ARENA REIT

NOMINATION COMMITTEE CHARTER

November 2025

Nomination Committee

1. Introduction

This Nomination Committee Charter (**Charter**) applies to Arena REIT Limited and Arena REIT Management Limited.

The Nomination Committee reports to the Board and its Charter extends to the nomination activities, controls and procedures of the Arena Group.

2. Definitions

A reference in this Charter to:

(a) **Arena or Group** means all funds managed by the RE (including the Trusts); and Arena REIT Limited and its Subsidiaries.

(b) **Board** means the boards of the Company and RE acting jointly as the board of Arena;

(c) **Chief Financial Officer** means the person occupying that position within the Group;

(d) **Committee** is a reference to the Nomination Committee jointly appointed by the Board (ie. the board of the Company and RE acting jointly).

(e) **Company** means Arena REIT Limited ACN 602 365 186;

(f) **Funds** means the Trusts and any other managed investment schemes, investment trusts or joint ventures managed by the RE.

(g) **Managing Director** means a person occupying that position within the Group;

(h) **RE** means Arena REIT Management Limited ACN 600 069 761;

(i) **Subsidiary** has the meaning in the *Corporations Act 2001* (Cth); and

(j) **Trusts** means Arena REIT No. 1 ARSN 106 891 641 and Arena REIT No. 2 ARSN 101 067 878.

The purpose of the Committee is to assist and advise the Board on:

(a) director selection and appointment practices;

(b) director performance and evaluation processes and criteria;

(c) Board composition; and

(d) succession planning for the Board and senior executives,

to ensure that the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of Arena as a whole.

3. Responsibilities

The Committee is responsible for:

(a) identifying and making recommendations regarding the necessary and desirable competencies of directors, including regular review of the Board skills matrix to address emerging issues;

(b) making recommendations regarding the size of the Board so that the size encourages efficient decision making;

(c) developing and reviewing the process for the selection, appointment and re-election of directors;

(d) identifying and making recommendations to the Board for the appointment of new Board candidates, having regard to their skills, knowledge, experience, independence and diversity;

(e) making recommendations to the Board for the composition of the Board committees, including the appointment of committee members and their term of service.

(f) reviewing the method to determine director independence;

(g) co-ordinating with the Board to ensure that Arena meets its commitment to becoming a diverse and inclusive workplace;

(h) identifying ways to promote a culture supportive of diversity including recruitment from a diverse pool of candidates;

(i) developing and reviewing induction procedures for new appointees to the Board to enable them to effectively discharge their duties, including increasing their knowledge about Arena and the industry within which Arena operates;

(j) developing, implementing and reviewing continuing education measures to enhance director competencies and to update and enhance directors' knowledge and skills including on key developments affecting Arena and the industry and environment in which it operates;

(k) overseeing the development and implementation of a process for the evaluation of the performance the Board, Board committees, and directors

individually (including the Chair), using both measurable and qualitative indicators;

(l) reviewing the time required to be committed by non-executive directors to properly fulfil their duties to Arena and whether non-executive directors are meeting these requirements; and

(m) reviewing Board and senior executive succession plans and processes, including for the Managing Director and other senior executive positions and being conscious of each director's tenure, to maintain an appropriate balance of skills, knowledge, experience, independence and diversity.

4. Reporting and disclosure

The Committee will make recommendations to the Board regarding the Board skills matrix for inclusion in the annual Corporate Governance Statement and the process for evaluating performance of the Board, its committees and the directors.

The Committee Chair will attend Arena's annual general meetings prepared to respond to any investor questions on the Committee's activities.

5. Delegation

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate to senior management.

6. Membership

6.1 Composition and size

The Committee will consist of at least three members, a majority of whom are independent, non-executive directors.

Each member must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member is expected to possess adequate regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee.

6.2 Chair

The Chair of the Committee must be an independent non-executive director. The Chair of the Committee is appointed by the Board. If, for a particular Committee

meeting, the Committee Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a Chair for the meeting.

6.3 Secretary

The Company secretary is the secretary of the Committee.

7. Committee meetings and process

7.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the constitutions of the Company and RE regulating meetings and proceedings of the Board and committees of the Board.

Committee members may attend meetings in person or by electronic means.

7.2 Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions. The Committee must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor (if applicable) or the Chair of the Board.

7.3 Quorum

Two directors constitute a quorum for meetings of the Committee.

7.4 Attendance by management and advisers

The Committee Chair may invite the Managing Director, Chief Financial Officer, other senior executives, directors who are not members of the Committee and external advisers to attend meetings of the Committee.

7.5 Conflicts

The Chair of the Board may act as Committee Chair, however, a separate Chair will be appointed if and when the Committee is dealing with the appointment of a successor to the Chair of the Board.

7.6 Notice, agenda and documents

Unless otherwise agreed or considered necessary by the Chair, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the secretary to each Committee member and any other individual invited to attend, a reasonable time before the meeting.

7.7 Minutes

The secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

The Committee will regularly update the Board about its activities and make recommendations as appropriate. The Committee must refer any matter of significant importance to the Board for its consideration and attention.

7.8 Access to information and advisers

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate. This may include requesting management or engaging external consultants to provide information to the Committee.

The Committee also has the authority to conduct or direct any investigation required to fulfil its responsibilities.

8. Committee's performance evaluation

The Committee will review its performance at least annually, or earlier if circumstances dictate, and whenever there are major changes to the management structure of Arena.

The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this Charter.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

9. Review and publication of the Charter

The Committee will review its Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. The Charter may be amended by resolution of the Board.

This Charter will be available on Arena's website and the key features will be published in the annual report.

Contact

Arena REIT Limited ACN 602 365 186
Arena REIT Management Limited ACN 600 069 761
Level 15, 8 Exhibition Street
Melbourne Victoria 3000

Any questions may be directed to:
Company Secretary
E: info@arena.com.au
T: +61 3 9093 9000
Freecall: 1800 008 494

Postal address:
Locked Bag 32002
Collins Street East
Melbourne Victoria 8003

www.arena.com.au