

NON-AUDIT SERVICES PROVIDED BY THE INDEPENDENT EXTERNAL AUDITOR POLICY

December 2023

FINANCE POLICY

Policy Authorised by: Audit, Risk and Compliance Committee on 12 December 2023

Policy Owned by: Group Finance

Version Number: 5

Last Revised Date: 13 December 2021

This Policy is publicly available on the Mirvac website



Contents

1	Introduction	2
1.1	Commencement of Policy	2
1.2	Purpose	2
1.3	Exclusions and exceptions	2
2	Non-audit services approval requirements	3
2.1	Services that do not require the specific approval of the ARCC	3
2.2	Prohibited Services	3
2.3	Services requiring specific approval of the ARCC	4
2.4	Approving an engagement	4
2.5	Matters to be considered	5
3	Monitoring and reporting	6
3.1	External auditor declaration of independence	6
3.2	Audit, Risk and Compliance Committee	6
3.3	Reporting	6
4	Policy review and approval	7
5	Version history	7

FINANCE POLICY

Policy Authorised by: Audit, Risk and Compliance Committee on 12 December 2023

Policy Owned by: Group Finance

Version Number: 5

Last Revised Date: 13 December 2021

This Policy is publicly available on the Mirvac website

1 Introduction

The Audit, Risk & Compliance Committee (ARCC) is responsible for reviewing and recommending to the Boards of Mirvac Limited and Mirvac Funds Limited, (together “the Board” for collectively “the Group”) the appointment, terms of engagement, remuneration and removal of the external auditor.

The ARCC is also responsible for monitoring and evaluating the independence of the external auditor on a regular basis which includes the compliance and oversight of the Group’s policy on the engagement of the external auditor to supply non-audit services.

The International Code of Ethics for Professional Accountants (including International Independence Standards) (the Code) issued by the International Ethics Standards Board for Accountants (IESBA) requires that the external auditor communicate with those charged with governance of a public interest entity before providing non-assurance services that might create threats to the external auditor’s independence from the public interest entity.

To facilitate compliance with such requirements, the Code sets out that the external auditor might agree with those charged with governance of the public interest entity a process that addresses when, and with whom, the external auditor is to communicate.

This document sets out the policies and procedures that have been agreed with regard to the provision of non-audit services.

1.1 Commencement of Policy

This Policy will commence from 15 December 2023 and supersedes any previous versions.

1.2 Purpose

The purpose of this policy is to establish guidelines so that the Group complies with applicable laws, accounting standards, the ARCC Charter and best practice with regard to the independence of the external auditor and in particular, to mitigate any risks threatening, or appearing to threaten, the external audit firm’s independence and objectivity arising through the provision of non-audit services.

1.3 Exclusions and exceptions

The policies and procedures set out in this document apply to the following entities:

- Mirvac Group
- Any entity that is controlled directly or indirectly by Mirvac Group (whether or not the entity is audited by the external auditor)

There may be circumstances where exceptions to this Policy may be permitted, in such cases, written approval by the CFO is required and these exceptions shall also be notified to the Mirvac Group’s Audit, Risk and Compliance Committee.

In cases where Mirvac is an associate, a joint venture partner or manages third party funds and/or investment properties under a service agreement, a mandate or constituent document which may stipulate

FINANCE POLICY

Policy Authorised by: Audit, Risk and Compliance Committee on 12 December 2023

Policy Owned by: Group Finance

Version Number: 5

Last Revised Date: 13 December 2021

This Policy is publicly available on the Mirvac website

different policies are to be applied. Notwithstanding these exceptions this Policy should generally be applied as a minimum standard and approval from the CFO should be sought before application.

2 Non-audit services approval requirements

2.1 Services that do not require the specific approval of the ARCC

For classification purposes, Mirvac's financial statement audit and incidental audit or assurance engagements are classified as **Audit services**. This classification is used in the auditor's remuneration disclosure in the annual financial report and are considered permitted engagements.

In accordance with R600.17 of the Code, the external auditor may provide advice and recommendations to the Group in relation to information or matters arising in the course of an audit provided that the external auditor:

- Does not assume a management responsibility; and
- Applies the conceptual framework to identify, evaluate and address threats, other than self-review threats, to independence that might be created by the provision of that advice.

