

Nomination Committee Charter

VER Limited (ACN 609 868 000) in its capacity as responsible entity of
Waypoint REIT Trust (ARSN 613 146 464)
Waypoint REIT Limited (ACN 612 986 517)

Approved by the Board and effective 13 December 2023

1 Role of the Committee and its Authority

- (a) The board of Waypoint REIT Limited (**Company**) and the board of VER Limited (the **Responsible Entity**) as responsible entity for the Waypoint REIT Trust (**Trust**) are referred to herein as the **Board**. The Company together with the Trust are referred to herein as **Waypoint REIT**.
- (b) The purpose of this Nomination Committee (**Committee**) is to assist the Board in satisfying itself that it has an appropriate mix of skills, experience, tenure and diversity to be an effective decision making body in order to provide successful oversight and stewardship of Waypoint RIET.
- (c) The Committee shall have free access to all personnel (internal and external) as required by the Committee to carry out its duties and responsibilities under this Charter.
- (d) The Committee is a committee of the Board established in accordance with the Constitutions (being the constitutions of the Company and the Trust) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

2 Membership

- (a) The Committee, will comprise:
 - (i) at least three members;
 - (ii) only non-executive directors; and
 - (iii) a majority of directors who are independent (and it must satisfy this description if required by statute or regulation).
- (b) The chair of the Committee (**Committee Chair**) should be an independent non-executive director. If the Chair of the Committee is not present at a meeting of the Committee, the Committee members present may elect another Committee Member to act as Chair for that meeting.
- (c) Committee members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment for so long as the Committee will meet the relevant criteria established in paragraph (a) above.
- (d) The appointment and removal of Committee members is the responsibility of the Board.
- (e) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
- (f) If a Committee member ceases to be a director of Waypoint REIT, their appointment as a member of the Committee is automatically terminated with immediate effect.
- (g) The Company Secretary of the Board or such other person as is appointed by the Committee will act as the secretary of the Committee (**Committee Secretary**).

3 Meetings

- (a) The Committee will meet at least two times annually or as frequently as is required to undertake its role effectively.
- (b) Any Committee member may, and the Committee Secretary must upon request from any member, convene a meeting of the Committee.

- (c) The Committee may invite any member of senior management of Waypoint REIT or other external parties to attend a meeting of the Committee. Non-Committee members may be asked to withdraw from all or any part of a meeting. All non-executive directors have an open invitation to attend any meeting of the Committee.
- (d) The proceedings of all meetings will be minuted by the Committee Secretary. All minutes of the Committee are available for inspection by any director.
- (e) A quorum for any meeting will be at least two Committee members.

4 Duties and Responsibilities

- (a) The Committee's key responsibilities and functions are to:
 - (i) develop and implement, annually or as often as considered appropriate, a process for reviewing and evaluating:
 - A) the composition, structure and performance of the Board;
 - B) the induction process for new directors and continuing professional development programs for existing directors from time-to-time; and
 - C) the performance of the Board as a whole, each Board Committee and each individual director.
 - (ii) develop, implement and review succession planning for the Board Chair and the directors of the Board, taking into account the strategic priorities of Waypoint REIT and the balance of skills and expertise, tenure and diversity that are likely to be needed on the Board in the future;
 - (iii) develop and annually review the criteria by which to assess nominations for non-executive directors and regularly compare the skill base of existing directors with that required for the future strategy of Waypoint REIT to enable identification of attributes required in new directors;
 - (iv) identify and recommend to the Board candidates for board membership by reference to the criteria in sub-paragraph (iii) above, including the balance of skills, experience, expertise and diversity needed in order to discharge the Board's mandate effectively and maintain the necessary mix of expertise on the Board;
 - (v) review nominations for non-executive directors, including by conducting appropriate checks in respect of each candidate, against the criteria in sub-paragraph (iii) above and the candidate's background, experience, gender, professional skills and capacity to commit to the role as well as the mix of skills, experience and diversity of the Board;
 - (vi) review the terms of appointment (including tenure) of non-executive directors from time-to-time;
 - (vii) recommend the appointment of the Chair of the Board and the Chairs of Committees; and
 - (viii) after the annual Board performance review, make recommendations to the Board on the re-election by Securityholders of any director or the election of any new director at the next general meeting.

5 Reporting

- (a) The Committee will advise and make recommendations to the Board on all matters falling within the scope of the Committee's role and responsibilities.
- (b) Minutes of Committee meetings will be included in the papers for the next full Board meeting.

6 Reviews, changes to and publication of Charter

- (a) The Committee will review this Charter annually or as often as it considers necessary to ensure it remains effective and relevant to the current needs of Waypoint REIT.
- (b) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.