

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Healthia Limited
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ABN/ARBN

85 626 087 223
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Financial year ended:

30 June 2022
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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://investors.healthia.com.au/investor-centre/?page=corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 30 September 2022 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:

Name of authorised officer  
authorising lodgement:

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<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://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</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 <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>
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul> </li> </ul> <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"/></p> <p>and we have disclosed a copy of our diversity policy at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a> and we have disclosed the information referred to in paragraph (c) at page 2 of our Corporate Governance Statement</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>
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(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.</li> </ul>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at Item 3.6 of our Board Charter and whether a performance evaluation was undertaken for the reporting period in accordance with that process at page 3 of our Corporate Governance Statement</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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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) at pages 21-32 of our Remuneration Report in our 2022 Annual Report, a copy of which has been lodged with ASX and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the 2022 Annual Report</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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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 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://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a> and the information referred to in paragraph (4) at page 22 of our 2022 Annual Report and the information referred to in paragraph (5) at page 21 of our 2022 Annual Report</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 type="checkbox"/> and we have disclosed our board skills matrix at:</p>	<p><input checked="" 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 at pages 18-21 of our 2022 Annual Report and the length of service of each director at pages 18-21 of our 2022 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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>
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" 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 type="checkbox"/>	<input checked="" 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 at: <a href="https://www.healthia.com.au/our-philosophies/">https://www.healthia.com.au/our-philosophies/</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://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</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://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</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://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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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 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"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>and the information referred to in paragraphs (4) and (5) at pages 6-7 of our 2022 Corporate Governance Statement and page 18 of our 2022 Annual Report</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://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</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://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</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 at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=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



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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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://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a> and the information referred to in paragraphs (4) and (5) at page 9 of our 2022 Corporate Governance Statement</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 at page 10 of our 2022 Corporate Governance Statement</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"/> We have disclosed the fact that Healthia do not have an internal audit function and the processes it employs for evaluating and continually improving the effectiveness of our risk management and internal control processes at page 10 of our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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>
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 at page 10 of our 2022 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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<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://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a> and the information referred to in paragraphs (4) and (5) at pages 10-11 of our 2022 Corporate Governance Statement</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 at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=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 our policy on this issue or a summary of it at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</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.	Not applicable	Not applicable
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	Not applicable	Not applicable



# CORPORATE GOVERNANCE STATEMENT 2022



Australia's Leading  
Allied Health Group



## HEALTHIA LIMITED ACN 626 087 223 (“Healthia”)

### CORPORATE GOVERNANCE STATEMENT | For the year ended 30 June 2022

The governance measures adopted by the board of directors of Healthia (“Board”) reflect the Board’s endorsement of the recommendations contained in the ASX Corporate Governance Council’s Principles and Recommendations, 4<sup>th</sup> edition (the “Principles”). This Corporate Governance Statement discloses the extent to which Healthia complies with the Principles and if it does not, why not. The commentary addresses the reasons for any departure from the requirements and the following table has been used to summarise the status of Healthia’s compliance with the Principles:

This Corporate Governance Statement was approved by the Board and is current as at 30 September 2022. The statement and information identified therein are available on Healthia’s website at <https://investors.healthia.com.au/investor-centre/?page=corporate-governance>

ASX Recommendation		Compliant with ASX Recommendation	Commentary
<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.	Yes	The Board has outlined in the Board Charter, the Board’s roles and responsibilities and has established a clear distinction between its functions and those delegated to management.  Members of the management team are provided with clear position descriptions and operate under a delegation of authority policy adopted by the Board.  A copy of <i>Board Charter</i> is located at <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a>
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	Yes	Any director that is being considered for appointment to the Board is subject to appropriate checks prior to their appointment including criminal records checks, bankruptcy checks, disqualified person checks and background checks to verify their educational and employment history.

