

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Regis Healthcare Limited

ABN/ARBN

125 203 054

Financial year ended:

30 June 2025

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.regis.com.au/investor-information/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 22 August 2025 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.<sup>3</sup>

Date: 25 August 2025

Name of authorised officer authorising lodgement:

Malcolm Ross, Company Secretary

<sup>1</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

<sup>2</sup> Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

<sup>3</sup> Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

**ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES**

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: <a href="https://www.regis.com.au/site/wp-content/uploads/2025/05/Board-Charter.pdf">https://www.regis.com.au/site/wp-content/uploads/2025/05/Board-Charter.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) 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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate governance/charters/”).

<sup>5</sup> If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: <a href="https://www.regis.com.au/site/wp-content/uploads/2024/08/Diversity-and-Inclusion-Policy-Approved-23-Aug-2024.pdf">https://www.regis.com.au/site/wp-content/uploads/2024/08/Diversity-and-Inclusion-Policy-Approved-23-Aug-2024.pdf</a></p> <p>and we have disclosed the information referred to in paragraph (c) in our Annual Report at: <a href="https://www.regis.com.au/investor-information/publications/">https://www.regis.com.au/investor-information/publications/</a></p> <p>and if we were included in the S&amp;P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a> and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.regis.com.au/site/wp-content/uploads/2025/06/People-Remuneration-and-Nomination-Committee-Charter-reviewed-Feb-2025.pdf">https://www.regis.com.au/site/wp-content/uploads/2025/06/People-Remuneration-and-Nomination-Committee-Charter-reviewed-Feb-2025.pdf</a> and the information referred to in paragraphs (4) and (5) in our Annual Report at: <a href="https://www.regis.com.au/investor-information/publications/">https://www.regis.com.au/investor-information/publications/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a> and the length of service of each director in our Annual Report at: <a href="https://www.regis.com.au/investor-information/publications/">https://www.regis.com.au/investor-information/publications/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://www.regis.com.au/site/wp-content/uploads/2023/06/Regis-Code-of-Conduct-The-Regis-Way.pdf">https://www.regis.com.au/site/wp-content/uploads/2023/06/Regis-Code-of-Conduct-The-Regis-Way.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.regis.com.au/site/wp-content/uploads/2023/06/Whistleblower-Protection-Policy.pdf">https://www.regis.com.au/site/wp-content/uploads/2023/06/Whistleblower-Protection-Policy.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://www.regis.com.au/site/wp-content/uploads/2020/07/regis-anti-bribery-and-corruption-policy.pdf">https://www.regis.com.au/site/wp-content/uploads/2020/07/regis-anti-bribery-and-corruption-policy.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.regis.com.au/site/wp-content/uploads/2025/05/Audit-Risk-and-Compliance-Committee-Charter.pdf">https://www.regis.com.au/site/wp-content/uploads/2025/05/Audit-Risk-and-Compliance-Committee-Charter.pdf</a></p> <p>and the information referred to in paragraphs (4) and (5) in our Annual Report at: <a href="https://www.regis.com.au/investor-information/publications/">https://www.regis.com.au/investor-information/publications/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://www.regis.com.au/site/wp-content/uploads/2023/07/Regis-Continuous-Disclosure-Policy.pdf">https://www.regis.com.au/site/wp-content/uploads/2023/07/Regis-Continuous-Disclosure-Policy.pdf</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://www.regis.com.au/">https://www.regis.com.au/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement



