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## 1. Introduction & Statement of Purpose

The Board of Directors (**the Board**) is responsible for the overall governance of Singular Health Group Limited (**SHG**). This Board Charter (**Charter**) sets out the role, responsibilities, structure and processes of the Board of SHG.

## 2. Role and Responsibilities of the Board

The Role of the Board is to safeguard SHG's interests, and foster sustainable value creation while taking into account the reasonable interests of shareholders, employees, customers, the communities in which SHG operates and other relevant stakeholders.

The Board is responsible for reviewing and approving SHG's strategic direction and for providing effective oversight of SHG's management. The Board will monitor SHG's compliance with its Constitution, from which it derives its authority to act, and with applicable legal and regulatory requirements.

In addition to matters required by law to be approved by the Board and to matters reserved to the Board in SHG's Constitution, the Board has reserved to itself the following specific responsibilities:

### 2.1) Strategy

- (i) Reviewing and approving SHG's strategic direction, its business plan, budget, and significant strategic initiatives and plans;
- (ii) Reviewing and approving performance objectives consistent with SHG's strategy; and,
- (iii) Monitoring implementation of plans to give effect to SHG's strategy

### 2.2) Governance and oversight of management

- (i) The appointment and, if appropriate, removal of the Chief Executive Officer (**CEO**),
- (ii) Ratifying the appointment and, if appropriate, removal of the Chief Financial Officer (**CFO**), other senior executives and the Company Secretary,
- (iii) Approving succession plans for the CEO and other key management roles,
- (iv) Approving performance objectives for the CEO and Key Management Personnel and monitoring performance against those objectives,
- (v) Approving, directly or through a Committee of the Board (**Committee**), measurable objectives for achieving gender diversity in the composition of the Board, senior executives and SHG's workplace generally, and, at least annually, assessing the appropriateness of the objectives and SHG's progress in achieving the objectives,
- (vi) Reviewing and approving material policies of SHG including approving the entity's statement of values and code of conduct to underpin the desired culture within the entity,
- (vii) Overseeing SHG's corporate governance framework and approving SHG's annual corporate governance statement,

(viii) Satisfying itself an appropriate framework exists for relevant information to be reported by management to the Board, and

(ix) Providing advice and counsel to management and challenging and holding management to account.

### **2.3) Board membership**

Approving, subject to SHG's Constitution:

(i) Changes to the composition, structure and size of the Board,

(ii) The appointment of new Directors to the Board,

(iii) Selection of the Chairperson,

(iv) The formation and membership of Committees, and

(v) The remuneration payable to non-Executive Directors, including for their membership on Committees.

### **2.4) Shareholders**

Approval of:

(i) Reports to Shareholders in accordance with the requirements of the Corporations Act and other relevant law,

(ii) Resolutions and accompany information for consideration at meetings of shareholders,

(iii) Significant announcements made by SHG to the Australian Securities Exchange (**ASX**), and

(iv) Policies to satisfy SHG's continuous disclosure obligations and overseeing SHG's processes to facilitate SHG's compliance with continuous disclosure obligations.

### **2.5) Other stakeholders**

Approving and monitoring implementation of:

(i) Policies governing SHG's relationship with key stakeholders including customers and the communities in which SHG operates and

(ii) Environmental, employment and work, health and safety policies and compliance with applicable laws.

### **2.6) Culture, ethical and social responsibility**

(i) Approving SHG's purpose and statement of values to clearly express the standards and behaviours expected of SHG's people and assist SHG in meeting its purpose and strategic director,

(ii) Monitoring SHG's culture, reputation and ethical standards,

(iii) Promoting ethical and responsible decision-making,

(iv) Approving and monitoring compliance with SHG's *Whistleblower Policy* (SHGL-POL-016), and

(v) Monitoring the effectiveness of the system of accountability for unethical practices.

### **2.7) Oversight of financial, operational and capital management**

(i) Approving annual and half-yearly financial accounts and reports,

(ii) Overseeing any significant changes in accounting policies,

(iii) Monitoring financial and operating results on an ongoing basis,

(iv) Approving annual operating and capital budgets and any material changes to those budgets,

(v) Monitoring the effectiveness of SHG's accounting and financial management systems, including the external audit process, and

(vi) Determine the dividend policy, the amount, the nature and timing of dividends to be paid to Shareholders and declaring dividends payable to Shareholders.

