



# Diagnostics for life



 **healius**

Corporate Governance  
Statement 2025

# 2025 Corporate Governance Statement

Healius Limited (**Healius**) recognises that effective corporate governance is critical to the long-term success of Healius and its subsidiaries (together, the **Healius Group**). The Board of Directors and executive leadership team of Healius are committed to maintaining and enhancing a strong corporate governance framework.

The ASX Corporate Governance Council has published corporate governance principles and recommendations for ASX listed entities (**ASX Recommendations**) which in the Council's view are likely to achieve good governance outcomes and meet the reasonable expectations of most investors. The Healius Board is committed to implementing high standards of corporate governance which align with Healius' values and give due consideration to the ASX Recommendations.

ASX Listing Rule 4.10.3 requires ASX listed entities to report annually on the extent to which they have followed the ASX Recommendations and where they have not followed an ASX Recommendation, to state its reasons and what, if any, alternative practices the entity adopted.

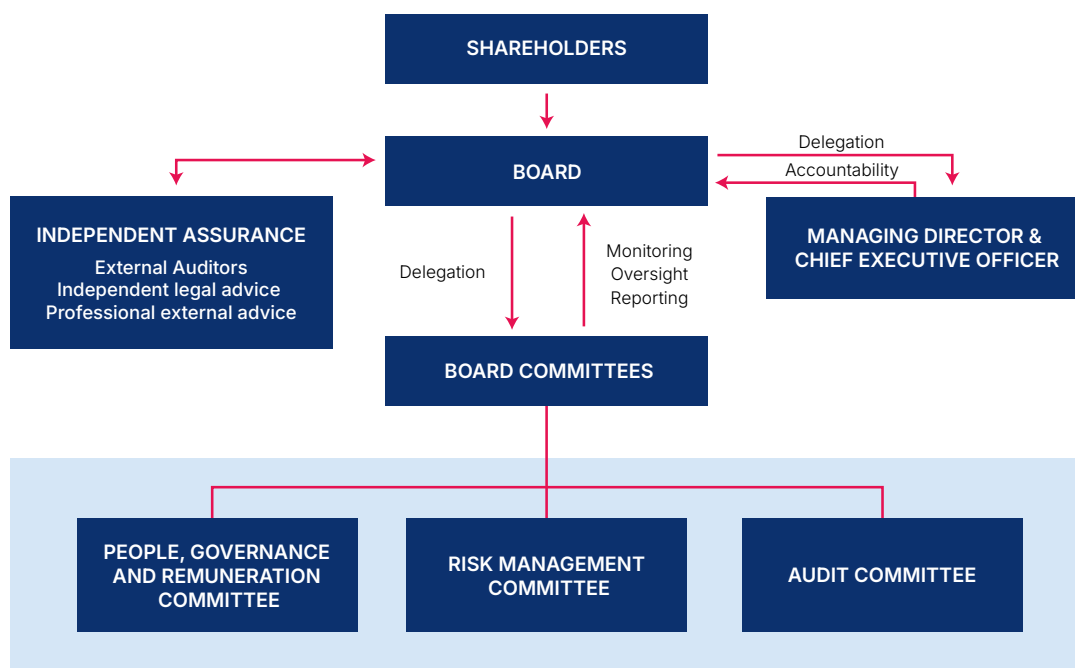
This Corporate Governance Statement describes the main features of the corporate governance framework, policies and practices of the Healius Group. The Board considers Healius' corporate governance framework to have been fully compliant with the 4th edition of the ASX Recommendations throughout the financial year ended 30 June 2025.

This Statement and all Charters and Policies referenced in this Statement are available on the Corporate Governance page of Healius' website at [www.healius.com.au/about-us/corporate-governance/](http://www.healius.com.au/about-us/corporate-governance/).

This Statement was approved by the Healius Board on 25 September 2025.

## Healius' Corporate Governance Framework

The key components of Healius' corporate governance framework are shown in the following diagram:



The purpose of Healius' corporate governance framework is to assist our people to make good decisions that promote the longer-term success of the Healius Group. Central to the behaviours, leadership attributes and decision-making of our people are Healius' values.

The Board is committed to Healius being a good corporate citizen with a culture that values high standards of ethical and socially responsible conduct. The Board, including through its various Board Committees, is responsible for setting, assessing and reinforcing the Healius culture.

