



Investment Committee Charter

Silk Logistics Holdings Limited

ACN 165 867 372

Version: 1.0
20 February 2023

Document History

Version	Summary of Amendments	Approved by	Approval date
1.0	New Investment Committee Charter	Board of Directors	20 February 2023

Other Policy Details

Key Information	Details
Approval Body	Silk Logistics Holdings Limited Board of Directors
Key Stakeholders	Silk Logistics Holdings Limited Board of Directors Silk Logistics Holdings Limited Senior Management
Responsibility for Implementation	Chief Executive Officer
Policy Custodian	Company Secretary
Next Review Date	20 February 2024

Legislative and Regulatory Framework

Authority	Law, Resolution or Regulation
ASX Corporate Governance Council	ASX Corporate Governance Principles and Recommendation (2019) ("ASX Principles")
Australian Government	Corporations Act 2001 (Cth) (" Corporations Act ")

1. Introduction

- 1.1 The Investment Committee (“**Committee**”) is a committee of the Board of Directors (“**Board**”) of Silk Logistics Holdings (the “**Company**”).
- 1.2 The Board established the Committee under the Company’s Constitution.
- 1.3 This Charter sets out the scope of the Committee’s responsibilities in relation to the Company and its controlled entities (collectively referred to as the “**Group**”).

2. Objectives

- 2.1 The main objectives of the Committee are to assist the Board fulfil its obligations to:
 - a) build a stronger link between the Board and Management to ensure the Company’s acquisitions and organic growth is consistent with the Company’s strategic plan;
 - b) provide a sounding board to Management in prioritising acquisitions and tap into the significant experience and networks of the Non-Executive Directors in this area; and
 - c) assess all aspects of an initiative / proposal / investment including the commercial viability, feasibility, profitability, any potential opportunity cost, and its overall alignment with Company’s objectives.

3. Membership

- 3.1 It is intended that the Committee consists of:
 - a) at least **three** Directors (with no more than one Executive Director).
 - b) to be chaired by a Non-Executive Director.
- 3.2 The Chief Corporate Development Officer, Chief Financial Officer, and the Chief Operating Officer will be standing attendees to each Committee meetings.
- 3.3 The General Counsel will be an observer to the Committee.
- 3.4 The Board may appoint such additional Directors to the Committee or remove and replace members of the Committee by resolution.
- 3.5 Directors who are non-committee members may attend all or part of a meeting, subject to no conflict of interest on the matters being discussed.
- 3.6 The Company Secretary must attend all Committee meetings and will act as Secretary to the Committee, unless otherwise determined by the Committee.

4. Chair

- 4.1 In the absence of the Chair, the remaining members will elect one of their number as Chair of the meeting.

5. Minutes

- 5.1 The Secretary will be responsible for keeping the minutes of its meetings and circulating them to the Chair of the Committee for review, the other Committee members, the other members of the Board and other Committee meeting attendees as appropriate.
- 5.2 Minutes of meetings of the Committee, will be distributed to members as soon as practicable following the meeting and tabled for approval at the next Committee and presented at the next Board meeting.
- 5.3 Minutes, agenda and supporting papers are available to Directors upon request to the Secretary, except if a conflict of interest exists.

6. Rights of Access and Authority

- 6.1 The Committee has unrestricted access to management, all employees and all Company records and to financial and legal advisers.
- 6.2 The Committee or any member of the Committee is authorised to obtain (at the cost of the Company) outside legal or other independent professional advice, and to secure the attendance of such advisers if it is considered necessary for the proper performance of the Committee's functions under this Charter. The member should first contact the Chair of the Committee (or if the Chair, the Secretary) for approval prior to proceeding with procuring that professional advice.

7. Duties and Responsibilities

- 7.1 The duties and responsibilities of the Committee include the following (but not limited to):
 - a) Oversee the analysis and evaluation of mergers and acquisitions opportunities.
 - b) Review the identified risks (including the financial risk (budget) and investment risk (unfavourable return) for the proposed opportunities.
 - c) Retain external specialists to assist with the analysis and evaluation of those opportunities when required and appropriate.
 - d) Appoint a legal representative from the Committee to lead the due diligence process in transactions designated as Transformational by the Committee.
 - e) Recommend to the Board the acceptance (subject to regulatory and legislative requirements) of specific opportunities which have been analysed and evaluated under the supervision of the Committee.
 - f) Oversee the implementation of specific opportunities which have been approved by the Board.

8. Reporting to the Board

- 8.1 The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) must report to the Board at its meetings regarding all material matters relevant to the Committee's duties and responsibilities.

9. Review

- 9.1 The Board will, at least once each year, review the performance, membership and charter of the Committee to determine its adequacy for the Company's current circumstances, and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- 9.2 The Charter will be available on the Company's website within a reasonable time after any such updates or amendments have been approved.

10. Administrative matters

The proceedings of the Committee will be conducted in accordance with the provisions set out in Annexure 1.

11. Annexure 1 - Committee Proceedings

Frequency of meeting	As often as it considers necessary
Quorum	Attendance: At least 3 members, either in person or by using technology. Resolutions in writing shall be signed by all members.
Records of Committee Decisions	Minutes of meeting Resolutions in writing
Convening and notice of meeting	Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. 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 Company Secretary will distribute in advance of the meeting, the dates, times and venues, the agenda meeting and related papers to each of the Committee members or any other persons determined by the Committee. Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place
Voting at meetings	The Committee should pursue collective decision-making and seek consensus where possible. The Committee Chair should test consensus and, if a unanimous view cannot be reached, decisions will be based on a majority view. Each Committee member will have one vote. If any equal number of votes is cast for and against a resolution, the Committee Chair does not have a casting vote in addition to their vote as a Committee member and the resolution is not passed. If a Committee member disagrees with a decision, the reasons for such disagreement must be clearly documented in the Committee meeting minutes.
Minutes	Minutes of the meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, be presented at the next relevant Board meeting. All minutes of the Committee must be entered in a minute book maintained for the purpose and will be open at all times for inspection by any Director.