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<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.regis.com.au/site/wp-content/uploads/2025/05/Audit-Risk-and-Compliance-Committee-Charter.pdf">https://www.regis.com.au/site/wp-content/uploads/2025/05/Audit-Risk-and-Compliance-Committee-Charter.pdf</a> and the information referred to in paragraphs (4) and (5) in our Annual Report at: <a href="https://www.regis.com.au/investor-information/publications/">https://www.regis.com.au/investor-information/publications/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Annual Report at: <a href="https://www.regis.com.au/investor-information/publications/">https://www.regis.com.au/investor-information/publications/</a> and, if we do, how we manage or intend to manage those risks in Annual Report at: <a href="https://www.regis.com.au/investor-information/publications/">https://www.regis.com.au/investor-information/publications/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.regis.com.au/site/wp-content/uploads/2025/02/People-Remuneration-and-Nomination-Committee-Charter-approved-26-Nov-2024.pdf">https://www.regis.com.au/site/wp-content/uploads/2025/02/People-Remuneration-and-Nomination-Committee-Charter-approved-26-Nov-2024.pdf</a></p> <p>and the information referred to in paragraphs (4) and (5) in our Annual Report at: <a href="https://www.regis.com.au/investor-information/publications/">https://www.regis.com.au/investor-information/publications/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement at: <a href="https://www.regis.com.au/investor-information/corporate-governance/">https://www.regis.com.au/investor-information/corporate-governance/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a summary of our policy in our Annual Report at: <a href="https://www.regis.com.au/investor-information/publications/">https://www.regis.com.au/investor-information/publications/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

# Corporate Governance Statement 2025

Regis Healthcare Limited  
ACN 125 203 054

Regis Healthcare Limited (**Regis**) has adopted the 4th edition of the ASX Corporate Governance Principles and Recommendations (**the ASX Principles and Recommendations**).

In accordance with the ASX Listing Rules, this statement outlines the extent to which Regis has adhered to the ASX Principles and Recommendations. Regis has complied with the ASX Principles and Recommendations during the reporting period. This statement should be read alongside the information available on our website ([www.regis.com.au](http://www.regis.com.au)), including the 2025 Annual Report.

This Statement is current as at 22 August 2025 and has been approved by the Regis Healthcare Limited Board.

The Board has established a governance framework to manage Regis, including implementing internal controls, risk management processes, and corporate governance policies and practices suitable for Regis' business. These measures aim to ensure the responsible management and conduct of Regis.

In anticipation of the commencement of the Aged Care Act 2024 on 1 November 2025, the Board is continuing to update its governance framework to meet the expectations of that new legislation.

The key policies and practices adopted by Regis are summarised in this Statement.

# Board and management

## Roles and Responsibilities

The Board's responsibilities and functions include approval and monitoring of Regis's corporate strategy, budget and risk appetite and continuing oversight of its operational and financial status and performance. Regis has governance systems to identify, manage and control financial, clinical and non-financial risks effectively.

The Board is committed to delivering quality care and services to our residents and clients, achieving suitable levels of shareholder value and financial returns, and maintaining the growth and success of Regis. By focusing on these objectives, the Board strives to ensure that Regis is effectively managed to meet its quality-of-care goals for residents and clients, complies with legal obligations, and protects and enhances shareholder interests. Furthermore, the Board ensures that Regis, along with its Directors, officers, and employees, operates within a robust framework of corporate governance and compliance.

The Board has adopted a formal Board Charter that sets out its role, authority, responsibilities, membership and operations in detail and can be accessed [here](#).

The Charter sets out the matters specifically reserved to the Board and the powers delegated to Board Committees and management.

The Board delegates the responsibility for the day-to-day management of Regis to the Managing Director/CEO, while retaining responsibility for the overall strategy, governance and performance of Regis.

The delegation to the Managing Director/CEO is governed by a formal Delegation of Authority Policy (DOA Policy) which is approved by the Board and reviewed annually. The DOA Policy sets out the matters reserved for determination by the Board and those matters delegated to the MD/CEO and management, cascading by position and scope of delegation from the Managing Director/CEO through to less senior managers. The policy includes scope for temporary and standing delegations, subject to MD/CEO approval.

The DOA Policy allows the Board to impose limits on the conduct of the Managing Director/CEO and other managers in exercising their authority and it may change the authorities it has delegated to the Managing Director/ CEO by resolution.

The DOA Policy framework ensures:

- Appropriate decision-making within Regis.
- Clear delegated authority holders.
- Timely business decisions.
- Decisions within power limits.
- Accountability for decisions.

