



CORPORATE GOVERNANCE POLICY STATEMENT SUMMARY

Group

March 2024

1. Introduction

1.1 Outline of AUSCOAL Superannuation Pty Ltd

AUSCOAL Superannuation Pty Ltd is a corporate entity which also acts as Trustee (**Trustee**) for the Mine Superannuation Fund (**Fund**). The Board of Directors of the Trustee company (**Board**) and the Trustee in its capacity as Trustee for the Fund are responsible for the oversight and management of both the Trustee and the Fund.

In this document, the Trustee, Fund and Mine Super Services Pty Ltd (**Mine Services**) are referred to collectively as the “**Group**”.

The Shareholders of the Company are:

- NSW Minerals Council (NSWMC) (25%);
- Queensland Resources Council (QRC) (25%);
- Mining and Energy Union (MEU) (50%).

The Trustee is licensed by APRA under a Registrable Superannuation Entity (RSE) License and is licensed to operate as Trustee of a public offer superannuation fund. The Trustee also holds an Australian Financial Services License (AFSL) for the provision of general financial product advice for superannuation and dealing in superannuation.

1.2 Outline of Mine Superannuation Fund

The Fund is the industry superannuation fund for the coal mining industry in NSW, QLD, WA and Tasmania. Its current membership is the result of the merger between the Coalsuper Retirement Income Fund (NSW & TAS) and the QCOS Super Fund (QLD) in April 2005, the Successor Fund Transfer of the WA Coal Industry Superannuation Fund in July 2014 and the transfer via consent of members of the Mines Rescue Stations Staff Superannuation Plan in July 2016. The Rules governing all matters relating to the administration of the Fund are contained in the Trust Deed. The Fund is registered with the Australian Prudential Regulation Authority (APRA).

1.3 Outline of Mine Super Services Pty Ltd

Mine Services is a wholly owned subsidiary of the Trustee. Mine Services provides financial education and advisory services under its own AFSL utilising the trading name of Mine Super Financial Advice. If a member of the Fund requires personal financial the services of a licensed financial adviser are provided by Mine Super Financial Advice. For Fund members, most scaled (or limited) advice services are provided at no cost and full financial advice services are provided on a fee for service basis.

2. Commitment to Corporate Governance

The Group has a genuine commitment to effective corporate governance. It is committed to fairness, transparency and accountability in the way in which it conducts its business and to:

- i) act honestly and ethically in all matters;
- ii) act in the best interests of Fund members and their beneficiaries at all times;

- iii) when providing advice services, act in the best interests of clients;
- iii) implement a long-term strategy to maximise, and keep secure, the retirement benefits of Fund members;
- iv) fulfill its primary responsibility for ongoing management of the Fund, enabled by adequate delegation of operational matters;
- v) understand and manage risks at Company, Trustee and Fund levels;
- vi) ensure compliance with all relevant laws and requirements;
- vii) maintain appropriate risk management oversight to ensure risks are identified and mitigated to minimise any interruption to business and strategic plans;
- viii) review and assess its own performance on an ongoing basis.

There are a number of additional principles which the Group believe are the hallmarks of good governance for superannuation funds and which are used as guiding principles in its operations. These include the following:

Principle	Description
Accountable and transparent	Explain, be answerable for and responsible to beneficiaries for consequences of decisions and actions.
Equitable and fair	Be equitable and fair to all beneficiaries (either individually or as a collective as the decision warrants) when reviewing matters and in decision making.
Responsive	In decision making, ensure the requirements of beneficiaries are primary considerations and that products, services and experiences are evolving to meet their changing needs, market forces and the changing economic landscape.
Participatory	Have processes in place to facilitate the participation of beneficiaries in decisions which affect them.
Compliant	ensure compliance with all relevant laws, regulations, guidance (including APRA and ASIC guidance) and company policies and requirements.
Effective and efficient	Adopt and utilise appropriate business practices to plan, manage, oversee and review longer term requirements under a Board approved strategic program, avoiding ‘short-termism’ whilst maintaining prudent oversight of business operations and activities.
Skills and expertise	Appoint and/or employ ‘people’ resources at Board level and in the business with the appropriate skills, education, and/or experience to implement the principles above, manage evolving economic and business requirements and overcome challenges as they arise.

