

Healthia Limited (the Company)

Nomination and Remuneration Committee Charter

1. Purpose of the Charter

- 1.1 The Nomination and Remuneration Committee (**Committee**) is a committee of the board of Healthia Limited (**Company**) (**Board**).
- 1.2 This Charter sets out the role and responsibilities, composition and operation of the Committee.

2. Role and responsibilities - nomination

- 2.1 The Committee will assist the Board in:
 - (a) ensuring that the Board has an appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively;
 - (b) addressing the Board, Chief Executive Officer (**CEO**) and other senior executive succession issues; and
 - (c) addressing and ensuring there is adequate diversity in the Company.
- 2.2 The Committee will review and make recommendations to the Board in relation to the following:
 - (a) Board succession planning generally;
 - (b) induction and continuing professional development programs for directors;
 - (c) the development and implementation of a process for evaluating the performance of the Board, its committees (including the Committee) and directors;
 - (d) the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board, and, in light of this evaluation, considering the role and capabilities required for a particular appointment;
 - (e) the time commitments required of non-executive directors and whether the requirements are being met;
 - (f) the appointment and re-election of directors;
 - (g) make recommendations on plans to manage the succession of the CEO and other senior executives;
 - (h) recruitment, retention and termination strategies; and
 - (i) adopting measureable objectives for having diversity throughout the Company and assessing progress towards achieving those objectives.

3. Role and responsibilities - remuneration

- 3.1 The Committee will assist the Board in:
 - (a) setting the level and composition of remuneration of directors and senior executive and ensuring it is appropriate and not excessive.

- 3.2 The Committee will review and make recommendations to the Board in relation to the following:
- (a) the remuneration and incentive framework for all our staff, including the CEO, the Chief Financial Officer (**CFO**), senior executives and management personnel of the Company (**Management**), including recommending to the Board any changes to fixed remuneration and incentive arrangements for the CEO and executive key management personnel;
 - (b) the remuneration paid to members of the Board and our subsidiary boards;
- 3.3 The Committee will review the following matters and consider whether any significant matters should be brought to the attention of the Board or our subsidiary boards:
- (a) the processes for overseeing performance accountability and effective monitoring of Management, including setting and evaluating performance against goals and targets;
 - (b) our remuneration structure, including STI and LTI arrangements and participation;
 - (c) incentives and behaviours arising from our remuneration structure;
 - (d) achievement against diversity objectives in relation to remuneration;
 - (e) the remuneration report; and
 - (f) other relevant matters identified or requested by the Board from time to time.
- 3.4 As part of its review of setting and evaluating performance against goals and targets for the CFO and the internal audit leader (if any), the Committee will seek feedback from the Audit and Risk Committee and others as appropriate, including from the CEO.

The Committee will approve the appointment of remuneration consultants for the purposes of the *Corporations Act 2001* (Cth) and will directly receive any advice or recommendations from them. The Committee will review and facilitate shareholder and other stakeholder engagement in relating to our remuneration policies and practices.

4. **Composition and Operation**

- 4.1 The members of the Committee, and the chair of the Committee (**Committee Chair**), are appointed by the Board.
- 4.2 The Committee will consist of at least three members, a majority of whom, including the Committee Chair, are independent non-executive directors. The chair of the Board may not chair the Committee.
- 4.3 The Committee will meet at least twice annually and more frequently as required.
- 4.4 A quorum is two members or any greater number determined by the Board.

5. **Access and advisers**

- 5.1 The Committee has direct access to Management.
- 5.2 The CEO may attend Committee meetings. The CEO will not be present when issues relating to the CEO are discussed.
- 5.3 The Committee Chair may directly seek independent, professional or other advice as required for the Committee to carry out its responsibilities.

6. **Relationship with other Group Governance Forums**

- 6.1 The Committee reports to the Board. Committee meeting minutes will be provided to the Board for noting.
- 6.2 Our non-executive directors who are not Committee members may attend Committee meetings.
- 6.3 The Committee will also provide reporting to other board committees, any subsidiary boards (as appropriate) on remuneration arrangements and performance management matters which have been delegated to it or which are relevant to those bodies. These reports may be verbal.
- 7. **Review**
- 7.1 The Committee will review this Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.
- 7.2 Amendments to this Charter, other than updates for branding or position titles, are to be approved by the Board.
- 7.3 The Committee undertakes an annual self-assessment of its performance to confirm that all activities listed in the Charter have been addressed, and reports this information to the Board.