## Board Appointment and Composition

The People, Remuneration and Nomination Committee includes board director nomination responsibilities in its charter of responsibilities. The appointment of directors to fill a vacancy or as additional directors remains within the reserved authority of the Board with the People, Remuneration and Nomination Committee assisting and making recommendations to the Board in this regard. Before the Board appoints a new director, or the People, Remuneration and Nomination Committee puts forward a candidate for election to the Board, it ensures that appropriate background checks are undertaken.

An election of directors occurs at each Annual General Meeting of the Company, and we provide our shareholders with all material information in our possession that is relevant to the decision whether or not to elect or re-elect a Director. This information is provided through a number of channels, including the Notice of Meeting for the Annual General Meeting, the director's biography and other information contained in the Annual Report. Candidates are asked to speak at the Annual General Meeting prior to the election.

Upon appointment, each director receives a letter of appointment which sets out their formal terms of appointment and are provided with the benefit of a deed of indemnity, insurance and access.

Following appointment, as part of their induction, directors meet with the Managing Director/ CEO and other Regis executives for a briefing on Regis' vision, values, strategy, financial position and goals, and governance frameworks. As part of their induction, Regis directors participate in site visits to our residential aged care homes, home care offices, Commonwealth Home Support Program locations, and retirement villages. Additionally, directors engage in ongoing professional development and training programs to enhance and sustain their skills and knowledge.

## Board Skills and Experience

The Board aims to maintain a balanced composition of experience and expertise among its members and committees to efficiently fulfill its corporate governance and oversight duties. The People, Remuneration and Nomination Committee supports the Board by assessing and advising on directors' skills, experience, expertise, and diversity to ensure the composition remains suitable for Regis' strategy. This includes addressing both current and emerging business and governance challenges pertinent to Regis.



The Board believes the Directors collectively possess the skills, knowledge, and experience to lead Regis effectively.

During FY25, the Board reviewed the Board Skills Matrix.

In doing so, the Board confirmed that the Board, as a whole, possesses the skills and experience outlined in Table 1 below.

The biographies of each Director are included in the Annual Report and available on Regis' website.

**Table 1**

<b>Skill/Experience</b>	<b>No. of Directors – Strong skills or business knowledge</b>	<b>No. of Directors – Intermediate skills or business knowledge</b>
<b>Leadership and Culture</b> Sustained success at CEO or other senior executive leadership level. Experience in developing the right corporate culture to build trust and confidence throughout all levels of the company thereby protecting and enhancing the company's reputation.	6	0
<b>Human Resources</b> Experience in managing people, including the ability to appoint and evaluate the CEO and senior executive, and succession planning for key executives. Familiarity in labour relations, employment legislation, recruitment, compensation, performance reviews and conflict management.	5	1
<b>Experience on other Boards</b> Current or former experience on other Boards, both ASX Listed and non-listed.	6	0
<b>Aged/Healthcare</b> Experience in the industry, including having an understanding of market drivers, risk and trends including policies, competitors, end users, regulatory policy and framework.	6	0
<b>Clinical Governance</b> Experience in clinical governance, including having a broad understanding of clinical systems, policies and frameworks to ensure safe and effective clinical and personal care.	3	3
<b>Public/Government relations</b> Experience in liaising with government and regulators and dealing with public and regulatory policy.	5	1
<b>Stakeholder Management</b> Experience in engaging with the community and stakeholders.	5	1
<b>Risk and Compliance Management</b> Setting of risk appetite and building and adapting a company's risk culture. Implementing compliance systems, processes and frameworks. Assessing the effectiveness of senior management, and measurement systems.	6	0