Audit Services

The following services are classified as audit services and fees for these services do not require specific approval of the ARCC:

- An audit opinion or review opinion provided in respect of a financial report. Examples are fees charged for work performed on the audit/review of the year-end and half year-end financial statements for the Group and its controlled or related entities (domestic or foreign);
- An audit opinion or review opinion provided that relates to information other than the financial statements (under legislation/regulation or for other purposes). Examples are audits performed for AFS licences, investment property outgoing expense audits, compliance plan audits, Statutory Trust Account audits and GS007 Controls Report audits;
- Work performed by the auditor to provide some other form of assurance over the appropriateness of financial information in the Group. For example, review of Net Tangible Asset calculation, comfort letter in relation to a transaction or accounting treatment or internal control assessment;
- Accounting advice in relation to issues that will be subject to the audit of the financial report;
- Controls based assurance activities, to the extent that they relate to processes and controls that have a nexus to the audit of the financial report; Specific assurance engagements such as agreed upon procedures in accordance with *Australian Standard on Assurance Engagements ASAE 3000*, for example the assurance of HS&E and sustainability metrics included in our annual reporting suite.

2.2 Prohibited Services

The external auditor is not permitted to provide any 'prohibited non-audit services' to the Group which would create a real or perceived threat to the independence of the external auditor.

Such services are those that would result in the external auditor:

- creating a mutual or conflicting interest within the Group;
- auditing their own work;

FINANCE POLICY

Policy Authorised by: Audit, Risk and Compliance Committee on 12 December 2023

Policy Owned by: Group Finance

Version Number: 5

Last Revised Date: 13 December 2021

This Policy is publicly available on the Mirvac website

- relying on judgements made or activities performed by the external auditor when providing the service;
- acting in a management capacity or as an employee of the Group;
- providing appraisal or valuation and fairness opinions;
- performing internal audit services; or
- acting as an advocate for the Group.

Where the provision of a non-audit service creates a self-review threat, that threat cannot be eliminated, and safeguards are not capable of being applied to reduce the threat to an acceptable level.

Examples of prohibited non-audit services and fees are set out in Appendix A. This is not an exhaustive list and judgement must be applied in determining whether a non-audit service gives rise to a threat to independence that cannot be reduced to an acceptable level.

2.3 Services requiring specific approval of the ARCC

All other non-audit services to be provided by the external auditor that are not included in section 2.1 or section 2.2 require specific approval before work commences.

Any fees for a non-audit service must be considered in light of the individual circumstances. If a business unit seeks to engage Mirvac's external auditors for services and cannot clearly determine whether the services are deemed audit or non-audit service, guidance should be obtained from the Chief Financial Officer (CFO) or the Group General Manager, Finance.

2.4 Approving an engagement

Prior to the commencement of the engagement of any non-audit service, written approval, (including by e-mail) must be sought as follows:

Entity engaging the services of the external auditor	Fees for the non-audit service (excluding GST)	Approval required from:
Mirvac Group or its controlled entities	Less than \$100,000	Managing Director/Chief Executive Officer (MD/CEO) or the Chief Financial Officer
Mirvac Group or its controlled entities	Greater than \$100,000	Chair of the ARCC
Mirvac Group or its controlled entities	The fees for a particular engagement which was originally below \$100,000, will exceed on a cumulative basis \$100,000	Chair of the ARCC
Mirvac Group or its controlled entities	The annual fees for all non-audit services exceed, or are likely to exceed, 20% of the auditor's annual audit fees.	Chair of the ARCC

FINANCE POLICY

Policy Authorised by: Audit, Risk and Compliance Committee on 12 December 2023

Policy Owned by: Group Finance

Version Number: 5

Last Revised Date: 13 December 2021

This Policy is publicly available on the Mirvac website

Entity engaging the services of the external auditor	Fees for the non-audit service (excluding GST)	Approval required from:
Funds or entities managed by Mirvac	No threshold	Chair of the relevant Trustee Board

Immediately upon determining that the external auditor has been engaged to perform non-audit services for the Group which is for an amount exceeding \$100,000 and which has not been presented to the Chair of the ARCC for approval, then such engagement is to be presented to the Chair of the ARCC for approval together with an explanation as to why such approval was not initially sought. The Chair of the ARCC in his/her sole discretion may decide that it is in the interests of the Group for such engagement to be immediately cancelled.

2.5 Matters to be considered

The MD/CEO, the CFO, or the Chair of the ARCC (as the case may be) must not approve the engagement of the external auditor to perform prohibited non-audit services or any non-audit services where they are of the view that the engagement would:

- give rise to a 'self-review threat' (as defined in APES 110); or
- create a conflict or perceived conflict of interest for the auditor or any member of the audit team.

In assessing a request for non-audit services, the MD/CEO, the CFO or the Chair of the ARCC (as the case may be) must also give consideration to:

- the nature of the service to be provided;
- the dollar value and period of the proposed engagement;
- the suitability of alternate service providers and the reasoning for recommending the external auditor;
- the audit firm's self assessment of its independence risk, including safeguards to mitigate perceived risks; and
- any other circumstances relevant to the engagement.

