

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

US STUDENT HOUSING REIT

ABN/ARBN

ARSN: 655 096 629

Financial year ended:

30 JUNE 2023

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: <https://usq-reit.com/important-information/>

The Corporate Governance Statement is accurate and up to date as at 28 August 2023 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 28 August 2023

Name of authorised officer  
authorising lodgement:

Ms Samantha Einhart, Company Secretary

<sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

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## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input type="checkbox"/> and we have disclosed a copy of our board charter at:	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.		<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.		<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.		<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

<sup>5</sup> If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</li> <li>(c) disclose in relation to each reporting period:                             <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either:                                     <ul style="list-style-type: none"> <li>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</li> <li>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>		<ul style="list-style-type: none"> <li><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></li> <li><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</li> </ul>
<p>1.6 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ul>		<ul style="list-style-type: none"> <li><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></li> <li><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</li> </ul>

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## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>		<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be non-independent directors in our Corporate Governance Statement, under 'Overview' on page 2 and 3;</p> <p>and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement under Recommendation 2.3;</p> <p>and the length of service of each director in our Corporate Governance Statement under 'Overview' on page 2 and 3.</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.4	A majority of the board of a listed entity should be independent directors.		<input checked="" type="checkbox"/> set out in our Corporate Governance Statement under Recommendation 2.3 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.		<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.		<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: Recommendation 3.1 and These are described in detail in the EQT Group Corporate Governance Statement, available at <a href="http://www.eqt.com.au">www.eqt.com.au</a>	
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: Recommendation 3.2 and <a href="https://usq-reit.com/important-information/">https://usq-reit.com/important-information/</a>	
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: Recommendation 3.3 and <a href="https://usq-reit.com/important-information/">https://usq-reit.com/important-information/</a>	

Key to Disclosures Corporate Governance Council Principles and Recommendations

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3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our anti-bribery and corruption policy at: Recommendation 3.4 and <a href="https://usq-reit.com/important-information/">https://usq-reit.com/important-information/</a></p>	

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement at Recommendation 4.1 and we have disclosed a copy of the charter of the committee at:</p> <p><a href="https://usq-reit.com/important-information/">https://usq-reit.com/important-information/</a></p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>		<p><input checked="" type="checkbox"/> <a href="https://usq-reit.com/important-information/">https://usq-reit.com/important-information/</a></p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/> Set out in our Corporate Governance Statement at Recommendation 4.3</p>	



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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: Recommendation 5.1 and <a href="https://usq-reit.com/important-information/">https://usq-reit.com/important-information/</a>	
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement at Recommendation 5.2	
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement at Recommendation 5.3	
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: Recommendation 6.1 and <a href="https://usq-reit.com/important-information/">https://usq-reit.com/important-information/</a>	
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement at Recommendation 6.2 <a href="https://usq-reit.com/important-information/">https://usq-reit.com/important-information/</a>	
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement at Recommendation 6.3	
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement at Recommendation 6.4	
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement at Recommendation 6.5	

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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>		
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement at Recommendation 7.1
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement at Recommendation 7.2
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement at Recommendation 7.3

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks and how they are managed in our Corporate Governance Statement at Recommendation 7.4 and the Fund's Product Disclosure Statement at <a href="https://usq-reit.com/important-information/">https://usq-reit.com/important-information/</a>	

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<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>		
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input checked="" type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.		
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.		
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<input checked="" type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) in our Corporate Governance Statement at page 4 section and at <a href="https://usq-reit.com/important-information/">https://usq-reit.com/important-information/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<input checked="" type="checkbox"/> and we have disclosed the terms governing the remuneration of the manager of the entity in our Corporate Governance Statement at Recommendations 8.1, 8.2 and 8.3	<input type="checkbox"/> set out in our Corporate Governance Statement



# CORPORATE GOVERNANCE STATEMENT

US Student Housing REIT (ARSN 655 096 629)

Responsible Entity: Equity Trustees Limited (ABN 96 004 031 298, AFSL 240975)

Equity Trustees Limited ("Equity Trustees") in its capacity as a responsible entity ("Responsible Entity") of the US Student Housing REIT ("the Trust") (ASX: USQ), has an established corporate governance framework which sets out the rules, relationships, systems and processes within which the Responsible Entity operates to promote investor confidence and good corporate governance.