<b>Skill/Experience</b>	<b>No. of Directors – Strong skills or business knowledge</b>	<b>No. of Directors – Intermediate skills or business knowledge</b>
<b>Strategy</b> Reviewing and developing company strategy and overseeing implementation, identification and critical assessment of strategic growth opportunities and threats to the company.	5	1
<b>Mergers and Acquisitions and Capital Markets</b> Knowledge and experience in all aspects of the negotiation, structuring, risk management and assessment of mergers and acquisitions and knowledge of capital markets.	2	4
<b>Information Technology</b> Experience using digital platforms to improve service offering and performance.	5	1
<b>Listed Company Governance</b> Experience with an ASX or other exchange listed corporation subject to similar rigorous governance standards.	6	0
<b>Project Management</b> Experience working in an industry with projects involving large-scale capital outlays and long-term investment horizons.	4	2
<b>Remuneration</b> Experience with remuneration frameworks, incentive arrangements and performance assessments. An understanding of the legislative and contractual framework for remuneration.	5	1
<b>Accounting and Finance</b> Experience as a senior executive or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls.	3	3
<b>Building/Facilities</b> Knowledge of legal, planning and market requirements to undertake facility refurbishments, structural changes and maintenance within Aged Care Homes and Retirement Villages.	2	4
<b>Property Development</b> Expertise in development feasibility and assessment strategies for optimising value and mitigating risk for development opportunities.	2	4
<b>Sustainability/Corporate Social Responsibility</b> Experience related to sustainability and corporate social responsibility, including climate change and community concerns.	4	2
<b>Business Development</b> Experience in substantially growing existing businesses in both existing markets and new markets.	6	0
<b>Health and Safety</b> Experience related to workplace Health and Safety.	4	2
<b>Marketing and Communications</b> Experience in marketing and communications strategies for consumer markets.	3	3

## Performance Reviews

The Board conducts formal evaluations of its performance, the performance of its Committees and individual Directors, along with the governance processes supporting the Board. The Board undertook a formal review of Board, Committee and Director performance in FY25.

## Independence of the Board

The Board has formally adopted guidelines in relation to the criteria for independence of Directors.

Under these guidelines, a Director will not be considered to be 'independent' if he/she:

- is, or has been, employed in an executive capacity by the Group and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
- is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the Group, or is an officer of, or otherwise associated with, someone with such a relationship;
- is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial Shareholder;
- has close personal ties with any person who falls within any of the categories described above; or
- has been a director of the Company for such a period that their independence from management and substantial Shareholders may have been compromised.

Notwithstanding the above, the Board may determine that a Director is independent if the Board is of the view that the interest, position or relationship in question is not material and will not interfere with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual Shareholder or other party.

The Board considers the materiality of the Directors' interests, position, association or relationship to determine 'independence' on a case by case basis, having regard to both quantitative and qualitative principles.

Without limiting the Board's discretion in this regard, the Board has adopted the following guidelines:

- The Board will determine the appropriate base to apply (e.g. revenue, equity or expenses), in the context of each situation.
- In general, the Board will consider a holding of 5% or more of the Company's shares to be material.
- In general, the Board will consider an affiliation with a business which accounts for less than 5% of the relevant base to be immaterial for the purposes of determining independence. However, where this threshold is exceeded, the materiality of the particular circumstance with respect to the independence of the particular Director should be reviewed by the Board.

The Board reviews the independence of each Director in light of interests disclosed to the Board.

The composition of the Board meets the ASX Corporate Governance recommendation that a majority of Directors should be independent. The Board considers that four of the six directors are currently independent, Non-Executive-Directors, namely Graham Hodges, Christine Bennett, Sally Freeman and Jodie Leonard. The Board's Audit, Risk and Compliance Committee, People, Remuneration and Nomination Committee, and Clinical Governance and Care Committee are each chaired by independent non-executive directors.

## Company Secretary

The Company Secretary is appointed by the Managing Director/CEO after an interview conducted with the Chair and one other Director. The Company Secretary reports to the Board through the Chair on all issues related to the Board's proper functioning. Responsibilities include aiding the Board and its committees during meetings and with Directors' duties, advising the Board on corporate governance matters, and serving as a liaison between the Board and the Executive Team.

The roles of the Company Secretary are set out in the Board Charter.

Details regarding the Company Secretary, Malcolm Ross, including his expertise and qualifications, are set out in the 2025 Annual Report.