The Board Committees have been delegated authority to assist the Board with specific areas of responsibility such as remuneration, risk management, Director selection, audit and financial reporting.

The Managing Director & Chief Executive Officer (**CEO**), in conjunction with members of the Executive Leadership Team (**ELT**) who report to the CEO, are responsible for day-to-day management of the business and report to the Board on a regular basis.

The biographies of the Board members are included in the 2025 Annual Report.

# 2025 Corporate Governance Statement

## Principle 1: Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

### Board functions

Healius' Board Charter sets out the role and responsibilities and reserved powers of the Board; and those matters delegated to management.

The Board's responsibilities include:

- demonstrating leadership, defining the Company's purpose, setting the objectives of the Company and overseeing the strategy employed to achieve those objectives,
- protecting and optimizing Company performance to build sustainable value for shareholders,
- demonstrating leadership, setting the Company's purpose and objectives and overseeing the strategy employed to achieve those objectives,
- selection, appointment, performance evaluation, remuneration and succession planning in relation to the CEO,
- approving criteria for and the appointment and removal of the Chief Financial Officer,
- monitoring performance in relation to the Chief Financial Officer and other executive direct reports to the CEO,
- ensuring shareholders are kept informed of the Company's performance and major developments affecting its state of affairs,
- overseeing the adoption and maintenance of a prudent and effective risk management framework that supports the achievement of the Company's objectives,
- ensuring that the Company's relationships in the community and with its key stakeholders (including employees, healthcare practitioners, patients, regulators, government and the community) are preserved, protected and managed to facilitate the achievement of the Company's objectives,
- approving capital allocation and monitoring capital management including any related capital management policy.

From time to time, the Board may establish Board Committees to streamline the discharge of its responsibilities. The Board may also delegate specific functions to ad hoc committees as needed.

The Board has established three Board Committees:

- Audit,
- People, Governance and Remuneration,
- Risk Management.

The Board holds at least ten formal Board meetings each year and also meets whenever necessary to carry out its responsibilities. During these meetings, the Directors:

- receive reports from, and ask questions of, Management,
- raise and discuss concerns, and
- vote on matters presented for approval.

### Managing Director & Chief Executive Officer (CEO)

The key responsibilities of the CEO, Paul Anderson, are:

- developing the Healius Group's strategic initiatives,
- leading the ELT,
- managing the Healius Group's business divisions,
- implementing the strategy approved by the Board.

### Recommendation 1.2: Provision of information to securityholders

Healius follows the ASX recommendations relating to the provision to securityholders of all information relevant to a decision on whether or not to elect or re-elect a particular individual as Director and the undertaking of criminal and insolvency background checks on candidates for the office of Director.

# 2025 Corporate Governance Statement

## Recommendation 1.3: Agreements with Directors and Senior Executives

Healius has service agreements in place for the CEO and each member of the ELT. The service agreements set the key terms of their appointment, remuneration arrangements and entitlements on termination. All current Directors are fully aware of the terms of their appointment including their roles and responsibilities.

Healius' appointment process for Non-Executive Directors includes the provision of a letter of appointment setting out the Company's expectations of directors. The Board considers that the appointment arrangements for Directors adequately protects the interests of Healius and our security holders.

## Recommendation 1.4: Group Company Secretary

Our Group Company Secretary is responsible for advising the Board and its Committees on governance matters (covering all matters relating to the proper functioning of the Board and its Committees), monitoring the Board and Committee policies and procedures, and ensuring the efficient administration of Board meetings. The Group Company Secretary is directly accountable to the Board in that the role reports to the Chair. The Board Charter requires that the Group Company Secretary to attend Board and Committee meetings as minute secretary.

## Recommendation 1.5: Diversity at Healius

Healius considers diversity to be an essential attribute in achieving superior outcomes for securityholders and other stakeholders.

In 2022, Healius launched a new Diversity, Equity, Inclusion and Belonging Policy to recognise the importance of and confirm its commitment to, building a workforce that reflects the diversity of the people and communities we serve. It is important that our people know the value the Healius Group places on diversity, equity, inclusion and belonging, to create welcoming workplaces and teams where our people can thrive. This enables the Group to shape itself in responsive and culturally appropriate ways.

