

Board Charter

1. Introduction

In carrying out its responsibilities and exercising its powers, the Board of Directors (**Board**) recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of the shareholders of Resonance Health Ltd (**Company**), and its employees, customers and the community. The Board works to promote and maintain an environment within the Company that establishes these principles as basic guidelines for all its employees and representatives.

2. Purpose

This document summarises the role, responsibilities, policies, and processes of the Board and details the Board's approach to corporate governance.

3. Role

3.1 The Board is the Company's governing body. The Board and the Company act within a statutory framework; principally, the *Corporations Act 2001* (Cth) and also the Company's Constitution. Subject to this statutory framework, the Board has the authority and the responsibility to perform the functions, determine the policies and control the affairs of the Company.

3.2 The Board must ensure that the Company acts in accordance with prudent commercial principles and satisfies shareholders, consistent with maximising the Company's long-term value.

3.3 The Board is responsible for:

- (a) charting the direction, strategies and financial objectives of the Company and ensuring appropriate resources are available;
- (b) monitoring the implementation of those strategies and the achievement of those financial objectives;
- (c) monitoring compliance with control and accountability systems, regulatory requirements and ethical standards;
- (d) ensuring the preparation of accurate financial reports and statements;
- (e) reporting to shareholders and the investment community on the performance and state of the Company; and
- (f) reviewing on a regular and continuing basis:

- (1) executive succession planning, in particular for the Chief Executive Officer (**CEO**); and
- (2) executive development activities.

3.4 In performing the responsibilities set out above, the Board acts:

- (a) in a manner designed to create and build sustainable value for shareholders; and
- (b) in accordance with the duties and obligations imposed by the Company's Constitution and by law.

4. Powers

4.1 In addition to matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are as follows:

- (a) appointing and removing the CEO and determining his or her terms and conditions of employment (including remuneration);
- (b) reviewing and ratifying each of the following:
 - (1) systems of risk management and internal control and compliance, codes of conduct and legal compliance;
 - (2) financial and other reporting; and
 - (3) major capital expenditure, capital management and acquisitions and divestitures;
- (c) any matters in excess of discretions that, from time to time, it may have delegated to the CEO and senior management (for instance, in relation to capital expenditure); and
- (d) approving each of the following, on the recommendation of the CEO where appropriate:
 - (1) the strategic plan, at least annually;
 - (2) the budget, at least annually;
 - (3) the appointment and, where appropriate, the removal of the Chief Financial Officer (**CFO**), Company Secretary and other senior executives reporting to the CEO;
 - (4) the remuneration and conditions of service, including financial incentives, for the CFO, Company Secretary and other senior executives reporting to the CEO;
 - (5) significant changes to organisational structure and the appointment of such senior executives as the Board may determine;

- (6) the acquisition, establishment, disposal or cessation of any significant business;
- (7) the issue of any shares, options, equity instruments or other securities;
- (8) any public statements which reflect significant issues of Company policies or strategy; and
- (9) any changes to the discretions delegated from the Board.

4.2 The Board delegates responsibility for day-to-day management of the Company to the CEO. However, the CEO must consult the Board on matters that are sensitive, extraordinary or of a strategic nature.

4.3 Key Management Personnel, employees and certain of the Company's consultants must comply with the Company's Securities Trading Policy. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the Company's activities, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

4.4 The Board is also ultimately responsible for ensuring compliance by the Company's officers and employees with the Company's manuals and policies, including:

- (a) Continuous Disclosure;
- (b) Diversity Equal Opportunity & Human Rights as outlined in the Company's HR Policy and Procedures Manual;
- (c) Health & Safety and Regulatory Compliance as outlined in the HR Policy & Procedures Manual;
- (d) Bullying and Harassment as outlined in the HR Policy;
- (e) Code of Conduct;
- (f) Privacy and Security and outlined in the Company's Quality Management System; and
- (g) Whistleblower Protection.