## Executives

All Executives of Regis are appointed by the Managing Director/CEO and have a written agreement setting out the terms of their appointment.

Executives have performance targets established at the start of the year and evaluated annually. The Managing Director/CEO formulates these targets each year, which are reviewed and approved by the Board after the People, Remuneration and Nomination Committee's review and recommendation.

The performance of Executives is evaluated annually against these performance targets and reviewed by the People, Remuneration and Nomination Committee. A performance evaluation of Executives was undertaken in respect of the reporting period in accordance with this process.

## Remuneration

Information regarding the remuneration framework for Regis' Directors and Executive KMP and the Company's performance-based remuneration policies and practices is set out in the Remuneration Report in the 2025 Directors' Report.

The Company's executive remuneration framework is designed to ensure a competitive and appropriate reward for performance. It aligns executive remuneration with the achievement of strategic objectives, provision of quality care and services to residents and clients, and creation of value for Shareholders.

To maintain Director independence, the remuneration of Non-Executive Directors is not linked to Company performance and is comprised solely of Directors' fees (including superannuation).

## Board Committees

The Board acknowledges that having an appropriate committee structure facilitates the efficient and effective functioning of the Board.

At the date of this statement, the Board has four committees, namely:

- Audit, Risk and Compliance Committee
- People, Remuneration and Nomination Committee
- Clinical Governance and Care Committee
- Property Committee

Each Committee has adopted a formal Board approved charter that defines its role, authority, responsibilities, membership and operations. Committee charters are reviewed annually and are available on our website at [www.regis.com.au/investor-information/corporate-governance/](http://www.regis.com.au/investor-information/corporate-governance/)

All Directors are extended a standing invitation to attend Committee meetings, except in situations where a potential or actual conflict of interest exists. Non-committee members, including management, may be invited to attend committee meetings at the invitation of the Committee Chair. Additionally, all Directors have access to Board and Committee documents via the Board portal.

The Chair of each Committee provides a report to the Board after each Committee meeting, covering topics relevant to the Committee's role and responsibilities. This supports the Board's discharge of its supervision and governance obligations. The minutes of each meeting are accessible to the entire Board unless a Director is excluded due to a conflict of interest.

Details of the number of Board and Committee meetings held in FY25 and attended by Directors as members are contained in the Directors' Report in the 2025 Annual Report.

## Audit, Risk and Compliance Committee

Members of the Audit, Risk and Compliance Committee during FY25 were:

- Sally Freeman (Chair)
- Graham Hodges (Member)
- Bryan Dorman (Member) (retired 26 November 2025)
- Christine Bennett (Member)

The Audit, Risk and Compliance Committee is responsible for assisting the Board to carry out its accounting, auditing and financial reporting, risk management and sustainability responsibilities.

The Committee's Charter provides that the Committee must comprise only Non-Executive Directors, a majority of independent Directors, a minimum of three Directors and an independent Chair who is not Chair of the Board.

Further details regarding the risk management function of this Committee are provided under the heading Corporate Reporting and Risk Management on page 9.

## People, Remuneration and Nomination Committee

The People, Remuneration and Nomination Committee is responsible for overseeing matters relating to employee engagement, talent management, employee relations strategies, organisational culture, diversity and inclusion, succession planning, nomination and remuneration of Non-Executive Directors, and remuneration of the Managing Director/ CEO and Executives reporting to the Managing Director/CEO.

The Committee's Charter provides that the Committee must consist of only Non-Executive Directors, a majority of independent Directors, a minimum of three Directors, and an independent Director as Chair.

The members of the Committee during FY25 were:

- Jodie Leonard (Chair)
- Graham Hodges (Member)
- Sally Freeman (Member)
- Ian Roberts (Member)

## Clinical Governance and Care Committee

The Clinical Governance and Care Committee is responsible for overseeing best practice, evidence based and effective clinical governance and compliance, clinical and personal care and practice, quality and improvement policies and frameworks within the business.