The Diversity, Equity, Inclusion and Belonging Policy tasks the Board with setting and reviewing measurable Diversity, Equity, Inclusion and Belonging objectives including targets recommended by the People, Governance and Remuneration Committee.

The Board's People, Governance and Remuneration Committee is responsible for approving:

- the setting of measurable objectives for achieving gender diversity in the composition of the Board, Senior Executives and our workforce generally,
- disclosure of the objectives, the Company's progress towards achieving the objectives, and other matters required to be disclosed under the ASX Recommendations, and
- monitoring other indicators of diversity (such as race, cultural background, sexuality, gender identity, faith and religious identity) and measures to foster and enhance such diversity,
- approving the Company's Diversity Policy.

When identifying candidates for appointment to the Board, the People, Governance and Remuneration Committee ensures that internal and external assessments of potential candidates include a search for suitably qualified and experienced women and men. To promote equality and gender diversity when appointing Board members, the Board plays an active role in the interview process after the selection panel recommends a shortlist of candidates.

In July 2020, the Board adopted a gender target, to be achieved by 31 December 2022, of 40% male, 40% female and 20% of any gender.

When developing and implementing recruitment and selection processes, Healius ensures that all candidates are considered and selected based on individual skills, experience and merit, in line with all equal opportunity and anti-discrimination legislation. Our Standards of Behaviour & Conduct Policy promotes respect for others, integrity and fairness in the workplace. All Directors, employees and contractors must adhere to those principles within the framework of the policy.

Across the Healius Group, gender composition as at 30 June 2025 was 75% females and 25% males. We participate in, and are compliant with, the annual WGEA reporting program. Healius remains focused on gender diversity in particular, increasing female representation within the Executive and General Manager ranks.

Healius has pledged support for the 40:40 Vision, an initiative led by superannuation fund HESTA. 40:40 Vision seeks to achieve gender balance – 40% women, 40% men and 20% any gender – across the senior leadership of all ASX200 companies by 2030. To achieve this, we are looking at initiatives that will support further gender balance in leadership roles, including ensuring gender balance in talent identification and succession planning.

# 2025 Corporate Governance Statement

## Healius Group Workplace Gender Profile as at 30 June 2025

GENDER REPRESENTATION ACROSS MANAGER OCCUPATIONAL CATEGORIES	FEMALE	MALE
Non-Executive Directors	3	4
Key Management Personnel	3	6
Other Executive/General Managers	2	5
Senior Managers	25	33
Other Managers	29	13
Total All Managers	60	56

- Key Management Personnel has the meaning given to that term in the *Corporations Act 2001* (Cth).
- Other Executive/General Managers are those general managers largely tasked with managing state operations, or functional responsibility, or a direct report of a functional Group Executive.
- Senior Managers are responsible for a function, department within a business unit or function, or outcome. They are more likely to be involved in a balance of strategic and operational aspects of management. Some decision-making at this level would require approval from either of the two management levels above. They may also be responsible for resourcing a budget.
- Other Managers are those who plan, organise, direct, control and coordinate an operational function. They usually oversee day-to-day operations, working within and enforcing defined company parameters. These individuals implement, determine, monitor and review strategies, policies and plans to meet business needs relating to their own function/work area. An "Other Manager" is accountable for a defined business outcome which generally involves the management of resources that also includes time management, coordination of different functions of people, financial resources and other assets. Line managers are also included in this category.

We are focused on creating a working environment where people thrive, by ensuring they have the right tools, support, and opportunities to bring out their best.

### Recommendation 1.6: Board performance

The performance of the Board, its Committees and individual Directors is assessed and reviewed by the Board and facilitated by the Chair and the Group Company Secretary. To determine whether it is functioning effectively, the Board periodically reviews its corporate governance policies and processes and performs an evaluation of its performance. This process is confidential and involves both self and peer assessment. The evaluation is a useful tool for examining the role, composition, administration and effectiveness of the Board, its Committees and individual Directors.

The Board's responsibility for undertaking regular performance evaluation is documented in the Healius Board Charter. The most recent review took place in June 2024, and the outcomes of the review were shared with all of the Directors.

### Recommendation 1.7: Senior Executive performance

Key performance indicators are set for all members of the ELT and their performance is assessed annually against the KPIs.

