

1. INTRODUCTION

This Corporate Governance Charter (Board Charter) sets out the role and responsibilities of the board of directors (Board) and of the management of Karingal St Laurence Limited (**genU**).

This Board Charter and the terms of reference of the committees established by the Board have been implemented to:

- promote and sustain good corporate governance;
- support genU in achieving its desired culture;
- enhance genU's performance;
- create value for its stakeholders; and
- engender confidence in genU for stakeholders.

2. ROLE AND RESPONSIBILITIES OF THE BOARD

2.1. The role of the Board is to approve the purpose, values and strategic direction of genU and its related bodies corporate (**genU Group**), guide and monitor the management of the genU Group in achieving its strategic plans, review, approve and monitor the genU Group's risk management systems across its business, and to oversee overall good governance practice.

2.2. Without limiting 2.1 the principle functions and responsibilities include the following:

Financial performance & Reporting	<ul style="list-style-type: none"> • approving and monitoring operating budgets and financial plans • approving and monitoring implementation of major corporate initiatives such as major capital expenditure • approving and monitoring the systems and policies to ensure integrity of budgets, financial statements and other reporting.
Management's performance and succession planning	<p>The Board is accountable to members for the performance of genU and:</p> <ul style="list-style-type: none"> • whenever required, provide constructive feedback to management • oversee succession plans for the CEO and Executives.
Create value for stakeholders	Monitoring client/stakeholder feedback to ensure genU's purpose and services remain current and reliable.
Culture	<ul style="list-style-type: none"> • monitoring and guiding the culture, reputation and standards of conduct of the genU Group • receiving reports from Management regarding the culture of the genU Group • overseeing Management plans to maintain genU's desired culture.
Remuneration	<ul style="list-style-type: none"> • approving genU Group's remuneration policy and framework and ensuring their alignment with the genU Group's purpose, values, strategic objectives, and risk appetite upon recommendation from the Remuneration Committee.
Risk, Governance and Sustainability	<ul style="list-style-type: none"> • setting the genU Group's risk appetite and monitoring and reviewing the genU Group's financial and non-financial risk management and compliance systems, including internal compliance and control mechanisms • approving and monitoring the effectiveness of the genU Group's systems of corporate and clinical governance • overseeing the genU Group's interactions, disclosures and communications with stakeholders and the broader community and ensuring the effectiveness of the genU Group's ESG policy.

2.3 The Board will have specific oversight of the following key governance documents of genU:

- 2.3.1 Board Committee Terms of Reference
- 2.3.2 Whistleblower Policy
- 2.3.3 Delegations of Authority
- 2.3.4 ESG Policy
- 2.3.5 AI Policy
- 2.3.6 Cyber/Information Security Policy
- 2.3.7 Fraud and Corruption Control Policy and Procedure
- 2.3.8 Health Safety and Wellbeing Policy
- 2.3.9 Acceptable Behaviours Policy
- 2.3.10 Code of Conduct
- 2.3.11 Privacy Policy
- 2.3.12 Procurement and Purchasing Policy
- 2.3.13 Modern Slavery Statement.

3. ROLE AND RESPONSIBILITIES OF MANAGEMENT

- 3.1. The day-to-day management of the genU Group and its business is the responsibility of the CEO, supported by the genU Group Executives and Senior Leadership Team.
- 3.2. The Board delegates to the CEO all powers to manage the day-to-day business of the genU Group, subject to those powers reserved to the Board in clause 2 and any specific delegations of authority approved by the Board.
- 3.3. Communications between Directors and Management are to be via the Board Chair and the CEO and where relevant Board Committee Chair.
- 3.4. Without limiting clause 3.1 the principle responsibilities of the CEO include the following:
 - 3.4.1. manage and administer the day-to-day operations of the genU Group and its businesses in accordance with the purpose, values, strategy, business plans and policies approved by the Board;
 - 3.4.2. develop strategies for the genU Group, its business and management, and make recommendations to the Board on such strategies and implementing them;
 - 3.4.3. develop for approval the genU Group's annual budget and conduct its activities within the approved budget;
 - 3.4.4. develop and maintain the genU Group's risk, compliance and governance management systems to ensure the genU Group is operating within the appetite, expectations and policies set by the Board;
 - 3.4.5. instil and reinforce the genU Group's purpose and values to support a culture that promotes ethical and responsible behaviour and improving stakeholders experiences;
 - 3.4.6. timely, clear and accurate reporting to the Board to enable it to fulfil its responsibilities.

4. ROLE AND RESPONSIBILITIES OF THE COMMITTEE

- 4.1. To assist the Board in carrying out its responsibilities, the Board may establish committees with specific terms of reference and to which it may delegate any of its powers, duties and responsibilities. The standing committees of the Board are:
 - 4.1.1. Finance, Risk and Audit Committee;
 - 4.1.2. People and Culture Committee;
 - 4.1.3. Corporate Governance Committee; and
 - 4.1.4. Care Governance and Client Experience Committee.
- 4.2. Membership and composition of, and reporting by the committees are determined by the Board.

5. BOARD COMPOSITION

Board size and composition

- 5.1. Subject to the genU Constitution, the genU Board determines its size and composition.
- 5.2. Collectively, the Board shall comprise directors with the skills and expertise necessary to discharge the Board's responsibilities.