	(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.		Healthia provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director at general meetings.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	All directors and senior executives have written agreements with Healthia setting out the terms and conditions of their appointment.
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.	Yes	The Company Secretaries are accountable directly to the Board, through the Chairperson on all matters to do with the proper functioning of the Board.
1.5	<p>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>	Yes	<p>Healthia's Diversity and Inclusion Policy is located at <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>Healthia supports a diverse and inclusive workplace and is committed to creating a culture which is flexible and adapts to the changing needs of the allied health industry. Healthia is committed to diversity and including principles and promoting a work environment conducive to the merit-based appointment of employees, senior and executive management and directors.</p> <p>Healthia set a gender diversity target for FY22 that at least 30% of non-executive directors are to be female, that the proportion of females employed within the executive team be greater than or equal to 40% and that the proportion of females employed by Healthia be greater than or equal to 40%.</p> <p>As at 30 June 2022, women represented 33% of non-executive directorships and 36% of executives, with women comprising 68% of Healthia's overall workforce.</p> <p>While Healthia is mindful that it has not met all of its targets, it continues in its commitment to advancing gender equality throughout its workforce.</p> <p>Healthia has set a gender diversity target for FY23 that at least 30% of non-executive directorships are to be held by a female and a target of at least 50% of all senior and executive managers and other employees of Healthia being female.</p>

	If the entity was in the S&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.		
1.6	<p>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>	Yes	<p>Healthia confirms that a Board evaluation and skill review took place during FY22. Results of the review were presented to the Chair and the Board and while the review did not identify any significant areas of concern, a number of enhancements have been identified for consideration and implementation by the Board. A program of work to adopt these enhancements has been generated and is being implemented. These relate to maturing Healthia's risk management framework, Board succession and continuously improving Board reporting to monitor acquisitions and performance of those acquisitions.</p>
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>	Yes	<p>Healthia confirms that performance reviews for senior executives take place at least annually, and that these occurred within FY22. The Nomination and Remuneration Committee is responsible under its charter for overseeing these reviews.</p> <p>For further details on the remuneration structure and review process, please refer to the Remuneration Report which is contained in Healthia's 2022 Annual Report available at <a href="https://investors.healthia.com.au/investor-centre/?page=asx-announcements">https://investors.healthia.com.au/investor-centre/?page=asx-announcements</a>.</p>
<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>	Yes	<p>The Board has formed a Nomination and Remuneration Committee. The members of this committee are:</p> <ul style="list-style-type: none"> <li>- Lisa Dalton (Independent Non-Executive Committee Chair);</li> <li>- Paul Wilson (Independent Non-Executive Committee Member); and</li> <li>- Glen Richards (Non-Independent Non-Executive Committee Member).</li> </ul> <p>The Nomination and Remuneration Committee met on 2 occasions during FY22 with all Committee members being present at these meetings.</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>A copy of the Nomination and Remuneration Committee Charter is located at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></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.	Yes	<p>The Board has been structured to comprise experienced directors and executives with a broad and diverse range of business experience.</p> <p>Clause 3.5(a) of the Board Charter sets out the aim of maintaining an appropriate mix of skills, experience, expertise and diversity on the Board over time. Further, the Board has appointed the Nomination and Remuneration Committee to make recommendations to and assist the Board in this process. A review of the strengths, weaknesses and skills of the current Directors was identified in the Company's Board evaluation and skills review which took place during FY22.</p> <p>The skills, experience and capabilities of the current Directors are set out in Healthia's 2022 Annual Report available at <a href="https://investors.healthia.com.au/investor-centre/?page=asx-announcements">https://investors.healthia.com.au/investor-centre/?page=asx-announcements</a>.</p> <p>The Board skills matrix is appended to this Corporate Governance Statement.</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>	Yes	<p>The independent directors of Healthia are considered to be Lisa Dalton and Paul Wilson.</p> <p>Healthia's Chairperson, Glen Richards, is not deemed to be independent as he is a Substantial Shareholder of Healthia. Notwithstanding, the Board considers that Glen Richards brings independent thought and judgement when making decisions about Healthia.</p> <p>The appointment dates for each of the current Directors are set out below. All Directors remain directors of Healthia as at the date of this statement:</p> <p>- Glen Richards: appointed on 10 May 2018</p>