# 2025 Corporate Governance Statement

## Principle 2: Structure the Board to be effective and add value

### Recommendation 2.1: Nomination Committee

The responsibilities of the Board's People, Governance and Remuneration Committee, include nomination matters such as making recommendations to the Board on the necessary and desirable skills and competencies of Directors and making recommendations to the Board regarding Board succession plans.

The Committee is also responsible for making recommendations to the Board regarding the development of a process for the evaluation of the performance of the Board, its Committees, and Directors and reviewing and approving the Company's Director induction program and Director professional development requirements.

As at 30 June 2025, the People, Governance and Remuneration Committee comprised four independent Non-Executive Directors:

- Sally Evans (Chair),
- Kate McKenzie,
- Charles Taylor,
- Kathy Ostin

This composition meets the ASX Recommendations in terms of the Committee Chair's independence, number of members and independence of members.

### Recommendation 2.2: Board skills matrix

The Board considers that its membership should consist of Directors with a broad range of skills, expertise, and experience from a diverse range of backgrounds. The names, skills, experience, expertise, and appointment dates of current Directors are set out on pages 20 to 22 of our 2025 Annual Report.













The current skills and experience of our Directors include the healthcare industry, financial, regulatory and business acumen and public company Board, Committee member and Chair experience.

The most recent update to the Healius Board Skills Matrix was carried out in 2025 following the sale of Lumus Imaging. The sale simplified Healius' operations and reset the business as a pathology focused business.

The first step in refreshing the Matrix involved reviewing the mix of skills included in the matrix against the skills the Board considers necessary for it to address existing and emerging business and governance issues and add value. This review process resulted in the following updated Board Skills Matrix.

# 2025 Corporate Governance Statement

## Healius Board Skills Matrix

SKILL AREA	DESCRIPTION	STRENGTH
<b>Pathology industry</b>	Deep understanding of the pathology sector with specific experience in product commercialisation.	
<b>Healthcare industry</b>	Relevant experience in the healthcare sector including deep understanding of medical referrers and ability to influence public policy development.	
<b>Strategy</b>	Relevant experiences in successfully developing and executing growth strategies that drive long-term growth through investment in emerging products and technologies.	
<b>Operational</b>	Senior executive experience in regulated or retail sectors with large distributed customer and service centres and/or manufacturing operations.	
<b>Customer</b>	Significant experience building differentiated customer experiences in a healthcare environment.	
<b>Financial acumen</b>	Ability to understand financial statements and reporting requirements of a listed company including financial risks and adequacy of financial controls.	
<b>Corporate finance</b>	Significant experience in capital markets including debt and equity raising, capital management disciplines and management of relevant stakeholders.	
<b>Innovation</b>	Capability in identifying and leveraging innovation in technology and digital services to enable and accelerate growth including use of AI.	
<b>Risk management</b>	Ability to manage key risks to successful delivery of the Company's strategy and creation of long term stakeholder value, including Health & Safety and Cybersecurity.	
<b>Sustainability</b>	Capability in integrating sustainability activities into strategic planning and reporting sustainability outcomes to relevant stakeholders.	
<b>People, culture &amp; remuneration</b>	Ability to set corporate culture to enable successful delivery of strategy. Understanding of executive remuneration framework, retention and succession planning.	
<b>Governance</b>	Experience in a listed environment and commitment to the highest standards of governance.	

Key  Advanced  Experienced  Developing

# 2025 Corporate Governance Statement

## Recommendations 2.3 & 2.4: Director independence

The Board is responsible for assessing and reviewing director independence annually and is required to adopt the definition of independence in the ASX recommendations. The Board recognises that having a majority of independent Directors is important in assuring security holders that the Board is able to exercise independent judgement.

The Board considers that all of the current Non-Executive Directors other than Neil Vinson meet the definition of independence under the ASX Recommendations.

As Mr Vinson is a current employee of Tanarra Capital, a substantial shareholder of the Company, the Board has assessed him as not being independent.

## Recommendation 2.5: The Chair

Our Chair is Kate McKenzie, an independent Non-Executive Director.