## **2.8) Auditors**

- (i) Making recommendations to Shareholders for the appointment and removal of external Auditors, and
- (ii) Selecting and appointing external Auditors on an interim basis if a vacancy occurs in the office of Auditor.

## **2.9) Compliance and risk management**

- (i) Approving and monitoring the adequacy of SHG's risk management framework and risk appetite statement,
- (ii) 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.
- (iii) Overseeing and monitoring the effectiveness of:
  - SHG's control and accountability systems, including reporting of those systems,
  - SHG's systems for identifying, assessing, monitoring and managing material risk throughout SHG,
  - Systems of internal compliance, risk management and control, and systems of legal compliance that govern SHG's operations, and
  - SHG's process for the verification of the integrity of any periodic corporate reports that it releases to the market that is not audited or reviewed by an External Auditor, and disclose this process to the market; and,
  - Policies, codes and procedures governing compliance, risk oversight and ethical conduct.

## **3. Membership and Director's Obligations**

**3.1)** The Directors will determine the Board size and composition, subject to the limits established by SHG's Constitution. The Board may appoint the CEO and any other Executive as a Director. The number of Directors and the composition of the Board of Directors must at all times be appropriate to achieve decision-making and the majority of the Board shall be independent where practicable

**3.2)** SHG will formally assess the appropriate mix of skills, knowledge, experience, expertise and diversity required on the Board from time to time to enable it to discharge its responsibilities and the extent to which the required skills are represented on the Board (through, amongst other things, use of a Board Skills Matrix). The Board will also approve of succession plans designed to maintain an appropriate balance of skills, knowledge, experience, expertise and diversity on the Board.

**3.3)** Each Director will be engaged by a letter of appointment and/or services contract setting out the terms and conditions of appointment. Directors will be expected to participate in any induction or orientation program on appointment, and any continuing education or training arranged for them, whether to address identified gaps in the Board's skills, knowledge or experience, or to more broadly provide the Director with briefing on material developments relevant to SHG.

**3.4)** Directors must retire from office in accordance with SHG's Constitution. Retiring Directors may be eligible for re-election. Before each Annual General Meeting, the Board (excluding the Director standing for re-election) will determine its recommendation to Shareholders on the re-election of the Director. The Board (excluding the Chairperson) will conduct the review of the Chairperson where the Chairperson is standing for re-election.

**3.5)** Directors must at all times act in accordance with legal and statutory requirements, and properly discharge all their duties as Directors.

**3.6)** Directors are expected to avoid any action, position or interest that would conflict with an interest of SHG, or give the appearance of a conflict. A Director that has a material personal interest in a matter that

relates to the affairs of SHG must give the other Directors notice of such interest. The Company Secretary will maintain a register of dealings in securities and declarations of interests by Directors and report them to the Board as necessary.

**3.7)** The Board shall disclose to Shareholders the names of its Directors that are considered by the Board to be Independent Directors and the length of service of each of these Directors;

**3.8)** In the event that an Independent Director should hold an interest, position or relationship that might raise issues about their Independence, but the Board is of the opinion that it does not compromise their independence, then the Board shall disclose a statement as to the nature of the interest, position or relationship and their opinion as to why it does not compromise independence; and,

**3.9)** The Company will undertake appropriate checks before appointing a person and 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.

#### **4. Roles and Responsibilities of Chairperson, CEO and Company Secretary**

**4.1)** The Chairperson shall be an independent and non-Executive Director appointed by the Board.

The Chairperson is responsible for:

- (a) Leading the Board in reviewing and discussing Board matters,
- (b) Chairing Board and Shareholder meetings,
- (c) Managing the efficient organization and conduct of the Board's function,
- (d) Briefing all Directors in relation to issues arising at Board meetings,
- (e) Facilitating effective contribution by all Directors and monitoring Board performance,
- (f) Promoting constructive relations between Board Members and between the Board and Management,
- (g) Reviewing corporate governance matters with the Company Secretary and reporting on those matters to the Board,
- (h) Overseeing the implementation of policies and procedure to renew the composition of the Board,
- (i) Maintaining appropriate liaison with major Shareholders, Shareholder representative groups and shareholder advisory firms and reporting their views back to the Board, and
- (j) Maintaining a regular dialogue with the CEO and being the principal communication channel between the Board and Management.

