



Policy on Non-Audit Services Provided by the Independent External Auditors

DigiCo Infrastructure REIT

DigiCo REIT

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1. Introduction

- 1.1 The Audit and Risk Committee is a committee of the board of directors (**Board**) of HMC Digital Infrastructure Ltd (**DigiCo StapleCo**) (such committee, the **Audit and Risk Committee**). The Audit and Risk Committee is responsible for establishing certain policies – in accordance with the Audit and Risk Committee Charter – that apply to DigiCo StapleCo and Equity Trustees Limited as responsible entity (**RE**) for the HMC Digital Infrastructure Trust (**DigiCo Trust**) (together, **DigiCo Infrastructure REIT** or **DigiCo REIT**) and any entities owned, either beneficially or legally, by the DigiCo REIT (together, the **Group**), regarding the independence of the Group's external auditors and ensuring compliance with those policies.
- 1.2 DigiCo StapleCo has adopted this Policy on Non-Audit Services Provided by the Independent External Auditors (**Policy**) to provide guidance on the engagement of external auditors to supply non-audit services.
- 1.3 "Non-audit services" means any services provided by the external auditor which are not included in, or are not necessarily incidental to, the terms of the relevant audit engagement.
- 1.4 This Policy applies to non-audit services relating to the DigiCo Trust, but not non-audit services relating to Equity Trustees Limited in its:
- (a) corporate (i.e., non-RE) capacity; or
 - (b) RE capacity in relation to funds or trusts that do not include the DigiCo Trust.
- 1.5 Where the RE is bound by an equivalent policy adopted by EQT Holdings Limited, it will comply with both policies to the extent practicable and will apply the more rigorous threshold where there is any divergence between this Policy and the equivalent EQT Holdings Limited policy.
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2. Prohibited non-audit services

- 2.1 The DigiCo REIT's external auditor (or 'external auditor') may not provide any prohibited non-audit services to the Group.
- 2.2 "Prohibited non-audit services" are services that, if provided by the external auditor to the Group, would create a real or perceived threat to the independence of that external auditor.
- 2.3 As a general rule, unless the Audit and Risk Committee decides otherwise, the external auditor may not provide any prohibited non-audit services, which includes:
- (a) providing appraisal or valuation and fairness opinions;
 - (b) performing internal audit services;
 - (c) providing advice on deal structuring and related documentation;
 - (d) providing tax planning and strategic advice;
 - (e) providing IT systems services;
 - (f) performing executive recruitment or extensive human resources functions;
 - (g) acting as a broker dealer, promoter or underwriter; or

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(h) providing legal services.

2.4 Even if a non-audit service is not listed above, it will still be prohibited if it creates a real or perceived threat to the independence of the external auditor. The Audit and Risk Committee may determine what other services are considered to be prohibited non-audit services from time-to-time.

3. Approval of non-audit services

3.1 To ensure auditor independence is maintained, the Group requires all engagements of the external auditor to provide non-audit services to be approved in writing by the Chief Financial Officer of the DigiCo REIT.

3.2 The Chief Financial Officer of the DigiCo REIT must obtain the prior written approval of the Audit and Risk Committee before the external auditor can be engaged to perform non-audit services where:

- (a) the fee for the particular engagement exceeds A\$50,000; or
- (b) the annual fees for all non-audit services exceed, or are likely to exceed, 25% of the external auditor's annual audit fees.

4. Factors to be considered when granting approval

4.1 In assessing a request for non-audit services to be provided by the external audit firm, the Chief Financial Officer of the DigiCo REIT or Audit and Risk Committee is required to give consideration to:

- (a) the nature of the services provided;
- (b) the dollar value and period of engagement;
- (c) the availability of alternate service providers and the reasoning for recommending the external auditor;
- (d) the external audit firm's self-assessment of its independence risk, including safeguards to mitigate perceived risks; and
- (e) any other circumstances relevant to the engagement.

5. Monitoring and reporting

Chief Financial Officer

5.1 The Chief Financial Officer of the DigiCo REIT will monitor whether this Policy is being complied with on an ongoing basis and periodically report to the Audit and Risk Committee as to compliance at least bi-annually. The Chief Financial Officer of the DigiCo REIT must promptly report any breach of this Policy to the chair of the Audit and Risk Committee.

5.2 The Chief Financial Officer of the DigiCo REIT must report to the Audit and Risk Committee on a periodic basis regarding:

- (a) any non-audit services provided by the external auditor (including the external auditor's firm); and

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- (b) the amounts paid to the external auditor's firm for those services.

Audit and Risk Committee

- 5.3 The Audit and Risk Committee must provide an annual report to the board of directors of the DigiCo REIT with respect to the non-audit services provided by the external auditor during the year. The report must include:
- (a) the amounts paid or payable to the external auditor's firm for non-audit services provided during the year;
 - (b) a statement whether the Audit and Risk Committee is satisfied that the provision of those service's during the year is compatible with the general standard of independence for auditors; and
 - (c) the reasons for the Audit and Risk Committee's opinion.

6. Review of Policy

The Audit and Risk Committee may review this Policy from time to time to ensure that this Policy is operating effectively and whether any changes are required, and report to the Board any changes it considers should be made. This Policy may be amended by resolution of the Board.

Policy Owner	Group General Counsel and Company Secretary
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