The Board Charter provides that the Chair's responsibilities include:

- managing conduct at, and frequency and length of, Board meetings,
- facilitating open and constructive communications and debate between members of the Board,
- being the key link between the Board, the CEO and the Company's senior management,
- being a main point of communication between the Board and the Company's shareholders,
- communicating the views of the Board to stakeholders.

## Recommendation 2.6: Board induction, information, advice and support

All new Directors participate in an induction program individually designed to help them understand the Healius Group's operations. The induction is coordinated by the Group Company Secretary and includes meetings with key management across all business divisions, visits and practical demonstrations at various sites. It also includes information about the Healius Group's history, operations, key stakeholders and corporate governance protocols.

The Board regularly considers the need for, and if considered appropriate, arranges, professional development for existing directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.



# 2025 Corporate Governance Statement

## Principle 3: Instill a culture of acting lawfully, ethically and responsibly

### Recommendation 3.1: Values

Healius has articulated and disclosed its values on its website and intranet. Following the reset of the business post the sale of Lumus Imaging, the Company is undertaking a review of its values and purpose statement.

### Recommendation 3.2: Code of Conduct

Healius has established a Standards of Behaviour and Conduct Policy which promotes ethical and responsible decision-making. The Board or, where appropriate, the most relevant Board Committee is to receive reports of material breaches of the Policy, including action taken in response to such breaches.

### Recommendation 3.3: Whistleblower Protection Policy

The Healius Group has had in place, for a number of years, a Whistleblower Protection Policy.

Healius is committed to a culture of corporate compliance and ethical behaviour generally. It is vital that improper conduct is disclosed through appropriate channels, and we are committed to protection of individuals who disclose instances or allegations of improper conduct occurring in relation to the Healius Group.

Through fostering openness and transparency, the Policy helps us develop increased levels of trust across the organisation and helps to give our stakeholders the confidence that they are engaged with an organisation committed to doing the right thing and swiftly detecting and addressing wrongdoing.

The Policy aims to ensure that any person making a Disclosure under the Policy is not personally disadvantaged or discriminated against for making that Disclosure.

The Board or, where appropriate, the most relevant Board Committee, receives reports of material breaches, including action taken in response to such breaches.

Healius has engaged an external third party service provider to provide a confidential and, if requested by a whistleblower, anonymous line of communication. This communication can take place by a number of channels including phone, e-mail and web. Healius has appointed Whistleblower Protection Officers and Whistleblower Investigation Officers to manage the day-to-day operation of the policy.

### Recommendation 3.4: Anti-bribery and anti-fraud Policy

We are committed to a culture of corporate compliance and ethical behaviour generally. Our Anti-bribery and anti-fraud Policy (which also encompasses anti-corruption measures) is an important aspect of instilling that culture.

The Board or, where appropriate, the most relevant Board Committee, receives reports of material breaches of the policy, including action taken in response to such breaches.

# 2025 Corporate Governance Statement

## Principle 4: Safeguard the integrity of corporate reports

### Recommendation 4.1: Audit Committee

The Healius Group has a formal and rigorous structure and process for verifying and safeguarding the integrity of our corporate reporting. The Audit Committee is a key part of this structure.

The Audit Committee's responsibilities include:

- reviewing and making recommendations to the Board regarding the Company's financial reporting and disclosure processes,
- assessing and making recommendations to the Board regarding whether the Company's external reporting is consistent with Committee members' information and knowledge and is adequate for shareholder needs,
- monitoring and making recommendations to the Board to ensure the Company has identified and regularly updates the Company's Financial Reporting Risks,
- reviewing and ensuring it receives the Financial Certifications and makes any enquiries necessary in relation to the Financial Certifications or the process supporting them,
- reviewing, approving and monitoring procedures for the selection and rotation of external audit engagement partners,
- reviewing and approving all external audit services and any non-audit services provided by the external auditor,
- reviewing and approving the compensation, the terms of engagement and other contractual terms of the external auditor.

As at 30 June 2025, the Audit Committee comprised the following members:

- Kathy Ostin (Chair), Independent Non-Executive Director
- Professor John Mattick, Independent Non-Executive Director
- Dr Michael Stanford, Independent Non-Executive Director
- Charles Taylor, Independent Non-Executive Director

This committee composition meets the ASX Recommendations in terms of the Committee Chair's independence, number of members and independence of members.