All Boards across the Group use the *Corporate Governance Principles and Recommendations* of the ASX Corporate Governance Council (CGC) (modified for their relevance to superannuation Trustee companies and their subsidiaries) for guidance in its operations.

The following outlines the Mine Group’s corporate governance principles in practice:

ASX CGC Principle 1: Lay solid foundations for management and oversight

Governance Documents

Each company within the Group is governed by a Constitution, and AUSCOAL Superannuation Pty Ltd in its capacity as Trustee of Fund, is also governed by a Trust Deed for its operations.

Strategic and Business Plans

The Trustee Board develops, approves and maintains a long-term Strategic Plan for the operations of the Group including the Fund. The Board also approves an annual Business Plan for its operations and in respect of the Trustee, for the Fund which is developed in conjunction with Executive Management. The Services Board (subsidiary) generally endorses the Group Strategy and may also from time to time develop its own plans.

The Trustee Board formulates and gives effect to an Investment Strategy and an Insurance Strategy that has regard to the whole of the Fund, the members and their circumstances.

Board Charter

Each Group Board has an approved Board Charter which sets out how the Board operates, the roles and responsibilities of Directors and Management, objectives for the Board and Directors and matters reserved for the Board. The Charter outlines the Board’s commitment in relation to Director’s seeking independent professional advice at the Group’s expense to facilitate discharge of their Mine related duties. It also outlines confidentiality obligations, indemnity and insurance provisions and the right to a Deed of Indemnity and Access to ensure right of access to corporate information is retained.

Role Statements

All Board roles (Chair, Deputy Chair, Committee Chair, Committee Deputy Chair, Director and Independent Director) have clearly defined role statements outlining their functions and responsibilities.

Director Appointment Criteria

The Board Renewal Policy outlines its approach and principles in relation to Board appointments, tenure and renewal. The Board has a structured process including documented criteria for the nomination, appointment and assessment of Directors against fitness and propriety requirements which is overseen by the Group’s Remuneration and Nominations Committee.

Director, Management and Employee Appointments

All Directors, Executives and employees are appointed under formal written agreements setting out the terms and conditions of their appointment. The Group’s Conflicts of Interest Management Framework and Policy is considered when appointments are made and all employees are appointed on the basis of suitable qualifications and have documented role statements which clearly outline functions and responsibilities.

Appointments to Employee Responsible Person (APRA) and Responsible Manager (ASIC) roles, including the Secretary, are undertaken in accordance with the Group’s people related policies and practices and requirements of APRA and ASIC including fitness and propriety requirements as set out in the Trustee’s Fitness and Propriety Policy.

Delegations

Delegation, in writing of specific tasks and functions are made to Board Committees and Management to enable the discharge of responsibilities in an effective and productive manner whilst maintaining good corporate governance. These delegations are outlined in the Group's Delegations Policies, Committees' Terms of Reference, employee role statements, employment contracts and service provider contracts and service agreements. The Board has also reserved matters for which it is responsible and these are outlined in the Board Charter, each Board Committee's Terms of Reference, Board Role Statements and Delegations Policies.

Secretary

The Secretary is accountable to the Board for all Board related functions and activities and is appointed and terminated by the Board in consultation with the CEO. All Directors are able to contact the Secretary directly and the Secretary is also able to contact Directors directly as needed.

Diversity and Inclusion

The Board is mindful of the importance and value of diversity and inclusion in ensuring that it has the opportunity to consider a broad range of views and considerations when undertaking its duties. This view extends into the broader business and is considered in the context of candidate criteria on recruitment. The Board has approved and implemented a Diversity and Inclusion Policy which is incorporated into the Group's People Policy and which reinforces its commitment to diversity and inclusion. A number of diversity related statistics for the Group are included in the Trustee's Annual Report to Members.

Mine Group Values

The Board has developed and approved the Group's values which set the cultural tone for the Group. These values and the Group's vision, mission and purpose are publicly available for viewing on the Fund's website. The values set the standards of behaviour and the cultural expectations of the Group.