The Responsible Entity has adopted a majority of the recommendations in the ASX Corporate Governance Principles and Recommendations (4th edition) ("ASX Recommendations") to the extent they apply to an externally managed listed investment trust, and the Trust specifically, from the date of the Trust's admission to the official list of the ASX on 16 February 2022. This Corporate Governance Statement ("Statement") sets out the approach adopted by the Responsible Entity and the Trust in relation to the ASX Recommendations and explains the reasons ('if not, why not' response) for any ASX Recommendations which have not been adopted. The Equity Trustees Limited Board ("Responsible Entity Board") has approved this Statement as at 28 August 2023.

The Responsible Entity is a subsidiary of EQT Holdings Limited ("EQT"), an ASX listed company (ASX: EQT). EQT and its subsidiaries ("EQT Group") also issue a Corporate Governance Statement ("EQT Group Corporate Governance Statement"). This Corporate Governance Statement can be read in conjunction with the EQT Group Corporate Governance Statement.

## APPLICATION AND DISCLOSURE

The Responsible Entity has provided a statement in the Trust's annual report for the financial year ended 30 June 2023 disclosing the extent to which the Trust has followed the ASX Recommendations.

The Trust's unitholders ("Unitholders") are able to view the Responsible Entity's policies, charters and Product Disclosure Statement dated 15 December 2021 and a Supplementary Product Disclosure Statement dated 22 February 2022 (together the "PDS") on the Trust's website (the "Website"): [www.usq-reit.com](http://www.usq-reit.com)

The ASX Recommendations that apply to the Trust are:

2.3, 3.1, 3.2, 3.3, 3.4, 4.1, 4.2, 4.3, 5.1,5.2, 5.3, 6.1,6.2, 6.3, 6.4, 6.5, 7.1,7.2, 7.3, and 7.4 and additional disclosures applicable to externally managed listed entities in relation to 1.1 and 8.1, 8.2 and 8.3.

The Responsible Entity has not followed, in its entirety, the ASX Recommendations at 2.3, 4.1, 4.2,7.1, 7.2, and 7.3 which is explained in this Statement

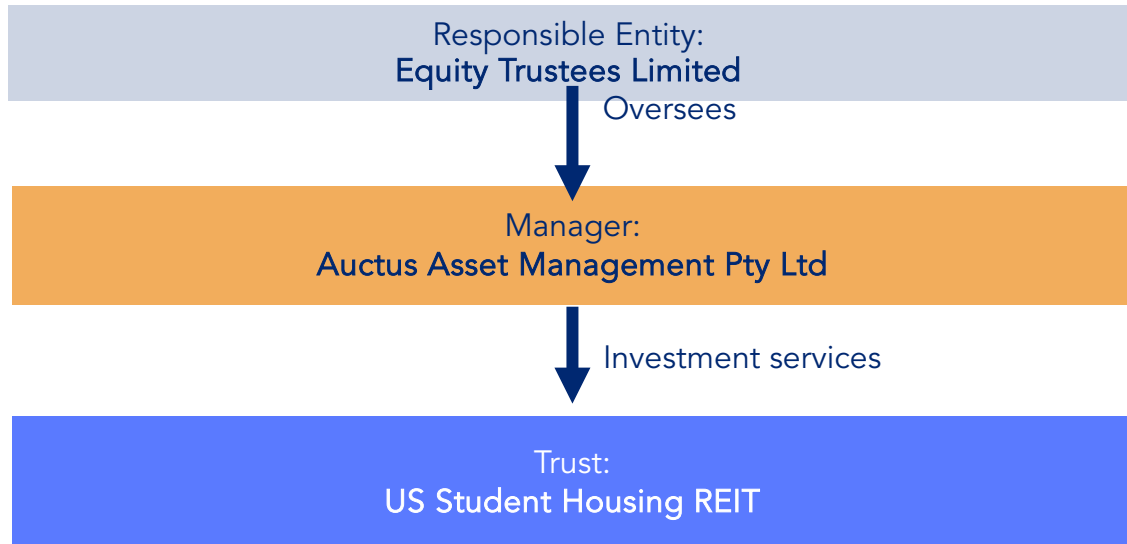
The ASX Recommendations that are not applicable to the Trust due to the Trust being an externally managed entity are:

1.1, 1.2, 1.3, 1.4, 1.5, 1.6, 1.7, 2.1, 2.2, 2.4, 2.5, 2.6, 8.1,8.2, 8.3, 9.1 and 9.2



## OVERVIEW

The Trust is externally managed by the Responsible Entity. It is a managed investment scheme structured as a unit trust, which has been registered with ASIC. The Responsible Entity has entered into a Management Agreement with Auctus Pty Ltd (ABN 11 633 063 804; AFSL 517 083) ("AFSL Holder") and Auctus Asset Management Pty Ltd (ABN 30 610 804 263), "Manager" authorising the Manager to provide investment and other services to the Trust, pursuant to the terms of the Management Agreement.