The relevant qualifications and experience of the members of the Audit Committee are set out on pages 20 to 22 of our 2025 Annual Report.

### Recommendation 4.2: CEO & CFO Declaration

Prior to the approval of Healius' financial statements for the half year and full year periods, the Board receives a written declaration from the CEO and the CFO with the following confirmations:

- the financial records of Healius have been properly maintained,
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company's financial position and performance,
- the above opinions have been formed on the basis of a sound system of risk management and internal control which is operating effectively.

In providing this assurance declaration, the CEO and the CFO require a comprehensive review from the business division managers as well as independent declarations of their respective business divisions' financial position.

### Recommendation 4.3: Processes for verification of non-audited/reviewed periodic corporate reports

In addition to the annual audited financial statements, Healius releases periodic corporate reports which may not be subject to review or audit by our external auditors, for example the Preliminary Final Report (Appendix 4E) and the Sustainability Report.

Where a periodic report is not subject to review/audit, we employ processes designed to minimise the chance of error in the report. These processes vary according to the report being issued. Generally, the process involves engaging with relevant internal stakeholders/subject matter experts throughout the report preparation process from start to finish, culminating in internal sign-off by relevant stakeholders that the portion of the report to which they have contributed is accurate.

In some cases, the process can leverage parallel verification processes. For example, the Preliminary Final Report, whilst not formally audited, leverages the parallel audit process which is conducted in the course of the review and release of the full year accounts, which typically occurs a few weeks after issue of the Preliminary Final Report.

All periodic reports are also subject to review and approval by the Board or a Board Committee before release and this approval process includes receipt of confirmation from management that the relevant report has been reviewed and is accurate.

# 2025 Corporate Governance Statement

## Principle 5: Make timely and balanced disclosure

### Recommendation 5.1: Continuous Disclosure

The Healius Group's Disclosure & Communication Policy sets out Healius' policy for complying with its continuous disclosure obligations. The Policy is designed to support the provision of timely, balanced and accurate information to the market. The Policy helps to ensure that we keep our security holders informed and that we comply with our continuous disclosure obligations under the Corporations Act and the ASX Listing Rules.

The Disclosure & Communication Policy details:

- the roles and responsibilities of directors, officers and employees in complying with Healius' continuous disclosure obligations,
- Healius' processes to identify, escalate and assess information for continuous disclosure and the authorisation of any market announcements,
- training provided to Healius Personnel to ensure all personnel understand the nature, and importance, of Healius' continuous disclosure obligations,
- Healius' authorised spokespersons.

The identification and monitoring of matters which may require disclosure, in accordance with Healius' continuous disclosure obligations, occurs regularly at ELT and Board meetings.

Healius' Disclosure & Communication Policy also stipulates the persons who are authorized to make public statements on behalf of Healius including with the investment community, analysts, media, regulators and government organisations.

To address the heightened risk of investors perceiving that Healius staff might be making financial gains by dealing on the basis of inside information leading up to the release of periodic financial reports, Healius prohibits Directors, the CFO and the Company Secretary from dealing in Healius securities leading up to the release of these reports. These restrictions are set out in the Company's Securities Trading Policy.

### Recommendation 5.2: Board receipt of material market announcements

All Directors receive an automatic email notification whenever an announcement is released on the ASX Market Announcements Platform.

### Recommendation 5.3: Investor or analyst presentations

All substantive investor or analyst presentations by Healius are released via the ASX Market Announcements Platform ahead of the relevant presentation.

# 2025 Corporate Governance Statement

## Principle 6: Respect the rights of security holders

### Recommendation 6.1: Provide information about the company and governance via the website

Healius provides ready access to information about itself, the Board, the leadership team and the Company's governance arrangements via its website. The website also contains copies of ASX announcements and information relating to shareholder meetings.

### Recommendation 6.2: Investor relations program

Healius uses various channels and technologies including webcasts and email broadcasts to communicate promptly, transparently and widely with investors. The Company's investor relations program includes investor briefings following the release of the half year and full year results. The Company also held an Investor Day during FY 2025 in person and via webcast to brief investors and provide an opportunity for investors to questions about the Company.

