



Environmental Social and Governance Committee Charter

- 1. Introduction** The Environmental Social and Governance (“**ESG**”) Committee (“**Committee**”) is established by the board of directors of 360 Capital Group Limited (“**360 Capital**”) and its responsible entity (“**RE**”) 360 Capital FM Limited (AFSL 221474) (“**Board**”) and applies to 360 Capital, the RE and their subsidiaries and related entities including managed investment schemes (“**Funds**”) under their control, their directors, officers and employees.
- 2. Purpose and Objectives** The purpose of the Committee is to assist the Board in discharging its 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 (collectively, “**ESG Matters**”).
- 3. Composition** The Committee is to consist of:
- a) At least two independent non-executive directors;
 - b) at least three members; and
 - c) a chairman who is to be an independent non-executive director and is not the chairman of the Board.
- 4. Meetings**
- The Committee will meet a minimum of two times a year;
 - The Committee will meet on other occasions as deemed necessary;
 - Committee members must devote the necessary time and attention to the Committee to carry out its responsibilities;
 - Quorum for a meeting of the Committee shall be two members;
 - The Committee may allow other members of the Board or senior executives or other individuals including the external consultants to attend on invitation and report at meetings of the Committee as appropriate;
 - The Committee shall be entitled to seek independent professional advice at 360 Capital’s expense on any matter within this Charter;
 - The Committee shall have unrestricted access to 360 Capital’s records and employees where deemed necessary by the Committee so as to fulfil its duties;
 - The Company Secretary will also act as Secretary of the Committee and will keep minutes to record the proceedings and resolutions of Committee meetings.



- 5. Role** The Committee's primary duties and responsibilities are to:
- review and discuss with management 360 Capital's ESG strategy, initiatives, and policies;
 - recommend to the Board 360 Capital's overall general ESG strategy,
 - report to the Board current and emerging topics relating to ESG Matters that may affect the business, operations, performance, or public image of 360 Capital or are otherwise pertinent to 360 Capital and its stakeholders and, if appropriate, detail actions taken in relation to these,
 - review and monitor the operational, regulatory, and reputational risks and impact of ESG on 360 Capital and provide insight and guidance to 360 Capital's management of such risks and impacts;
 - review and discuss reports from management regarding 360 Capital's progress toward its key ESG objectives;
 - provide guidance with respect to communications with employees, investors, and other stakeholders, as appropriate, regarding 360 Capital's position on ESG Matters;
 - review and assess the performance of the Committee and the adequacy of this Charter as required and recommend any proposed changes for approval by the Board; and
 - perform any other activities consistent with this Charter, 360 Capital's policies and procedures, ASX recommendations and other regulations as this Committee or the Board may deem necessary, advisable or appropriate for the Committee to perform.
- 7. Review** The ESG Committee Charter shall be reviewed and revised as and when deemed necessary by the Committee or the Board. Any changes to the Charter will require Board approval. A copy of the current Charter will be posted on the 360 Capital website.
- 6. Reporting** The Chairman of the Committee will report the proceedings, deliberations and recommendations of the Committee to the next Board meeting following any meeting of the Committee.
- 8. Related Documents**
- Board Charter;
 - Audit & Risk Committee Charter;
 - ESG Policy;
 - ASX Corporate Governance Principles and Recommendations;
 - Risk Management Program.