Periodic Board Performance Evaluation

The Board is committed to the ongoing development of the Board as a whole and has implemented a formal three (3) year cyclical Board Performance Assessment program. The Assessment is undertaken by an external party one (1) in every three (3) years and internally for the other two (2) years. The Board determines the process used to assess its performance, performance of the Chair, individual Directors and Committees. This assessment process may also involve the CEO and senior Management as determined by the Board and is overseen by the Secretary. The Group's Annual Remuneration Report (available on the Fund's website) includes confirmation that this has been undertaken in each financial year. A proficiency assessment is also undertaken annually for each Director to ensure expertise, competencies, gaps and training requirements are identified and can be addressed where required.

Employee Performance Assessment Program

The Group has implemented a talent management framework which has, as a key component, a performance assessment program for all staff. This is formally undertaken on an annual basis at FYE with a six (6) monthly check-in process at the end of the calendar year. In managing this framework the Group encourages performance management and assessment to be undertaken continuously through ongoing dialogue rather than only as an annual activity. The Group's Annual Remuneration Report (available on the Fund's website) includes confirmation that this has been undertaken in each financial year.

ASX CGC Principle 2: Structure the Board to be effective and add value

Directors and Independent Directors

The Trustee Board consists of equal numbers of persons nominated and appointed by employer and member representative Shareholders plus one (1) Independent Director nominated and appointed by the Board. The name of each Director, their appointment date, appointing Shareholder (if relevant) and their representation (employer, employer, independent) is disclosed on the Fund's website.

The Mine Services Board comprises six (6) Directors including three (3) Independent Directors appointed by the parent Board or such other number of Directors and Independent Directors as may be approved by the parent Board from time to time.

The definition of 'Independent Director' for each entity is detailed in the individual entity's Board Charter. This is because the definition of 'independent' for a superannuation Trustee company has specific reference to legislation which is only applicable in the superannuation context and therefore is different to the definition that applies to Mine Services.

Board Committees

Each Board within the Group has established permanent Committees, acting under Terms of Reference, to improve the efficiency of the Board by delegating tasks to those Committees thus allowing for issues to be dealt with in sufficient depth. There are also Group wide Committees both permanent and temporary which as far as possible comprise representatives from all entities within the Group.

Committee memberships change from time to time and the Boards regularly review Committee memberships to ensure appropriate rotation with the aim of skill sharing and cross skilling Directors across key areas.

The current permanent Board Committees are:

- Investment – chaired by the Independent Director;
- Audit, Risk and Compliance;
- Remuneration and Nominations;
- Insurance;
- Mergers and Acquisitions.

Other special purpose working groups or temporary Committees are formed as required.

Details of the Committees on which each Director serves and the number of Board and Committee meetings held each year is disclosed on the Fund's website.

Documented Skill Sets

The Board has documented desired core skills and Boards and each Committee have a documented set of competencies to assist the Boards, Committees, Directors and Committee members to identify the necessary skill sets to undertake their duties and to help guide recruitment, succession planning and professional development activities. A Board Skills Matrix is maintained and reviewed at least annually for this purpose. The Matrix sets out individual and collective Board skills across a range of criteria. The core skills within each of these criteria is disclosed on the Fund's website.

Board Induction and Ongoing Professional Development

All Directors are required to participate in a detailed induction program on commencement and then undertake appropriate ongoing professional development to ensure they maintain the appropriate skills and competencies to undertake their Board and Committee roles. These activities are overseen by the Group Secretariat with six (6) monthly reporting to the Audit, Risk and Compliance Committee (ARCC) on professional development activities.

The Board and Committee competencies assist each Director and Committee member to understand the necessary individual and collective skill sets and are used to help guide professional development activities. To support this further and to assist the Board in undertaking its duties, each Director has a formally documented Training and Development Plan, maintained with the assistance of the Secretariat so that appropriate professional development activities can be identified, planned and undertaken.

Succession Planning

Succession planning at Board and Committee level is undertaken on a formal and structured basis. The Board has appointed a Deputy Chair to assist the Chair and provide relief in their absence. The Deputy Chair is deemed to be the Chair successor and Deputy Chair activities are structured with this in mind. The position of Chair and Deputy Chair reflect the composition of the Board.