### Recommendation 6.3: Security holder participation at meetings

Healius facilitates and encourages participation at securityholder meetings by inviting investors to submit questions and votes in advance of the meeting and offering in-person and virtual attendance options.

### Recommendation 6.4: Polls

Our practice at all security holder meetings, including the AGM, is that all resolutions are decided by a poll rather than by a show of hands.

### Recommendation 6.5: Electronic communications

Security holders can send and receive communications with Healius and our share registry electronically through the Healius website. Security holders can also register to receive ASX announcements via e-mail through the Healius website.

# 2025 Corporate Governance Statement

## Principle 7: Recognise and manage risk

### Recommendation 7.1: Risk Management Committee

The primary role of Healius' Risk Management Committee is to assist the Board in the effective identification and management of the Company's material business risks. This Committee also assists the Board by monitoring, assessing and making Board recommendations relating to the Company's risk management system and monitoring whether the Group is operating within the Risk Appetite Statement adopted by the Group. The Committee also oversees the Group's insurance program.

As at 30 June 2025, the Risk Management Committee comprised the following Independent Non-Executive Directors:

- Dr Michael Stanford (Chair)
- Kate McKenzie,
- Sally Evans,
- Professor John Mattick

This committee composition meets the Council's criteria in terms of the Committee Chair's independence, number of members and independence of members.

The Risk Management Committee has the authority to seek any information it considers relevant to its functions from any Healius officer or employee. These personnel must readily provide the requested information. The Committee also has authority to conduct or direct any investigation it considers necessary.

### Recommendation 7.2: Risk management framework review at least annually

Healius' risk management framework was reviewed during FY 2025 by the Risk Management Committee and the Committee determined that the risk management framework continues to be sound.

### Recommendation 7.3: Internal Audit function

Healius has established an Internal Audit Charter, which sets out the model, structure, and role, of the Group's internal audit function. The purpose of Healius' Internal Audit Activity is to provide independent, objective assurance and consulting services designed to add value and improve Healius' operations. The Internal Audit Activity helps Healius accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management, and control processes.

The Internal Audit Activity has independent status within Healius to ensure its effectiveness. Internal Audit Activity is outsourced to external providers. The outsourced Internal Audit providers report for administrative purposes to Healius' Head of Risk; however, they retain unrestricted access to the Risk Management Committee to discuss relevant matters.

Following consultation with the Executive Leadership Team, and other relevant parties, a risk based Internal Audit Plan is prepared annually by the Head of Risk for the approval of the Risk Management Committee.

### Recommendation 7.4: Material exposure to economic, environmental and social sustainability risks

The Healius Group does not have any material exposure to economic, environmental or social sustainability risk as defined in the ASX Recommendations. Information on the keys risks of the business is provided in Healius' Annual Report.

The Group's operations are highly regulated and subject to a range of State and Commonwealth legislation and accreditation requirements.

An incident notification and response procedure is in place throughout the Group. Implementation of these policies is ultimately overseen by Senior Executives. A comprehensive insurance program and nationwide work health and safety program is in place and is reviewed annually.

# 2025 Corporate Governance Statement

## Principle 8: Remunerate fairly and responsibly

### Recommendation 8.1: People, Governance and Remuneration Committee

The composition of Healius' People, Governance and Remuneration Committee meets the criteria set out in the ASX Recommendations and is set out under Recommendation 2.1 on page 6 of this Corporate Governance Statement.

The responsibilities of the People, Governance and Remuneration Committee are set out in the Committee's Charter and include responsibilities in respect of remuneration.

For further details regarding the People, Governance and Remuneration Committee, please refer to page 6 of this Corporate Governance Statement.

### Recommendation 8.2: Remuneration of Non-Executive Directors, CEO and other Senior Executives

Information on Healius' policies and practices regarding the remuneration of Non-Executive Directors and the Managing Director and other Senior Executives are set out on pages 33 to 46 in our 2025 Annual Report.

### Recommendation 8.3: Economic risks under equity-based remuneration scheme

Healius' *Policy on Trading in Healius Securities* stipulates that Directors, Key Management Personnel and the Company Secretary and their controlled entities (each a Prohibited Person under the Policy) must not enter into a hedging arrangement or enter into any other arrangement which limits the economic risk related to any Healius Securities.



**healius**

[www.healius.com.au](http://www.healius.com.au)