### The Directors of the Responsible Entity are:

#### PHILIP GENTRY – Executive Director (Chairman)

BSc, MBA, GAICD

Executive Director (Appointed January 2016)

Chief Financial Officer and Chief Operating Officer of the EQT Group

Mr Gentry has substantial experience in leadership roles, predominantly within financial services, but also encompassing international trade, property, agribusiness, commodities, and logistics. Mr Gentry's previous responsibilities include Managing Director of Agrium Asia Pacific and CFO of AWB. He formerly held a variety of senior roles at ANZ Bank, ranging from Corporate Banking, Strategic Development and Investor Relations to Global Head of Commodity and Trade Finance. After receiving an MBA from IMD in Switzerland in 1991, he completed the Stanford Executive Program in 2010. He is a member of the Financial Services Institute of Australasia, and the Australian Institute of Company Directors. In 1983 he graduated from the Royal Military College, Duntroon, with a Bachelor of Science from the University of NSW.

#### MICHAEL (MICK) O'BRIEN – Executive Director

CFA, GAICD

Executive Director (Appointed July 2018)

Managing Director of the EQT Group

Mr O'Brien has been a Director since July 2014, before being appointed Managing Director in July 2016. He is also a member of the Board Risk Committee. Mr O'Brien was admitted as a Fellow of the Institute of Actuaries of Australia in 1989. Mr O'Brien's 41 year career in retail and institutional markets includes positions as CEO and Director of Invesco Australia Limited, Director of Alliance Capital Management Australia and Chief Investment Officer of AXA Australia and New Zealand, where he was also a Director of AXA's Responsible Entities and RSE Licensees. He is a Director on a number of the Group's subsidiaries and was previously a Director of Templeton Global Growth Fund Limited.

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**RUSSELL BEASLEY – Executive Director**

Dip Fin Mkts, SA Fin

Executive Director (Appointed September 2020)

Deputy Executive General Manager, Fund Services

Mr Beasley has more than 40 years' experience in the financial services industry, holding senior funds management and retail banking roles with MLC, County Investment Management and National Australia Bank. Mr Beasley is responsible for the Fund Services business of the Responsible Entity. He is a member of Equity Trustees' Responsible Entity Compliance Committee.

**MARY O'CONNOR – Executive Director**

BCom (Hons), MPPracAcc, CFA, MAICD

Executive Director (Appointed 24 May 2022)

General Manager, Corporate Development of the EQT Group

Ms. O'Connor is an experienced finance professional with over 15 years' experience in mergers and acquisitions across a range of sectors. With skills in strategy, transaction planning and execution, due diligence, project management, valuation, and financial analysis, Ms. O'Connor has extensive experience in the review of financial statements, financial analysis, financial due diligence, financial modelling and forecasting. Ms. O'Connor joined Equity Trustees in 2017 as Head of Corporate Development, with her role involving strategy, mergers & acquisitions and oversight of group internal audit and fund performance reporting functions. Ms. O'Connor was previously a mergers and acquisition and corporate adviser at Lion Capital, Deutsche Bank and Lazard.

**DAVID WARREN – Executive Director**

B.Com, DFP, GAICD

Executive Director (appointed 6 March 2023)

General Manager, Clients and Strategic Planning, Superannuation Trustee Services

Mr. Warren has broad wealth management experience covering superannuation, investment management and insurance. He has over 30 years within retail financial services covering product management and development, business strategy, actuarial and relationship management roles. Previous roles include, Program Manager, AustralianSuper, Head of Strategy and Mature Products, AMP and various product, strategy and actuarial roles at AXA Australia.

**Equity Trustees Roles and Responsibility**

The Responsible Entity Board Charter, available on the Website, sets out the responsibilities of the Board, which include:

- Setting the ethical tone and standards of Equity Trustees Limited at the highest levels and encouraging a culture that promotes responsible decision-making;
- Satisfying itself that appropriate internal audit arrangements are in place and operating effectively;
- Maintaining compliance with the ASX Listing Rules associated with listed investment trusts and its continuous disclosure obligations;
- Monitoring the effectiveness of the Responsible Entity's compliance, risk and governance frameworks;
- Ensuring the Responsible Entity has adequate systems and internal controls.