ASX CGC Principle 3: Instil a culture of acting lawfully, ethically and responsibly

The companies within the Group use the Group's values to guide the way in which business is conducted and how staff, customers and other third parties are treated. These values emphasise ethics and responsible practices and are reinforced within the business through 'tone from the top' role modelling, excellent practice reward programs, visual displays and regular discussion. The values are disclosed on the Fund's website.

The Group's Conflicts of Interest Management Framework and Policy, Code of Conduct and Risk Management Framework guide staff as to conduct expectations and the Group's People Policy, Supervision, Training and Monitoring Policy, Gifts and Entertainment Policy together with other relevant policies also provide requirements and guidelines in this regard.

The Code of Conduct which also applies to Directors guides Directors of all entities in fulfilling their responsibilities.

The Trustee Board operates under a Fitness and Propriety Policy, ensuring the Board and Executive Management are fit to perform their duties, and individuals are proper persons to act in that capacity.

A Whistleblower Policy is maintained to provide a mechanism by which employees, Directors and service providers can, in good faith and anonymously, if they wish, report any information of concern impacting on the Group and rely on the protections afforded by the Policy.

The Group has implemented an Operational Risk and Compliance Management Framework and AML/CTF Policy each with reporting obligations to the Board in relation to breaches and incidents.

ASX CGC Principle 4: Safeguard the integrity of corporate reports

To maintain the financial integrity of each company within the Group and Fund, each Board addresses this principle in the following ways:

- Senior Management prepares appropriate financial reporting for the Board to review on a regular basis;
- the ARCC of each entity provides oversight of the audit and finance functions;
- expert advisers are appointed where deemed necessary and appropriate to assist the Boards and Committees in undertaking their duties;
- a Chief Financial Officer (**CFO**) is employed at a senior level;
- an Internal Audit program is conducted;
- an External Audit is performed;
- the annual Fund financial statements are publicly available on the Fund's website.

The Group's Finance Team which is led by the CFO oversees the finance function and ensures that accounting and financial records are correct, contain sufficient detail and accurately reflect the financial position of the Fund and other entities within the Group.

The Finance Team is responsible for:

1. coordination of the Group's annual audits to ensure they meet regulatory and statutory timing requirements.
2. ensuring financial statements, director's declarations and auditor reports meet regulatory and statutory content and accounting standard requirements.
3. the preparation of the annual financial statements for auditing including the notes and declarations within those statements. This includes responsibility for accurate disclosure of related party transactions.
4. monitoring solvency and capital adequacy requirements (for example under the Group's RSE and AFSs).

Each entity Board within the Group has responsibility for the appointment of an External Auditor and for approval and signing of the annual financial statements once the audit is complete. The Trustee is also responsible for appointment of the Internal Auditor and Actuary.

The ARCC oversees audit related activities, financial statements, financial reports and actuarial related matters including oversight of Management actions arising from these reviews, audits, reports and recommendations. The ARCC's Terms of Reference sets out its role in oversight of the finance function, internal audit function, external audit and actuarial related activities.

The ARCC meets regularly with the External Auditor, Internal Auditor and Actuary and the Board meets with the External and Internal Auditors and the Actuary when necessary.

The Group's Vendor Management Framework and Outsourcing Policy sets out the Group's requirements for due diligence of service providers, including the External and Internal Auditor and Actuary both initially and annually to ensure that they have and continue to maintain the appropriate skills, competencies and diligence and are fit for purpose in undertaking the services for which they are engaged. This due diligence process includes a requirement for legal review of all new contracts/agreements and any subsequent amendments. The External Auditor, Internal Auditor and

Actuary are subject to an annual fitness and propriety assessment.

The Trustee's Defined Benefits Framework also sets out processes relating to the appointment and review of the Actuary.

The Group's Risk Team and outsourced Internal Auditor undertake independent risk assessments of activities/functions/outputs of the Finance and Investments Team throughout the year to provide independent assurance as to their accuracy and efficacy.

The CEO, CFO, Chief Governance Officer (**CGO**) and Chief Risk Officer (**CRO**) provide a Management Representation Letter to the ARCC and Board as part of the annual audit sign-off process which attests to matters relevant to their oversight activities and functions including that the accounts are true, fair and properly maintained. The Attestation is drafted in conjunction with the Auditor.