The Committee's Charter provides that the Committee shall perform a leadership role in overseeing a robust and consistent approach to clinical care, ensuring the delivery of personal, safe, effective and integrated care and services for every resident and client.

The members of the Committee during FY25 were:

- Christine Bennett (Chair)
- Bryan Dorman (Member) (retired 26 November 2024)
- Sally Freeman (Member)
- Jodie Leonard (Member) (appointed 27 November 2024)

## Property Committee

The key responsibilities of the Property Committee are to:

- Provide guidance in relation to strategy and planning for property development and the acquisition and disposal of real estate assets.
- Ensure the Company's property development activities create value for shareholders and are well governed having regard to time and cost management and delivery of a product which delivers operational and service excellence and meets all legislative requirements.
- Provide oversight and assurance that the Company has design standards in place to ensure new developments are contemporary and fit for purpose.
- Support the Company on development and implementation of sustainability initiatives and policies.

The members of the Committee during FY25 were:

- Ian Roberts (Chair)
- Christine Bennett (Member)
- Jodie Leonard (Member)
- Linda Mellors (Member)

# Corporate Reporting and Risk Management

## Chief Executive Officer and Chief Financial Officer Declaration

Prior to the approval of the 2025 full year financial results by the Board, the Managing Director/CEO and Chief Financial Officer provided a declaration to the Board that, in their opinions, the financial records 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 Company, and this opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

## External Auditor

Ernst & Young, the Company's external auditor, receives documents and minutes from each Audit, Risk and Compliance Committee meeting and attends all such meetings. Ernst & Young representatives are also available to all Audit, Risk and Compliance Committee members.

A representative from Ernst & Young attends the Annual General Meeting each year to answer questions from Shareholders in relation to the audit of the Regis accounts. Ernst & Young's Independence Declaration is contained in the Directors' Report in the 2025 Annual Report.

## Internal Audit

During the reporting period, Regis outsourced its internal audit function to Deloitte. The internal audit function assessed and enhanced the Company's risk management and internal control processes. This function was overseen by the Company's Chief Financial Officer and provided regular reports to the Audit, Risk and Compliance Committee.

## Verification of Integrity of Unaudited Periodic Corporate Reports

The Board has approved the Company's Verification of Unaudited Periodic Corporate Reporting Policy (**Verification Policy**). The Verification Policy:

- Demonstrates the Company's commitment to ensuring the integrity, accuracy and completeness of its corporate reporting; and
- Provides for all Unaudited Periodic Corporate Reports to be verified by an Executive Owner prior to the Periodic Corporate Report being released.

## Risk Management

The Regis Risk Management Policy and Framework is approved by the Board. The Risk Management Framework provides for quarterly review of enterprise risks by the Executive team and reports to the Audit, Risk and Compliance Committee. These risks are managed under the Risk Management Policy and Risk Management Framework approved by the Board under which:

- Executive risk owners are responsible for documenting existing controls, proposed mitigating actions and residual risk ratings in accordance with the Risk Management Framework.
- Risk treatments of high and extreme risks and details of new or emerging risks identified by management are reviewed by the Audit, Risk and Compliance Committee.
- The business operates with due regard to the risk appetite approved by the Board.

A Review of the Risk Management Framework was undertaken during FY25. The framework meets external standards (e.g. ISO31000) and best practice requirements and was approved by the Audit Risk and Compliance Committee in February 2025.



# Responsible and Ethical Behaviour

## Core Values and Code of Conduct

The Board is committed to a high level of integrity and ethical standards in Regis business practices.

The Board has adopted a formal Code of Conduct which reflects the Company's values of integrity, honesty and respect. The Code outlines how Regis expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards. All Regis workers (including temporary employees, contractors, Executives) and Directors must comply with the Code of Conduct.

