

Netwealth Group Limited Corporate Sustainability Committee Charter

Netwealth Group Limited
ABN 84 620 145 404
Level 6/180 Collins Street
Melbourne VIC 3000
PO Box 336
South Melbourne VIC 3205

Netwealth Group Limited

Approved and adopted by:

- Netwealth Group Limited (ACN 620 145 404) on 27 October 2021

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Custodian	Chief Governance Officer
Frequency of review	Annually (or earlier if required)
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1. Introduction and standing of the CS Committee

This Charter sets out the functions, structure and responsibilities of the Netwealth Group Limited (NGL) Corporate Sustainability Committee (CSC). The CSC is established by NGL. This Charter may be amended, and the responsibilities of the CSC may be changed, from time to time by the NGL Board.

2. Role and responsibilities

There are four pillars to Netwealth's Corporate Social Responsibility (CSR) framework and the CSC is responsible for overseeing three of these pillars (as set out below). The CSC does not oversee the progress of the first pillar 'focus on our core business' as this relates to Netwealth's annual strategic business goals and is monitored and tracked by the Board, however, the CSC will provide reporting and external updates on this pillar in accordance with its responsibilities.:

- Be genuine and transparent;
- Foster diversity, talent, and wellbeing; and
- Create a positive environmental and social impact.

The responsibilities of the Committee are as follows:

- Developing, reviewing and making recommendations to the Board on Netwealth's CSR framework and company culture;
- Setting goals, benchmarks and development of the annual CSR report;
- Monitoring and tracking of Netwealth's progress against the CSR framework and annual report, ensuring accountability across Netwealth for reaching CSR strategic goals and providing progress updates to the Board;
- Considering the social, ethical, and environmental impact of Netwealth's strategy and making recommendations to the Board where improvement, deviation or adjustment is required;
- Monitoring business risks regarding disclosure and representation, workplace mental health and wellbeing, diversity and inclusion, culture, occupational health and safety, environmental impacts, social impacts and general sustainability goals;
- Reviewing and approving CSR external communications to stakeholders, such as new key initiatives or surveys (note: updates and regular posts such as monthly progress reporting and weekly updates on the CSR public web page is the responsibility of the Governance Manager);
- Overseeing Netwealth's progress on Modern Slavery and recommending the annual Modern Slavery Statement to the Boards for approval;
- Overseeing any CSR certification processes such as B-Corp, Carbon Neutral etc.;
- Promoting and encouraging a diverse workforce which celebrates diversity in gender, age, ethnicity and thought, and reviewing and making recommendations to the Board on the Inclusion & Diversity Policy;
- Reviewing and making recommendations to the Board on mental health, safety and wellbeing matters, including adequate support for employees, provision of safe access to help and support for employees and the provision of a psychologically safe workplace;

- Monitoring Netwealth’s Work Health and Safety progress and making recommendations to the Board as applicable;
- Monitoring and assessing Netwealth’s culture to ensure it continues to support mental health and wellbeing, promotes individuality and inclusion and fosters employee development;
- Overseeing and providing recommendations on Netwealth’s social and wellbeing initiatives;
- Promoting a positive and social environmental impact, including oversight of Netwealth’s volunteering programs, charity initiatives and community partnerships;
- Review and assessment of the key risks and controls relating to governance, people, health and safety, conduct and social / environmental impact as detailed in the NWL and NIL risk registers, and make recommendations in relation to their management;
- Make recommendations to the Board on not for profit support and additional donations beyond the budget.

3. Membership

It is intended the CRC consist of:

- a independent NGL director who will also be the Chair
- a Joint Managing Director; and
- a appointed senior managers across the Netwealth business as determined from time to time.

4. Information and resources

Netwealth must provide the CSC with whatever information and resources the CSC reasonably requires for the purpose of carrying out its functions under this Charter. This includes providing access to relevant employees, contractors and advisers of Netwealth and its related bodies corporate (including any internal or external auditor appointed to review the Scheme and/or the Compliance Plan). The Netwealth Chief Governance Officer has overall responsibility for CSR reporting and must report to the CSC on matters as agreed with the CSC from time to time. It is expected that the reports will cover all matters for which the CSC has responsibility under this Charter and reports will be made at scheduled CSC meetings or earlier if required.

5. Review

The NGL Board will, at least once in each year, review the performance, membership and charter of the CSC to determine its adequacy for current circumstances and the CSC may make recommendations to the NGL Board in relation to the CSC’s membership, responsibilities, functions or otherwise.

6. Administrative matters and procedures

The proceedings of the CSC will be conducted in accordance with provisions set out in Attachment 1.

Attachment 1

Administrative matters and procedures

4.1 Chair

The NGL Board must appoint a chair of the CSC (**Chair**) and may terminate that appointment at any time. If no chair is present at a meeting, the members present may elect a chair for that meeting. The Chair must be an independent non-executive director of NGL, however it is noted that where the Chair is not available for a meeting, the chair for that meeting is not required to be an independent non-executive director of NGL.

4.2 Frequency of meetings

The CSC will meet as often as the CSC members deem necessary in order to fulfil their role. However, it is intended that the CSC will normally meet at least quarterly in the month following the end of the quarter.

4.3 Convening and notice of meetings

Any CSC member may, and the Committee Secretary must upon request from any member, convene a meeting of the CSC. Notice will be given to every member of the CSC, of every meeting of the CSC. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held. The Committee Secretary will distribute in advance of the meeting the CSC agenda and related papers to each of the CSC members or any other persons determined by the CSC. The agenda will be distributed to all other directors of NGL and the relevant Netwealth board. The Chair may adjourn a meeting for any reason, to a place and time as the Chair thinks fit, with the consent of the members present at the meeting.

4.4 Quorum

The quorum for a meeting of the CSC is at least two members present either in person or by using any technology.

4.5 Use of technology

A meeting may be held using any technology that permits attendees to hear and be heard by the others attending the meeting.

4.6 Voting at meetings

The CSC should pursue collective decision making and seek consensus where possible. The CSC Chair should test consensus and, if a unanimous view cannot be reached, decisions will be based on the majority view. Each CSC member will have one vote. If an equal number of votes is cast for and against a resolution, the CSC Chair does not have a casting vote in addition to their vote as a CSC member, and the resolution is not passed.

4.7. Independent advice

The CSC may seek the advice of the Netwealth's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the CSC or the responsibilities of the CSC. The CSC may obtain that advice at the reasonable expense of Netwealth¹. Where appropriate, the CSC and Netwealth may arrange for advice to be provided to them jointly.

4.8 Minutes and records

Minutes of meetings of the CSC must be kept by the Committee Secretary and, after approval by the CSC Chair, be presented at the next Board meeting of NGL or the relevant subsidiary. These minutes are retained in Diligent Boards and are available to any director of the relevant Netwealth entity on request. If applicable, the CSC must keep records of reports and recommendations

and, at the request of the CSC, the Netwealth Board(s) must provide assistance to the CSC in this regard. All minutes are then stored by the Company Secretary.

4.9 Reporting

A report of the minutes of the CSC meeting will be included in the Board papers for the relevant Netwealth Board meeting next following a meeting of the CSC. The CSC Chair will also provide a brief oral report to the relevant Netwealth Board as to any material matters arising out of the CSC meeting. The reporting must be done in a manner agreed from time to time between the CSC and the relevant Netwealth Board.

4.10 Disclosure of interests and conflicts

Members of the CSC must disclose their interests that they may have in a matter being considered, or about to be considered, if their interest could conflict with the performance of their duties.