The Responsible Entity Board is supported by the Responsible Entity Compliance Committee and Audit Committee which meet regularly to oversee the Trust's compliance and the Responsible Entity's legislative, trustee and listing rules obligations.

The Committees' responsibilities are set out in their respective Charters, available on the Website. A summary is also set out below.





**THE EQT, EQT RES, ETWSL AND AET BOARDS ARE ASSISSED BY THE FOLLOWING COMMITTEES:**

**RESPONSIBLE ENTITY COMPLIANCE COMMITTEE**

The Committee’s duties include:

- Monitoring the managed investment scheme’s compliance plans.
- Making improvement recommendations where appropriate.
- Reporting any breaches (actual or suspect), including reporting to ASIC if the Committee is of the view that they Responsible Entity has not taken (or does not propose to take) appropriate action to deal with a reported breach.

The Committee has a majority of external members.

**AUDIT COMMITTEE**

The Committee’s duties include:

- Approving, where authorised by the Boards, the financial reports of the schemes, funds and trusts.
- Receiving, testing and seeking confirmation that robust financial controls are in place to safeguard the integrity of said financial reports.
- Approving the appointment of charity, fund and trust external auditors, audit fees and audit scope, and ensuring compliance with the Group’s Auditor Independence Policy.
- Reviewing updates to the Accounting Standards and the appropriateness of proposed changes to the companies’ accounting policies.

Committee member profiles are set out on the Website.

**RECOMMENDATION 1.1**

The Trust will be managed under the supervision and direction of the Responsible Entity Board. The primary function of the Responsible Entity Board is to ensure that the Trust is managed in the best interests of unitholders.

Although the Responsible Entity Board retains overall responsibility for the management of the Trust, the Responsible Entity has engaged the Manager under the Management Agreement, and Third Party Providers under Service Level Agreements to provide, or procure the provision of all necessary services and resources to the Responsible Entity to enable it to carry out its obligations in respect of the Trust. Key terms in the Management Agreement are summarised in the PDS.

All matters, unless specifically reserved for the Responsible Entity Board, necessary for the day-to day management of the Trust are delegated to the Manager.

The Responsible Entity Board’s responsibilities are defined in the Board Charter and there is a clear delineation between the function reserved to the Responsible Entity Board and those conferred upon the Manager.

The Board Charter is available on the Website.

**RECOMMENDATION 2.3**

**Independence of directors**

The Directors of the Responsible Entity are not considered to be independent directors, as each director is employed in an executive capacity by the EQT Group.

Instead, independent oversight is built into the structure of the relationship between the Responsible Entity and the Manager. The Manager conducts the day-to-day investment and other services and the Responsible Entity provides the independent oversight.

The Responsible Entity Board believes the directors’ independence of judgement is not compromised because of their executive capacity, as together they collectively have the appropriate balance of specialist

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skills, knowledge, and experience to enable the Board to discharge its duties and responsibilities effectively in relation to the Trust and independent oversight of the Manager.

Further, the Board utilises the support of the Responsible Entity Compliance Committee comprised of a majority of external (independent) members to assist the Board to oversee the Trust's compliance and the Responsible Entity's legislative, trustee and listing obligations.

The Responsible Entity Compliance Committee's Charter is available on the Trust's website [usq-reit.com](http://usq-reit.com)

In summary, the Responsible Entity Compliance Committee's key remit is:

- To review and make recommendations to the Board in relation to the Responsible Entity's compliance with the Act and its license obligations;
- Assess the adequacy of the Trust's compliance plan and monitor compliance against it; and
- Confirm that the Trust has engaged at all times an auditor and that the auditor has been given access to the books of the Trust

The relevant qualifications and experience of the members of the Responsible Entity Compliance Committee are available on the Trust's website [usq-reit.com](http://usq-reit.com).

### **RECOMMENDATION 3.1**

#### **Values**

The EQT Group, including the Responsible Entity, considers that its values, culture and conduct are of the highest importance. These are described in detail in the EQT Group Corporate Governance Statement, available [at www.eqt.com.au](http://www.eqt.com.au).

