

BOARD INVESTMENT COMMITTEE CHARTER

INTRODUCTION

This Charter governs the operations of the Adelaide Managed Funds Investment Committee. The Committee shall review and re-assess the Charter as required and make recommendations to the Board in relation to required changes.

PURPOSE

The Committee shall provide assistance to the Board in fulfilling the investment strategy and performance component of its Corporate Governance responsibilities in respect of the Company and managed investment schemes ("the schemes") for which the Company acts as responsible entity. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books and records of the Company and the schemes. The members of the Committee have free and unfettered access to senior management at all times. The Committee has authority to engage independent advisers as it determines necessary to carry out its duties.

DUTIES AND RESPONSIBILITIES

- Establish and maintain investment strategy and policies.
- Establish and maintain investment valuation policies.
- Review proposed new investments.
- Consider whether a proposed investment is a related party transaction under Chapter 5C.7 of the Corporations Act and therefore requires review by the Board Related Party Transactions Committee.
- Monitor the performance of investments.
- Establish and maintain hedging strategy and policies.
- Establish, maintain and review compliance with policies regarding credit, liquidity and market risks.
- Review management of credit, liquidity and market risks.
- Consider the taxation treatment and taxation compliance issues associated with a transaction.
- Consider the accounting treatment of each transaction.
- Carry out any other function that may be required of the Committee from time to time by the Board or in accordance with Board policy.

MEMBERSHIP

Members of the Committee shall meet the following requirements:

- the majority of members shall be independent members
- there shall be a minimum of three members
- the Chair of the Committee shall be appointed by the Board of Directors - if the appointed Chair is not present at a meeting the members present may elect a Chair for that meeting

- members shall be appointed and removed by the Board of Directors
- members shall have sufficient skills and experience to undertake their responsibilities
- the Board of Directors or its delegate shall monitor the Committee to ensure that these membership requirements are satisfied on a continuing basis
- a member may retire from the Committee by giving written notice to the Chair or Secretary of the Committee.

MEETINGS

The Committee shall meet as required. A quorum for a meeting of the Committee shall be two members with a majority of independent members.

Voting at a Committee meeting is by simple majority. In the case of equality of votes, the Chair has a casting vote. No objection may be made to any vote cast unless the objection is made at the meeting. The Company Secretary or Company Secretary Representative will act as secretary to the Committee and shall be responsible for keeping minutes of meetings of the Committee and circulate them to Committee members and other members of the Board. The Company Secretary or Company Secretary Representative shall also be responsible for keeping records of the Committee's reports and recommendations.

REPORTING

The proceedings of each Committee Meeting shall be reported to the next meeting of the Board of the Company.

COMMITTEE PERFORMANCE

The performance of the Committee shall be evaluated as required. References to "Senior Management" of the Company include employees of Bendigo and Adelaide Bank Limited who perform a senior management role for the Company.