The CFO provides an annual financial statements overview training session to Directors to ensure that they are fully apprised of any relevant matters before the financial statements are reviewed and approved by the Board and so that Directors have the confidence and knowledge to pursue queries and challenge Management and the Auditor if necessary.

The Auditor's opinion on the financial statements is reviewed by and/or discussed with the ARCC and Board. The Auditor's opinion is included in the Financial Statements published on the Fund's website.

The Annual Report to Members includes information in relation to the audit including abridged financial statements and details on whether the audit had any qualifications.

ASX CGC Principle 5: Make Timely and Balanced Disclosure

Appropriate policies are maintained to ensure all legally required disclosure is made on a timely basis, and to enable quality, enhanced information and education to be delivered, on a cost-effective basis, to members and participating employers. The Group strives to exceed the minimum legal requirements in its public disclosures and maintains a comprehensive Fund website which includes member communication and disclosure materials and detailed information on its governance policies and practices.

ASX CGC Principle 6: Respect the Rights of security holders

The Group publishes historical and up-to-date information including information on its history, values, mission, vision, governance related policies, member disclosure documentation, investment unit prices and practices, Trustee and Fund annual financial statements, actuarial reports, conflicts of interest related disclosures and other relevant information on the Fund's website which assists members and clients to understand the practices of the Group. This information includes Board and Director related details and Director and Executive biographical information.

The superannuation Fund's Trust Deed, which is the rule book for the superannuation fund, is published on the Fund's website. The Trustee company's Constitution is also published on the website.

The Trustee Board acts in the best interests of members and their beneficiaries at all times. When other companies within the Group are undertaking or providing services in respect of the Fund, they and their

employees undertake those activities in the best interests of Fund members and their beneficiaries at all times.

An internal disputes resolution mechanism is maintained for superannuation fund members and Mine Services advice clients. This mechanism includes publicising the right of Fund members and advice clients to seek redress through the Australian Financial Complaints Authority (AFCA), the Group's external complaints resolution scheme if not satisfied by the final resolution of issues by the Group. The Group views complaints as an important mechanism to receive feedback and identify improvement opportunities.

The Group provides communication options to members that allow for both paper and electronic based communications including for member Annual Statements and the Trustee's Annual Report to Members. The Trustee recognises that two-way communication with members is an important aspect of its member relationship management and communication program and facilitates many different communication opportunities with members and employers including through workplace-based events. The Group complies with all legislative requirements in this regard.

ASX CGC Principle 7: Recognise and manage risk

The Group Boards have approved and/or endorsed a robust Group Operational Risk and Compliance Management Framework, Group Risk Appetite Statement, Group Risk Management Strategy, Risk Registers and Key Risk Indicators to identify, monitor and manage material risks. These documents are reviewed by the ARCC Committee at least annually and changes approved by the Board. Other risk registers to manage strategic risks and Board and Executive level and operational risks at business unit level are also maintained.

Risk management is a key activity undertaken at the inception of all new projects, during the strategic and business planning cycles and when significant changes occur in the business operating environment.

The ARCC and each Group entity Board receives regular reports and updates on risk management related activities including on project risks, strategic risks, emerging risks, key risk indicators, breaches, incidents and operational risk matters.

The Group's outsourced internal audit function is overseen by the CGO. The Internal Auditor has direct access to the Board, ARCC, CEO and Group Executives and attends and provides reporting to all meetings of the ARCC. The Internal Auditor also provides reporting to the Group's Boards.

ASX CGC Principle 8: Remunerate fairly and responsibly

The Group believes in fair and reasonable remuneration. It has delegated responsibility to the Remuneration and Nominations Committee for development, implementation and monitoring of the Remuneration Policy for the provision of fair and reasonable levels of remuneration to Directors and staff. Detailed information on the remuneration of Directors from all entities within the Group and Executive Management is disclosed on the Fund's website.

The Executive Team is remunerated on the basis of fixed remuneration only. The Remuneration and Nominations Committee has discretion under the Remuneration Policy to pay a one-off performance bonus to individuals to recognise and reward exceptional performance.