### **RECOMMENDATION 3.2**

#### **Code of conduct**

The Responsible Entity has adopted the EQT Group Code of Conduct and Ethics which sets out the standards of ethical behaviour expected from its Directors, officers, employees and contractors involved in the management and operation of the Trust. Material breaches of the Code of Conduct and Ethics, are reported to the Board of the Responsible Entity and are also reported to the EQT Group Board or its committees.

The EQT Group Code of Conduct and Ethics and the Responsible Entity's Listed Investment Trusts Trading Policy are available on the Website.

### **RECOMMENDATION 3.3**

#### **Whistleblower Policy**

The Responsible Entity has adopted the EQT Group Whistleblower Policy that fosters a working environment encouraging openness, integrity and accountability throughout the organisation. Material breaches of this policy and material incidents reported under the EQT Group Whistleblower Policy are reported to the EQT Group Board and/or Board Committees.

The EQT Group Whistleblower Policy is available on the Website

### **RECOMMENDATION 3.4**

#### **Anti-Bribery and Corruption Policy**

The Responsible Entity has adopted the EQT Group Anti-Bribery and Corruption Policy. Material breaches of the Anti-Bribery and Corruption Policy, relevant to the operations of the Trust, are reported to the Board of the Responsible Entity. All such breaches are reported to the EQT Group Board or its committees.



EQT Group Anti-Bribery and Corruption Policy is available on the Website.

## RECOMMENDATION 4.1

### Audit Committee

The Responsible Entity has established an Audit Committee to oversee the integrity of the Trust's financial reporting, the appointment and independence of the Trust's auditor, internal financial controls, and financial procedures and policies. The Audit Committee comprises six members of which two are independent members.

The Chair of the Audit Committee is also the Chair of the Responsible Entity Board. This differs from Recommendation 4.1, as independent oversight is built into the structure of the relationship between the Responsible Entity and the Manager. The Manager conducts the day to day services and the Responsible Entity provides the independent oversight.

The members of the Responsible Entity's Audit Committee collectively have the necessary financial and accounting qualifications and experience in the funds management, trustee services business, and/or ASX listed environment to be able to execute their duties such that their independence of judgement is not compromised. The Audit Committee's remit is broader than its oversight of the Trust.

The Audit Committee's Charter is available on the Website. In summary, the Audit Committee's remit is:

- To consider matters raised by the Responsible Entity Compliance Committee and Disclosure Committee, including incidents and breaches, and particularly where the matter may or does have an impact on financial reporting processes, internal financial control systems, and the financial position of a fund;
- To escalate material issues and risks to the Board;
- To review and recommend to the Board the adoption of the annual and half yearly financial statements, and the Annual Report as it relates to the financial statements, of the Responsible Entity's listed investment trusts;
- To receive, test and seek confirmation that a robust system and financial controls are in place to safeguard the integrity of financial reports;
- To consider internal controls, including the Companies' policies and procedures to assess, monitor and manage financial risks and other business risks;
- To review changes to the Accounting Standards and their potential impact on the financial report;
- To receive and consider the auditor reports and auditor independence reports;
- To review the performance and independence of the auditors and monitor the progress of audits; and
- To ensure the auditors meet with the Board

The relevant qualifications and experience of the members of the Audit Committee are available on the Website.

## RECOMMENDATION 4.2 - DECLARATION RE FINANCIAL RECORDS

The Responsible Entity has established processes to ensure the financial statements of the Trust are reviewed and approved by the Board each financial year. This includes a process to obtain from senior management of the Responsible Entity (pursuant to section 295A(1) of the Corporations Act 2001 (Cth)) a declaration that, in their opinion, the financial records of the Trust have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Trust and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

## RECOMMENDATION 4.3 – PERIODIC CORPORATE REPORTING

Any periodic corporate reports that are not audited, such as the Director's Report and this Corporate Governance Statement, are subject to extensive review prior to release to market.



The review includes, fact checking and interrogation by the Responsible Entity's management team as well as Responsible Entity Board or its Committees and other stakeholders where relevant.

### **RECOMMENDATION 5.1, 5.2 & 5.3**

#### **Continuous Disclosure**

The Responsible Entity is committed to ensuring:

- All investors have equal and timely access to material information; and
- Our announcements are accurate, balanced and objective.

The Responsible Entity has a Continuous Disclosure Policy available on the Website which sets out our processes for complying with our continuous disclosure obligations under ASX Listing Rule 3.1. This sets out the roles and responsibilities of authorised persons and our processes to review and authorise market announcements.