In addition to the considerations set out above, in determining who should be engaged to provide non-audit services, the MD/CEO, the CFO, or the Chair of the ARCC (as the case may be) should also be conscious of the need to ensure that more than one firm has a deep knowledge of the Group's business so that, should the need arise to engage a firm other than the Group's external auditor (for example, where a conflict arises), there are other firms that will be in a position to undertake the assignment.

These services may include, but are not limited to:

- risk and fraud consulting;
- design, execution, and assistance with cost reduction and business improvement;
- assistance with corporate restructuring; and
- due diligence on potential acquisitions.

In relation to the taxation services provided by the Group's auditors, this should be limited to the work associated with the taxation for the Group's financial reports only. Management is to allocate the assignments in the taxation area to a range of firms other than the external audit firm, to ensure that there is an appropriate choice of service providers who are not only competent in their tax specialist area but also have an understanding of the Group's business.

FINANCE POLICY

Policy Authorised by: Audit, Risk and Compliance Committee on 12 December 2023

Policy Owned by: Group Finance

Version Number: 5

Last Revised Date: 13 December 2021

This Policy is publicly available on the Mirvac website

The MD/CEO, CFO and /or the Chair of the ARCC may therefore determine that it is more appropriate for certain assignments to be undertaken by firms other than the external auditor notwithstanding the fact that the assignment does not involve the provision of prohibited non-audit services.

3 Monitoring and reporting

Annually, Management and the external auditor will provide reports to the ARCC regarding:

- any non-audit services that have been provided by the external auditor during the relevant period; and
- the amounts paid to the auditor for those services, together with comparative information for prior years.

For each of the non-audit services reported on, the report must identify whether the service is one that:

- is normally performed by external auditor;
- is commercially sensible for the external auditor to perform; or
- could be performed by any suitably qualified firm.

3.1 External auditor declaration of independence

The external auditor will provide the ARCC with annual and half yearly declarations of their continued independence in accordance with the requirements of the *Corporations Act 2001 (Cth)*, and, in particular, confirming that they have not carried out any engagements during the year that would impair their professional independence as auditor, as contemplated by APES 110.

3.2 Audit, Risk and Compliance Committee

Internal Audit will monitor whether this policy is being complied with on an annual basis and report to the ARCC as to its compliance. As part of the annual review, Internal Audit will investigate and report any breach of this policy to the Chair of the ARCC.

The ARCC must provide a report to the Board with respect to the non-audit services provided by the external auditor during the year. The report must include:

- the amounts paid or payable to the external auditor for non-audit services provided during the year; and
- a statement as to whether the ARCC is satisfied that the provision of those services during the year is compatible with the general standard of independence for auditors and their reasons for this.

3.3 Reporting

Statements will be included in the Group's Annual Financial Report with respect to each of the following:

- the fees paid to the external auditor for the non-audit services undertaken during the relevant financial year;
- whether the ARCC is satisfied that the provision of the non-audit services was compatible with the external auditor's independence; and
- whether the Board is satisfied that the provision of the non-audit services was compatible with the general standard of independence as imposed under the *Corporations Act 2001 (Cth)* and their reasons for this.

FINANCE POLICY

Policy Authorised by: Audit, Risk and Compliance Committee on 12 December 2023

Policy Owned by: Group Finance

Version Number: 5

Last Revised Date: 13 December 2021

This Policy is publicly available on the Mirvac website

Joint ventures and managed funds are not part of the consolidated Group; appointment and determination of the auditors remuneration should be agreed with the joint venture partner, and these fees are not disclosed as part of the Group's Annual Financial Report.

4 Policy review and approval

This Policy must be reviewed every two years by Group Finance, or earlier where required, and must be approved by the Mirvac Group Audit, Risk and Compliance Committee (ARCC) even where no changes have been made during the review. Minor administrative amendments other than the scheduled three-year review may be approved by the Chief Financial Officer (CFO) or the Group General Manager, Finance.

5 Version history

Version Number	Review Date	Approval Date	Comments – key changes
1	29 April 2013	29 April 2013	Creation of policy Approved at ARCC
2	15 September 2016	15 September 2016	Approved at ARCC
3	2 September 2018	2 September 2018	Approved at ARCC
4	13 December 2021	13 December 2021	Annual NAS fee cap changed from 50% of auditor's annual audit fees to 20% Removal of \$100,000 NAS fee threshold for approval by Chair of the relevant Trustee Board, for funds or entities managed by Mirvac
5	12 December 2023	12 December 2023	Reflect amended IESBA standard and inclusion of appendix of prohibited NAS.