	(c) the length of service of each director.		<ul style="list-style-type: none"> <li>- Lisa Dalton: appointed on 10 May 2018</li> <li>- Paul Wilson: appointed on 10 May 2018</li> <li>- Darren Stewart: appointed on 10 May 2018</li> </ul> <ul style="list-style-type: none"> <li>- Wesley Coote: appointed on 29 April 2019</li> <li>- Colin Kangisser: appointed on 1 December 2020</li> <li>- Lisa Roach: appointed on 22 April 2022</li> </ul>
2.4	A majority of the board of a listed entity should be independent directors.	No	<p>Healthia has departed from Recommendation 2.4 by having a Board which comprises of 2 independent directors and 5 directors who are deemed not to be independent.</p> <p>Healthia does not consider this departure to be materially detrimental to the Company and concluded that non-executive Director, Glen Richards, brings experience, objective and unbiased judgement to the Board's deliberations and that the executive Directors (Wesley Coote, Darren Stewart, Colin Kangisser and Lisa Roach) provide a deep understanding of the podiatry, physiotherapy and optometry industries within which Healthia operates.</p> <p>Chairperson, Glen Richards is not deemed to be independent given he is a Substantial Shareholder of Healthia.</p> <p>Healthia will continue to assess the Board composition and if deemed appropriate will make any necessary changes to ensure effective governance of the Group.</p>
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.	No	<p>While the Chairperson, Glen Richards, is not the same person as CEO of Healthia (being Wesley Coote), Healthia has departed from Recommendation 2.5 in that the Chairperson is not deemed to be independent given he is a Substantial Shareholder of Healthia.</p> <p>The Board does not consider this departure to be materially detrimental to Healthia and has concluded that Glen Richards is not charged with the management of Healthia and as such there is appropriate separation between him and those responsible for the management of Healthia.</p>
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	Yes	<p>All non-executive directors were inducted into the business of Healthia prior to accepting their appointment and have received continuing information on Healthia and its operations since being appointed. Directors are given regular presentations and business updates by management. Any new director is given</p>

	development to maintain the skills and knowledge needed to perform their role as directors effectively.		the same induction programme which consists of key documents, meetings with the managing director and senior executives and visits to operating sites.
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	Yes	Healthia has articulated its values on its website located at: <a href="https://www.healthia.com.au/our-philosophies/">https://www.healthia.com.au/our-philosophies/</a>
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.	Yes	Healthia has adopted a Code of Conduct, which is located at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a> Any material breaches of the Code of Conduct will be reported to the Board.
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.	Yes	Healthia has adopted a Whistleblower policy, which is located at <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a> Any investigation or reports under this policy are provided to the Audit and Risk Committee. There have been no matters reported to the Audit and Risk Committee during FY2022.
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.	Yes	Healthia has adopted an Anti-Bribery and Corruption Policy which is located at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a> Any material breaches of this policy are reported to the Board. There have been no material breaches during FY2022.
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY IN CORPORATE REPORTS</b>			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board,	Yes	The Board has formed an Audit and Risk Committee. The members of this committee are: <ul style="list-style-type: none"> <li>- Paul Wilson (Independent Non-Executive Committee Chair);</li> <li>- Lisa Dalton (Independent Non-Executive Committee Member); and</li> <li>- Glen Richards (Non-Independent Non-Executive Committee Member).</li> </ul> A copy of the Audit and Risk Committee Charter is located at:

	<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><a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>The relevant qualification and experience of the members of the Audit and Risk Committee are set out in Healthia's 2022 Annual Report available at <a href="https://investors.healthia.com.au/investor-centre/?page=asx-announcements">https://investors.healthia.com.au/investor-centre/?page=asx-announcements</a>.</p> <p>The Audit and Risk committee met on 4 occasions during FY22 with all Committee members being present at these meetings.</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.	Yes	<p>The Audit and Risk Committee is responsible for, as provided for in the Committee's Charter, reviewing the Company's financial statements with management and the external auditor prior to making recommendations to the Board and includes reviewing the Company's processes and receipt of attestations from the Group CEO and CFO relating to the Company's financial reports and statements.</p> <p>Healthia confirms it has received declarations from each of Healthia's Group CEO and CFO for the period ending 30 June 2022 as required by this Recommendation.</p>
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.	Yes	Healthia undertakes a process of verification, typically in conjunction with external legal or financial advisors as appropriate, for price sensitive reports which have not been audited or reviewed by an external auditor.
<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.	Yes	<p>Healthia has established a written Market Disclosure and Communications Strategy Policy to ensure compliance with ASX Listing Rule disclosure requirements.</p> <p>A copy of the Market Disclosure and Communications Strategy policy is located at:</p> <p><a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Healthia's Board receives copies of all material market announcements promptly after release on the Company's Announcement Platform.
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.	Yes	<p>Healthia has established a written Market Disclosure and Communications Strategy Policy to ensure compliance with ASX Listing Rule disclosure requirements at:</p> <p><a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>Healthia communicates presentation and presentation materials through the ASX announcement platform and the Investor centre at:</p> <p><a href="https://investors.healthia.com.au/investor-centre">https://investors.healthia.com.au/investor-centre</a></p>
<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.	Yes	<p>Information about Healthia and its governance is available on the Healthia website at:</p> <p><a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	Healthia maintains an up to date website that contains information about Healthia and its business. Healthia has engaged Principle IR to assist with effective two-way communications with its investors.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	<p>Healthia's Market Disclosure and Communications Strategy policy sets out the policies and processes it has in place to facilitate and encourage participation at meetings of security holders. A copy of Healthia's Market Disclosure and Communications Strategy policy is located at:</p> <p><a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p>

