as the AR Committee comprises two members rather than at least three members. The Board considers the current composition appropriate having regard to the size and scale of 360 Capital's operations. Please refer to Principle 4 for further details in relation to the Audit and Risk Committee.

The Board has adopted a Risk Management Policy which outlines the framework for the 360 Capital and the Funds use to meet their risk obligations, ensuring appropriate mechanisms to detect, assess, manage and report key risks. The Risk Management Policy was reviewed in July 2026 and the Board is satisfied that it continues to be sound.

A copy of the Risk Management Policy is available on this website at http://360capital.com.au/about-us/corporate-governance/

360 Capital maintains a continual internal control improvement program with management reporting to the Audit and Risk Committee on a quarterly basis on internal control reviews undertaken and improvements actioned. It also compares its internal controls processes, on an annual basis, to that of its industry peers specifically its key service providers to ensure its controls are comparable to that of other similar organisations within the sector. This comparison

is used to identify any potential weakness in internal controls. 360 Capital also engages external consultants on an as needed basis to recommend improvements to existing processes.

360 Capital is committed to acting responsibly and ethically and operating their businesses in a manner that is sustainable. The extent to which any of the Funds have any material exposure to economic, environmental and social sustainability risks, these are discussed by the Board and disclosed in the directors report together with any factors or actions 360 Capital believe exist or are available to mitigate these risks. Please refer to Principle 3 for further details in relation to 360 Capital's approach to managing ESG issues.

Principle 8: Remunerate fairly and responsibly

In so far as the Funds are concerned, remuneration of the Responsible Entity is dealt with in the Fund's Constitutions. Please refer to Principle 2 for further details.

Remuneration of directors and senior executives are considered by the Board. Directors, senior executives and employees of 360 Capital are paid by 360 Capital Financial Services Pty Limited, a wholly-owned subsidiary of 360 Capital Group Pty Limited. Directors and employees are not provided with any remuneration by any of the Funds themselves and do not receive equity in any of the Funds as a form of remuneration. Accordingly, it is considered unnecessary to have a policy which prohibits transactions in 360 Capital entities which limit the economic risk of participating in such equity-based remuneration schemes.

A distinction is made between the structure of non-executive directors' remuneration from that of executive directors and senior executives. Non-executive directors are remunerated by way of fees in the form of cash and superannuation contributions. Fees may include payment for specific services provided for the Responsible Entity or the Fund, such as membership of a due diligence committee, and are fixed by the Board. Executive directors and senior executives' packages are fixed and performance-based. Neither directors nor senior executives are entitled to equity interests in any Fund or any rights to or options for equity interests in any Fund as a result of remuneration provided by the Responsible Entity. The Responsible Entity does not pay retirement benefits, other than superannuation, for its non-executive directors. There are no employees the Responsible Entity or Fund.

Remuneration of the Responsible Entity is included in the Fund's Constitution. The Responsible Entity is entitled to claim asset management fees, reimbursement for all expenses reasonably and properly incurred in relation to the Fund or in performing its obligations under the Constitution, and acquisition and disposal fees. Remuneration of Investment Managers are detailed in the respective Investment Management Agreements approved by securityholders.