Director independence

- 5.3. It is the Board's policy that the directors be non-executives and independent.
- 5.4. If a director is or becomes aware of any information, facts or circumstances which will or may affect that director's independence, the director must immediately disclose all relevant details in writing to the Company Secretary and the Chair.
- 5.5. genU employees are not eligible for directorship appointment until at least 2 years post their employment with genU.
- 5.6. genU values the skills, experience and perspectives brought to the Board by directors who are involved with stakeholders of genU.
- 5.7. The Board shall regularly review the independence of each director (assessed against the materiality threshold in clause 5.8) by:
 - 5.7.1. assessing the interests of individual directors (as notified by each director in clause 5.4) and presented at each Board meeting
 - 5.7.2. undertaking an annual, formal assessment having regard to the genU Board Policy and Guidelines affecting Independent Status as adopted by the genU Board and as amended from time to time.
- 5.8. The Board considers a relationship to materially influence, or be perceived to materially influence, a director's judgement, where it is of substance and consequence and there is a real and sensible possibility that it would affect the director's judgement.
- 5.9. All directors will have the option to be provided with, and be party to, a deed of access, indemnity and insurance with genU under which genU agrees to:
 - 5.9.1 indemnify and insure the directors against certain liabilities; and
 - 5.9.2 provide access and the right to copy certain documents, subject to the terms of the deed of access, indemnity and insurance.

Board renewal

- 5.8. The Board in consultation with the People and Culture Committee, will review the skills represented by directors on the Board and determine whether the composition and mix of those skills enable it to define the Group's strategic objectives, approve strategies developed by Management and monitor the execution of those strategies.
- 5.9. The Board appoints directors to fill casual vacancies on the Board and makes recommendations to members in respect of the election or re-election of directors. The Board takes into account the results of individual performance reviews of directors and director's independence in making its recommendation of the directors standing for re-election.

Director induction, remuneration and education

- 5.8. Directors will undertake an induction program upon joining the Board.
- 5.9. Directors remuneration is determined annually in accordance with the Constitution.
- 5.10. Director education is supported by an ongoing program.

6. CHAIR

- 6.1. The Chair is appointed by the Board in accordance with the Constitution.
- 6.2. The Chair is to be an independent, non-executive director.
- 6.3. In exceptional circumstances, the Chair may be required to act as the Executive Chair for a limited time. During this time, the Executive Chair is not deemed to be the CEO.
- 6.4. The Chair's primary responsibility is leading the Board and ensuring the efficient organisation and conduct of the Board's functions.
- 6.5. The Chair is also responsible for:
 - 6.5.1. promoting constructive and effective relations between the Board and Management and between directors;
 - 6.5.2. facilitating effective contributions of all directors;
 - 6.5.3. maintaining effective communications with the CEO including proper and timely reporting between Management and the Board;
 - 6.5.4. serving as the primary link between the Board and Management;

- 6.5.5. overseeing the processes and procedures in place to evaluate the performance of the Board, individual directors and Committees members; and
- 6.5.6. exercise such specific and express powers as are delegated to the Chair by the Board from time to time.

7. COMPANY SECRETARY

- 7.1. The Company Secretary is appointed by and accountable to the Board through the Chair, on all governance matters, with all directors having access to the Company Secretary for advice and assistance on governance matters.
- 7.2. The Company Secretary supports the effectiveness of the Board and its Committees and is responsible for driving and advising on best practice in governance and compliance to safeguard the integrity of the genU Group.

8. BOARD MEETINGS

- 8.1. A quorum for a Board meeting shall be determined in accordance with the Constitution.
- 8.2. So that directors and the Board can properly fulfill their duties and responsibilities to the genU Group, the Board shall:
 - 8.2.1 meet as often as necessary;
 - 8.2.2 have unrestricted access to and request the attendance of relevant Management, external auditors and/or advisors at Board meetings where necessary or desirable;
 - 8.2.3 have unrestricted access to all relevant records of the genU Group they consider necessary.
- 8.3. Individual directors are encouraged to leverage of their skillsets to actively participate in the Board deliberations and assist the Board in its leadership, oversight, strategic guidance and stewardship responsibilities.
- 8.4. The Board may, with the Chair's prior consent, seek independent professional advice (at genU's expense) which it considers necessary to fulfil its responsibilities.
- 8.5. The directors acknowledge that all proceedings of the Board and its committees are strictly confidential and will not be disclosed to any person other than Board members, except as agreed by the Board or as required by law.
- 8.6. Each director shall abide by the terms of genU's Code of Conduct and is expected to uphold the ethical standards and corporate behaviours described in the Code.

9. BOARD PERFORMANCE REVIEWS

- 9.1. The Board shall assess its performance (including performance against the terms of this Charter) and the performance of individual directors annually.
- 9.2. The Board may engage an external consultant to conduct the performance assessment.

10. BOARD CHARTER REVIEW

The Board shall review the Board Charter at least once every 2 years to ensure that it meets best practice standards and meets the needs of the genU Group and the Board.

11. RELATED POLICIES/CODE/STATEMENT

- 11.1 Delegation of Authority
- 11.2 genU Code of Conduct
- 11.3 Risk Management Policy
- 11.4 Fraud and Corruption Control Policy and Procedure
- 11.5 Environmental Social & Governance (ESG) Policy
- 11.6 Modern Slavery Statement