



Mergers and Acquisitions (M&A) Committee Terms of Reference Summary

AUSCOAL Superannuation Pty Ltd: ABN 70 003 566 989
Mine Superannuation Fund: ABN 16 457 520 308

June 2022

1. Introduction

The M&A Committee plays a key role in assisting the Board of the Trustee, throughout its controlled entities, with its responsibility to identify, assess and execute potential merger opportunities. The responsibility for these functions remains with the full Board of Directors, even though they may reasonably rely upon the information reported to it by the M&A Committee.

2. Objectives of the M&A Committee

The M&A Committee is a Committee of the Board that provides Directors with a forum to consider and evaluate issues relating to merger opportunities for AUSCOAL Superannuation Pty Ltd and Mine Super Services Pty Ltd (collectively referred to as the 'Group'). The objective of the M&A Committee is to present recommendations to the Board in relation to merger opportunities which have been assessed against relevant merger related criteria.

3. Composition of the M&A Committee

The M&A Committee consists of at least four Directors as permanent members including the Board Chair. All M&A Committee appointments must be made by the Board.

4. Duties and responsibilities of the M&A Committee

The functions of the M&A Committee are to receive reports, review matters and make recommendations to the Board relating to merger opportunities. The responsibility of the M&A Committee is to manage the M&A process in accordance with the Board approved process and delegations determined by the Committee and/or Board from time to time.

5. Powers of the M&A Committee

- a. The M&A Committee has the authority to call on Management of all entities within the Mine Super Group to provide information and attend M&A Committee meetings for the purposes of these terms of reference.
- b. The M&A Committee has free and unfettered access to risk and financial control personnel where it considers this necessary to carry out its duties.
- c. The M&A Committee may obtain independent professional advice and may appoint an external specialist in an advisory capacity where it considers this necessary to carry out its duties.

6. M&A Committee meetings

The M&A Committee will hold at least one meeting per quarter. Special meetings may be convened as required.

7. Reporting

The M&A Committee reports its findings, decisions and any recommendations to a regular meeting of the Board of Directors. The minutes of each M&A Committee meeting are included in the papers of the next available Board meeting for review by Directors. The agenda and supporting papers of each M&A Committee meeting are available to all Directors.

8. Fitness of M&A Committee members

The Fitness and Propriety Policy of the Trustee applies to M&A Committee members.