**4.2)** The Board has delegated to the CEO the authority to manage SHG's day-to-day affairs and the authority to control SHG's day to day affairs and the authority to control SHG's affairs in relation to all matters other than those responsibilities reserved by the Board to itself, including in this Charter. The CEO has authority to sub-delegate to Key Management Personnel.

**4.3)** The CEO leads SHG's Key Management Personnel and is accountable to the Board for SHG's overall management and performance. The CEO manages SHG in accordance with the strategic plans, business plans and policies approved by the Board.

**4.4)** The Company Secretary is accountable directly to the board, through the Chair, and is responsible for:

- (a) Organising Board meetings and Director attendance,
- (b) Monitoring compliance with Board policies and procedures,
- (c) Coordinating the completion and dispatch of the Board agenda and briefing materials,
- (d) Preparing minutes of meetings and resolutions of the Board and taking these to the Chairperson for approval and circulation,
- (e) Circulating minutes from Committee meetings to the Board,
- (f) Organising and facilitating the induction and professional development of Directors,
- (g) Being a point of reference for dealings between the Board and Management, and

(h) SHG's compliance with its requirements under the Corporations Act and notices to be lodged with the ASX

## 5. Board Committees

**5.1)** Under SHG's Constitution, the Board may delegate any of its responsibilities or functions, other than those which by law must be dealt with by the Board, to a Committee or Committees. Standing Committees established by the Board will adopt Charters setting out the authority, responsibilities, membership and operation of the Committee.

There is currently one standing Committee being the:

- The Audit and Risk Management Committee.

The Board may establish other Committees from time to time to consider other matters of special importance.

**5.2)** Each Committee shall be comprised of non-Executive Directors appointed by the Board based on skills and experience relevant to the needs of each Committee, and on the workload capacity of individual Directors.

**5.3)** Each Committee shall report to the Board on the manner in which it is discharging its functions and responsibilities. Minutes of Committee meetings shall be prepared and circulated to all Directors.

**5.4)** All non-Executive Directors are entitled to attend Committee meetings and to receive Committee papers.

## 6. Board Processes

**6.1)** All Board meetings will be conducted in accordance with SHG's Constitution and the Corporations Act. The Board will meet formally at least ten (10) times per annum and will also meet whenever necessary to deal with urgent matters which might arise between scheduled meetings. Part of each scheduled meeting may be set aside to allow the Directors to meet in private session (with only the non-Executive Directors present).

**6.2)** Directors have a duty to question and to raise any issues of concern to them. At Board meetings, matters are to be debated openly and constructively amongst the Directors.

**6.3)** Directors are committed to collective decision making and shall endeavour to arrive at a consensus decision on all matters requiring Board approval. Where a consensus decision is unable to be made, the decision of the Board shall be determined by a majority of votes of the Directors present at the meeting and voting. Subject to the Corporations Act, each Director has one vote. Subject to the ASX Listing Rules, in the case of an equality of votes, the Chairperson of a Director's meeting has a casting vote in addition to his or her deliberative vote.

**6.4)** Directors must keep Board discussions and resolutions confidential, except where they are required by Law to be disclosed.

**6.5)** Directors are expected to attend, to be adequately prepared for, and to participate in each Board meeting.

**6.6)** Members of management may attend Board meetings at the Board's request to provide information within their areas of responsibility. The Board may invite external advisers to attend Board meetings where necessary or desirable.

**6.7)** The Board may conduct meetings by telephone or video conference.

**6.8)** The Board collectively, and each Director individually, has the right to seek independent professional advice at SHG's expense to help them carry out their responsibilities.

**6.9)** All Directors shall have unfettered access to any SHG records and information they consider necessary to fulfill their responsibilities. Directors shall also have access to the Company Secretary and other Key Management Personnel to seek additional information concerning SHG's business.

**6.10)** In the event that a Director does not speak the language in which Board or Shareholder meetings are held, or in which corporate documentation is written, SHG shall put in place processes to ensure that the

Director understands and contribute to discussions at meetings and can discharge their obligations as a Director. These processes shall be disclosed to Shareholders via the SHG website.

## **7. Review and Publication of Charter**

**7.1)** The Board is responsible for reviewing this Charter every two (2) years. The Charter may be amended by resolution of the Board.

**7.2)** This Charter is available on SHG's website.