Regis' core values are set out in Regis' Code of Conduct (the 'Regis Way') which explains the values and expectations of Regis workers and Directors. The Regis Values are:

- Optimism – we are enthusiastic about what we do
- Passion – we make a positive difference every day
- Integrity – we act in a professional and ethical manner at all times
- Respect – we listen, we are polite and treat every person with courtesy

A copy of the Code is available on Regis' website at [www.regis.com.au/investor-information/corporate-governance/](http://www.regis.com.au/investor-information/corporate-governance/)

The Company also complies with the Code of Conduct for Aged Care which was introduced on 1 December 2022 by the Australian Government following recommendations of the Royal Commission into Aged Care Quality and Safety, and the new Code of Conduct for Aged Care as set out in the new Aged Care Act 2024 which will take effect on 1 November 2025. The Code imposes legal obligations on how aged care providers, their governing persons (e.g. Board members), responsible persons and aged care workers must behave and interact with individuals receiving aged care.

## Anti-Bribery and Corruption Policy

Regis has zero-tolerance for bribery and corruption. The Board has adopted a robust Anti-bribery and Corruption Policy.

A copy of the Policy is available on Regis' website at [www.regis.com.au/investor-information/corporate-governance/](http://www.regis.com.au/investor-information/corporate-governance/)

Any substantiated material breaches of this policy, as determined by the Company Secretary or the relevant Executive General Manager, will be reported to the Chair of the Board, Chair of the Audit, Risk and Compliance Committee and the MD/CEO.

## Whistleblower Reporting

The Aged Care Act 2024 will take effect on 1 November 2025 and together with the Corporations Act set out obligations on entities relating to whistleblowing.

During the reporting period Regis has been revising its Whistleblower Policy in preparation for the Aged Care Act 2024.

Employees are encouraged and regularly reminded to report unlawful or unethical conduct under the current Whistleblower Protection Policy to the Company Secretary or the Company's independent reporting hotline.

A copy of the current Policy is available on Regis' website at [www.regis.com.au/investor-information/corporate-governance/](http://www.regis.com.au/investor-information/corporate-governance/)

The Company Secretary reports to the Board at each Board meeting (and more frequently as necessary) in relation to whistleblower reports received.

## Consumer Reporting

As part of our commitment to residents and clients, Regis has an independent reporting line for residents and clients and their families to provide feedback and report concerns in relation to accommodation, care and services provided.

Further information on how feedback can be provided and how this is used to improve what we do is available at: [www.regis.com.au/providing-feedback](http://www.regis.com.au/providing-feedback)

## Continuous Disclosure Policy

The Company places a high priority on communication with Shareholders and is aware of its obligations under the Corporations Act and the ASX Listing Rules, to keep the market fully informed of any information concerning the Company that is not generally available and that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

The Continuous Disclosure Policy requires Directors and senior management to be informed of and comply with their obligations regarding the timely disclosure of material price-sensitive information.

A copy of the Policy is available on Regis' website at [www.regis.com.au/investor-information/corporate-governance/](http://www.regis.com.au/investor-information/corporate-governance/)

Directors receive market announcements promptly after release to the ASX. Presentations to investors and analysts are released on the ASX Market Announcements Platform before they are presented.

## Dealing in Securities

The Company has implemented a Policy for Dealing in Securities, outlining prohibited conduct under the Corporations Act. This policy establishes a procedure for trading securities to prevent the misuse of unpublished information that may impact the value of securities, thereby protecting the Company, its Directors, and employees.

The Policy applies to all Directors, Officers and Executives of the Company and its related bodies corporate together with the connected persons of Directors, Officers, Senior Executives and designated employees.

A copy of the Policy is available on Regis' website at [www.regis.com.au/investor-information/corporate-governance/](http://www.regis.com.au/investor-information/corporate-governance/)

## Gender Diversity

The Board has formally approved a Diversity and Inclusion Policy to promote a safe, respectful and inclusive environment for all our people, including residents, clients and employees

Each year the Board sets measurable objectives with a view to progressing towards increased diversity at all levels of Regis including at Board and management level. In relation to gender diversity, the Board has set targets in accordance with the ASX Corporate Governance Principles and Recommendations including:

- Maintaining gender pay parity;
- Increasing female representation in management positions; and
- Retaining a gender balanced Board and Executive.