5. Board Membership

5.1 The Board should comprise a majority of independent directors.

5.2 The Directors appoint an independent Director as Chair of the Board.

6. Independence

6.1 An independent Director is a non-executive Director (i.e. not a member of management) and:

- (a) is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;

(b) within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director of the Company within three years after ceasing to hold any such employment;

(c) within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;

(d) is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;

(e) has no material contractual relationship with the Company or another group member other than as a Director of the Company;

(f) has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company;

(g) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

6.2 For the purpose of this Section 6:

- (a) "**principal**" does not include a non-executive Director;
- (b) "**material professional adviser**" does not include a professional adviser providing less than 25% of professional advisory services of a same or similar nature to the Company and its group members; and
- (c) the guidelines contained in Australian Accounting Standard AASB 101 "Presentation of Financial Statements" and AASB 108 "Accounting Policies, Changes in Accounting Estimates and Errors" are followed in determining whether a supplier or customer is a "**material supplier or customer**".

7. Meetings

7.1 Board and committee papers are provided to Directors, where possible, five days prior to the relevant meeting.

7.2 The non-executive Directors meet at least twice each year for private discussion of management issues.

8. Board Committees

The Board from time to time establishes committees to assist it in carrying out its responsibilities and adopts charters setting out matters relevant to the composition,

responsibilities, and administration of such committees and other matters that the Board may consider appropriate.

9. The Chair

- 9.1 The Directors elect one of their number to the office of Chair and may determine the period for which that Director is to be Chair.
- 9.2 The Chair presides over meetings of the Board and general meetings of shareholders.
- 9.3 The Chair is responsible for the integrity of the Board process and the functioning of the Board. This contrasts with the role of the CEO, who is responsible for the functioning of the organisation and the Company Secretary, who is responsible for the integrity of Board documents.

10. The Chief Executive Officer

- 10.1 The CEO's duties are to:
- (a) devote the whole of his or her time, attention and skill during normal business hours and at other times as reasonably necessary, to the duties of the office;
 - (b) be accountable for planning, coordinating and directing the Company's operations to achieve strategic, financial and operating objectives as agreed with the Board;
 - (c) formulate and recommend business and financial strategies and plans to develop the Company's business and to implement these plans to achieve agreed performance targets;
 - (d) promote the interests of the Company; and
 - (e) faithfully and diligently perform the duties and exercise the powers:
 - (1) consistent with the position of a CEO of the Company; and
 - (2) assigned by the Board.
- 10.2 In fulfilling their duties, the CEO:
- (a) reports directly to the Board;
 - (b) provides prompt and full information to the Board regarding the conduct of the business of the Company; and
 - (c) complies with reasonable directions given by the Board.

11. The Company Secretary

- 11.1 The Company Secretary supports the effectiveness of the Board by:

- (a) monitoring that Board policy and procedures are followed; and
 - (b) co-ordinating the completion and despatch of Board agendas and Board information packs.
- 11.2 The Company Secretary is responsible to the Board, through the Chair, on all governance matters.

12. Self-assessment

- 12.1 The Board undertakes an annual performance evaluation of itself that:
- (a) compares the performance of the Board with the requirements of its Charter; and
 - (b) effects any improvements to the Board Charter deemed necessary or desirable.
- 12.2 The performance evaluation is conducted in such manner as the Board deems appropriate.

13. Appointment

Letters of appointment for each new appointment to the Board set out the key terms and conditions relative to the appointment.

14. Term of Office

- 14.1 A Director is appointed for a term not exceeding three years but is eligible for reappointment.
- 14.2 A Director appointed during the year is required to have their appointment confirmed by the shareholders in general meeting.
- 14.3 There is no maximum age for Directors.

15. Commitment

The commitment required by non-executive Directors to fulfil their obligations to the Board, is outlined the letters of appointment signed by each Director but in any event shall be no less than is required to dutifully fulfill the responsibilities of a Director of the Company.

16. Review of this Charter

The Charter will be reviewed at least annually. Any changes to this Charter will require approval of the Board.

17. Who to Contact

Any questions relating to the interpretation of this Charter should be forwarded to the Chair, CEO or the Company Secretary.