FINANCE POLICY

Policy Authorised by: Audit, Risk and Compliance Committee on 12 December 2023

Policy Owned by: Group Finance

Version Number: 5

Last Revised Date: 13 December 2021

This Policy is publicly available on the Mirvac website

Appendix A: Prohibited Non-Assurance Services and Fees

A1	Accounting and Bookkeeping Services
A1.1	Accounting and bookkeeping services, including preparation of financial records and financial statements, unless the services are the preparation of statutory financial statements for a related entity of the Group and: <ul style="list-style-type: none"> (a) The audit report on the group financial statements of the Group has been issued; (b) The external auditor does not assume management responsibility and applies the conceptual framework to identify, evaluate and address threats to independence; (c) The external auditor does not prepare the accounting records underlying the statutory financial statements of the related entity and those financial statements are based on information approved by the Group; and (d) The statutory financial statements of the related entity will not form the basis of future group financial statements of the Group.
A1.2	Payroll services
A2	Taxation Services
A2.1	Preparing tax calculations of current and deferred tax liabilities (or assets).
A2.2	Taxation services or transaction recommendations that relate to marketing, planning, or opining in favour of a tax treatment that was initially recommended, directly or indirectly, by the external auditor, and a significant purpose of the treatment or transaction is tax avoidance, unless the independent auditor is confident that the proposed treatment has a basis in applicable tax law or regulation that is likely to prevail.
A2.3	Tax advisory and tax planning services when: <ul style="list-style-type: none"> (a) The effectiveness of the tax advice depends on a particular accounting treatment or presentation in the financial statements; and (b) The audit team has doubt as to the appropriateness of the related accounting treatment or presentation under the relevant financial reporting framework.
A2.4	Tax advisory and tax planning services when the provision of such services might create a self-review threat.
A2.5	Performance of a valuation for tax purposes if the provision of that service might create a self-review threat.
A2.6	Tax services that involve assisting in the resolution of tax disputes if: <ul style="list-style-type: none"> (a) the provision of that assistance might create a self-review threat; or (b) the services involve acting as an advocate for the Group before a tribunal or court.
A3	Valuation Services
A3.1	Valuation services if the provision of such services might create a self-review threat.
A4	Internal Audit Services
A4.1	Internal audit services if the provision of such services might create a self-review threat, including services that relate to: <ul style="list-style-type: none"> (a) Internal controls over financial reporting; (b) Financial accounting systems that generate information for the Group's accounting records or financial statements on which the external auditor will express an opinion; or

FINANCE POLICY

Policy Authorised by: Audit, Risk and Compliance Committee on 12 December 2023

Policy Owned by: Group Finance

Version Number: 5

Last Revised Date: 13 December 2021

This Policy is publicly available on the Mirvac website

	(c) Amounts or disclosures that relate to the financial statements on which the external auditor will express an opinion.
A5	IT Systems Services
A5.1	IT systems services if the provision of such services might create a self-review threat, including the design and implementation of IT systems that: <ul style="list-style-type: none"> (a) Form part of the internal control over financial reporting; or (b) Generate information for the Group's accounting records or financial statements on which the external auditor will express an opinion.
A6	Litigation Support Services
A6.1	Providing litigation services if such services might create a self-review threat, including the provision of advice in connection with a legal proceeding where there is a risk that the outcome of the service affects the quantification of any provision or other amount in the financial statements on which the external auditor will express an opinion.
A7	Legal Services
A7.1	Providing legal advice where the provision of such services might create a self-review threat.
A7.2	Acting in an advocacy role in resolving a dispute or litigation before a tribunal or court.
A7.3	Accounting advice and due diligence on possible acquisitions.
A8	Corporate Finance Services
A8.1	Providing corporate finance services that involve promoting, dealing in, or underwriting the shares, debt or other financial instruments issued by the Group or providing advice on investment in such shares, debt or other financial instruments.
A8.2	Providing advice where: <ul style="list-style-type: none"> (a) The effectiveness of such advice depends on a particular accounting treatment or presentation in the financial statements on which the external auditor will express an opinion; and (b) The external auditor has doubt as to the appropriateness of the related accounting treatment or presentation under the relevant financial reporting framework.
A8.3	Providing corporate finance services if the provision of such services might create a self-review threat.

FINANCE POLICY

Policy Authorised by: Audit, Risk and Compliance Committee on 12 December 2023

Policy Owned by: Group Finance

Version Number: 5

Last Revised Date: 13 December 2021

This Policy is publicly available on the Mirvac website