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.	Yes	Healthia complies with this recommendation and poll results for Healthia's AGM were released via an ASX announcement on 17 November 2021.
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.	Yes	All shareholders of Healthia are able to communicate with Healthia and its share registry electronically and this method of communication is encouraged.
<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>	Yes	<p>The Board has established an Audit and Risk Committee. A copy of the Audit and Risk Committee Charter is located at:</p> <p><a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>The members of the Audit and Risk Committee are:</p> <ul style="list-style-type: none"> <li>- Paul Wilson (Independent Non-Executive Committee Chair);</li> <li>- Lisa Dalton (Independent Non-Executive Committee Chair); and</li> <li>- Glen Richards (Non-Independent Non-Executive Committee Member).</li> </ul> <p>The Audit and Risk committee met on 4 occasions during FY22 with all Committee members being present at these meetings.</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</p>	Yes	<p>The Board has appointed the Audit and Risk Committee to assist it with discharging its oversight function in respect of material business risks and to determine if the system of risk management is sound.</p> <p>The risk management framework of Healthia has been reviewed by the Audit and Risk Committee for period ending 30 June 2022.</p>

	(b) disclose, in relation to each reporting period, whether such a review has taken place.		
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>	Yes	<p>Healthia does not have an internal audit function. Healthia considers that it is not cost effective to have an internal audit function at this point in time given the size and complexity of the business. Healthia will continue to monitor the need for establishing and implementing an internal audit function.</p> <p>The Board works with management to review the management assurance function, to provide assurance to the Board on the effectiveness of internal controls and to recommend improvements to those controls. Where necessary, independent third parties are requested to undertake audits of specific parts of the business (such as cyber security).</p> <p>Healthia's processes for evaluating and improving the effectiveness of its risk management and internal control processes is contained in its Audit and Risk Management Committee Charter a copy of which is located at:</p> <p><a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p>
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.	Yes	<p>Healthia will, at the end of each reporting period, 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. The relevant information in this regard is set out in Healthia's 2022 Annual Report available at <a href="https://investors.healthia.com.au/investor-centre/?page=asx-announcements">https://investors.healthia.com.au/investor-centre/?page=asx-announcements</a>.</p>
<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> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual</li> </ol>	Yes	<p>The Board has established a Nomination and Remuneration Committee. A copy of the <i>Nomination and Remuneration Committee Charter</i> is located at:</p> <p><a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>The members of the Nomination and Remuneration Committee are:</p> <ul style="list-style-type: none"> <li>- Lisa Dalton (Independent Non-Committee Chair),</li> <li>- Paul Wilson (Independent Non-Committee Member); and</li> <li>- Glen Richards (Non-Independent Non-Executive Committee Member).</li> </ul> <p>The Nomination and Remuneration Committee met on 2 occasions during FY22 with all Committee members being present at these meetings.</p>

	<p>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>		
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.	Yes	<p>A copy of the <i>Nomination and Remuneration Committee Charter</i> is located at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>Details of the remuneration structure for non-executive directors, executive directors and other senior executives is contained in Healthia's 2022 Annual Report available at <a href="https://investors.healthia.com.au/investor-centre/?page=asx-announcements">https://investors.healthia.com.au/investor-centre/?page=asx-announcements</a>.</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>	Yes	<p>Healthia has adopted a Securities Trading Policy a copy of which is located at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>Healthia complies with Recommendation 8.3(b). Clause 3.1(d) of this Policy provides as follows:</p> <p><i>"The purchase or creation of Hedge and/or Derivatives attached to or based on Company Securities is not allowed – Employees and Directors must not use, or allow to be used, any Derivatives or other products which operate to limit the economic risk of Company Securities that are unvested or vested but subject to disposal restrictions."</i></p>
<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	Not applicable	Healthia does not have a director in this position and this recommendation is therefore not applicable.



	discussions at those meetings and understands and can discharge their obligations in relation to those documents.		
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Not applicable	Healthia is established in Australia 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.	Not applicable	Healthia is established in Australia and is not an externally managed listed entity and this recommendation is therefore not applicable.