The Responsible Entity may utilise its Disclosure Committee to assist in adhering to the ASX Listing Rules continuous disclosure obligations.

The role of the Disclosure Committee is to

- Where a decision of the Board is not able to be made in a timely manner, review information in relation to the Continuous Disclosure Policy and make disclosure to the ASX where required.
- Submit a request to the ASX for a trading halt and provide information to the ASX that will correct or prevent a false market.
- Liaise with the Fund Manager where relevant in determining whether information is market sensitive and whether to call a trading halt.

The Continuous Disclosure Policy and Disclosure Committee Charter are available on the Website.

### **RECOMMENDATION 6.1**

#### **Provision of information to, and communication with, investors**

The Responsible Entity provides investors with comprehensive and timely access to information about itself, the Trust and the governance of the Trust on a dedicated corporate governance information section on the Website.

The website also includes information such as that which is required to be lodged on the ASX Platform, policies, charters, and distribution information. The Trust's Annual Report and financial statements are available on the Website.

The Responsible Entity has adopted a Unitholder Communications Policy which sets out measures it utilises to ensure communication with unitholders is effective, frequent, clear and accessible. A copy of the policy is available on the Website.

### **RECOMMENDATION 6.2**

#### **Investor Relations**

The Responsible Entity facilitates two-way communication with Unitholders by ensuring that communications, ASX announcements and updates issued by the Responsible Entity through the ASX, the media or on the Trust's website have a visible email address and phone number for inquiries. This is separate to the two-way communications available with the Trust's registry. The Unitholder Communications Policy is available on the Website.

A tailored investor relations program has been developed for the Trust to facilitate effective communication with prospective investors, stakeholders, unitholders, the Responsible Entity and the Manager.



## **RECOMMENDATION 6.3 & 6.4**

The Trust is a managed investment scheme. It is not required to hold an annual general meeting. However, should an investor general meeting be required, the Responsible Entity has established processes to facilitate the general meeting. The requirements are as reported in the Trust's compliance plan.

Resolutions at Unitholder meetings are decided by a poll, rather than a show of hands, to ensure full transparency.

## **RECOMMENDATION 6.5**

### **Option for electronic communication**

Unitholders have the option to receive communications from, and send communications to, the Responsible Entity and the Trust's registry, electronically.

## **RECOMMENDATION 7.1, 7.2, 7.3 & 7.4**

### **Management of Risk**

The Responsible Entity does not have a separate risk committee. Instead, the Responsible Entity Board undertakes the role of oversight of the Trust's risk management framework.

The Procedures the Board employs for overseeing the entity's risk management framework, as it relates to the Trust, include:

- Receiving and reviewing breach reports, incident reports, and complaints reports in relation to the Trust;
- Receiving internal audit reports and assessing the necessity for any changes to the EQT Holdings Limited's Group risk profile and risk strategy as it applies to the Trust and Responsible Entity;
- Ensuring the Trusts risk management framework's three lines of defence are functioning effectively;
- Utilising the Responsible Entity Compliance Committee to provide additional oversight of risk: and
- Reviewing the minutes of, and any matters escalated by, the Disclosure Committee, Responsible Entity Compliance Committee and Audit Committee.

The Responsible Entity's Board has reviewed the Trust's risk management framework during the reporting period to ensure it continues to be effective and has been designed to assist the Responsible Entity to identify, assess, monitor and manage risks.

The Responsible Entity has an internal audit function. The Responsible Entity Board, the Responsible Entity Compliance Committee and the management of the Responsible Entity regularly liaises with the EQT Group internal audit and reviews audit processes and reports.

The Manager considers labour standards and environmental, social or ethical considerations in the selection, retention or realisation of investments relating to the Trust as described in the Trust's Product Disclosure Statement.

## **RECOMMENDATION 8.1, 8.2 & 8.3**

### **Remuneration of Investment Manager**

The Trust is an externally managed entity and accordingly, Recommendations 8.1 to 8.3 (inclusive) are not applicable. However, as part of the Responsible Entity's good governance practices, the following is provided for completeness.

Summaries of management fees payable to the Manager which provides property management, leasing, marketing and day-to-day management services to the Trust are contained in Sections 11 and 12 of the PDS.



In addition, Section 12.1.9 sets out the fees payable to the Responsible Entity under the Constitution. A summary of the Constitution is at Section 13 of the PDS. The PDS is available on the Website.

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