A summary of the Company's progress towards achieving the measurable objectives set out under the Diversity and Inclusion Policy and details of the measurable objectives set under the Diversity and Inclusion Policy for the next financial year are contained in the 2025 Annual Report.

A copy of the Diversity and Inclusion Policy is available on Regis' website at [www.regis.com.au/investor-information/corporate-governance/](http://www.regis.com.au/investor-information/corporate-governance/)

Regis is included in the S&P/ASX 300 Index and has already achieved equal gender diversity in the composition of its Board. Regis has also achieved equal gender diversity at Executive level. The following table sets out the proportion of men and women on the Board, in Executive positions and across the group as a whole as at 30 June 2025.

	Female	Male
Board*	66.66%	33.33%
Executives*	50%	50%
All Employees	78.51%	21.47%

\* Board and Executives include MD/CEO

The Company's most recent "Gender Equality Indicators" under the Workplace Gender Equality Act are available on Regis' website at [www.regis.com.au/investor-information/corporate-governance/](http://www.regis.com.au/investor-information/corporate-governance/)

## Sustainability

Sustainability is the integration of environmental, social and governance (ESG) factors into the Company's decision making to create short and long term Shareholder value.

Regis' Sustainability Governance Structure includes the Board as responsible for reviewing and approving Regis' Sustainability strategy, policies, and performance with the support of the following Committees:

- Property Committee in respect of the development and implementation of Sustainability strategies, initiatives and policies;
- Audit, Risk, and Compliance Committee for overseeing Sustainability reporting and Sustainability risk management;
- People and Remuneration Committee in respect of overseeing sustainability-related performance targets and hurdles.

Regis sustainability initiatives are included in the 2025 Annual Report. Environmental and social risks are further set out with other Key Risks under the Operating and Financial Review section of the 2025 Annual Report. With the introduction of AASB S2 Climate-related disclosures from FY26, mandatory disclosures as required by the standard will be included in the FY26 Annual Report.

The Company's risk management activities consider environmental, social and governance risks in the areas of:

- Quality of care and clinical service delivery
- Workplace Health and Safety
- Staff recruitment and retention
- Corporate governance
- Aged care regulatory framework, compliance and funding
- COVID-19
- Business continuity, including Information Technology and Cyber Security
- Climate related risks and opportunities

These risks are managed in accordance with the Risk Management Policy and Risk Management Framework.



## Communications with Shareholders

The Company is committed to keeping Shareholders informed about significant developments impacting the Company's affairs.

The Company acknowledges the need for current and potential investors to access information periodically. The Company has implemented an investor relations program designed to enable two-way communication with investors, in line with its continuous disclosure obligations.

Under this program, the Company provides information regularly to Shareholders and other stakeholders through various forums and publications, including:

- Half-year results announcement
- Full-year results announcement
- Annual General Meeting (AGM)
- Annual Report
- ASX announcements
- Company's website at [regis.com.au](http://regis.com.au)

All ASX announcements are posted on the Company's website as soon as practicable following the release by the ASX. The website also contains a facility for Shareholders to direct queries to the Company.

The Shareholders of the Company are tasked with voting on the election of Directors at the Annual General Meeting (AGM) in accordance with the Constitution. All Directors, except for the Managing Director/CEO, are required to seek re-election by rotation at least every three years. The AGM also offers Shareholders the opportunity to participate in the meeting and to vote on business items requiring Shareholder approval. All formal resolutions are determined by a poll rather than by a show of hands.

Shareholders have the opportunity to communicate with Directors and Executives during the Annual General Meeting, which is scheduled in a manner that maximises shareholder attendance and participation. The Company provides a live audio broadcast of the AGM and subsequently makes an archived version available on its website.

The Company's auditors are represented by a partner from the firm at the Annual General Meeting who is available to answer Shareholder questions about the audit.

Shareholders are encouraged to receive communications from the Company's security registry electronically.

The Company conducts briefings with investors and analysts throughout the year to discuss financial results and other important announcements.

