Corporate Governance Statement 2026

Supporting better health outcomes for **Australians**

Healius Limited ACN 064 530 516

2026 Corporate Governance Statement

Overview

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. 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.

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 (**Board**) and Executive Leadership Team (**ELT**) of Healius are committed to maintaining and enhancing a corporate governance framework which aligns with Healius' values, gives due consideration to the ASX Recommendations and promotes responsible management and conduct by Healius and its directors, officers and employees.

During the year ended 30 June 2026 (**reporting period**), Healius' corporate governance arrangements and practices complied with the 4th edition of the ASX Recommendations.

This Statement outlines Healius' principal governance arrangements, is current as at 22 September 2026 and has been approved by the Board.

All Charters and Policies referenced in this Statement are available on Healius' website at https://www.healius.com.au/corporate-governance.

FY 2026 key corporate governance activities

The Board and its Committees periodically review Healius' corporate governance framework to ensure that it continues to be aligned with the ASX Recommendations, regulatory requirements, developments in corporate governance practices, stakeholder expectations, and Healius' strategic objectives.

Corporate governance activities undertaken in FY 2026 include:

- Board renewal activities including updating the Board Skills Matrix following Board changes during the year,
- Board training on psychosocial hazards and related legal obligations,
- Board briefings on sustainability reporting and the *Health Insurance Act 1973* (Cth) key obligations,
- completion of an externally facilitated cyber crisis management tabletop exercise aimed at ensuring an effective response in the event of an incident,
- currency reviews and updates to all Board and Committee Charters,
- currency reviews and updates to numerous policies including: the Anti-Bribery & Anti-Fraud Policy; the Code of Conduct (the **Values in Action Code**); the Diversity, Equity, Inclusion & Belonging Policy; the Policy on Trading in Healius Securities; the Privacy Policy; the Supplier Code of Conduct; and the Whistleblower Policy,
- currency review and update of Healius' Stakeholder Management Plan,
- development of an Artificial Intelligence (AI) Governance Framework to ensure AI is:
  - value-accretive, responsible and aligned to strategy,
  - lawful, safe, compliant and appropriately approved,
  - transparent, auditable and subject to appropriate oversight,
- elevation of Board meeting processes through improved structuring of agendas and updated report templates,
- introduction of:
  - a dedicated AI Policy (replacing and/or enhancing various existing policy materials related to AI),
  - a Bullying, Harassment, Sexual Harassment and Discrimination Policy to accompany new Values in Action Code,
  - a Human Rights Policy,
  - a new Protective Security Policy (and retirement of the Information Security Policy) to consolidate previously separate security domains – safeguarding of information assets and systems, personnel security, physical security and operational resilience – under a single policy and 'owned' by Healius' recently appointed and inaugural Chief Security Officer.

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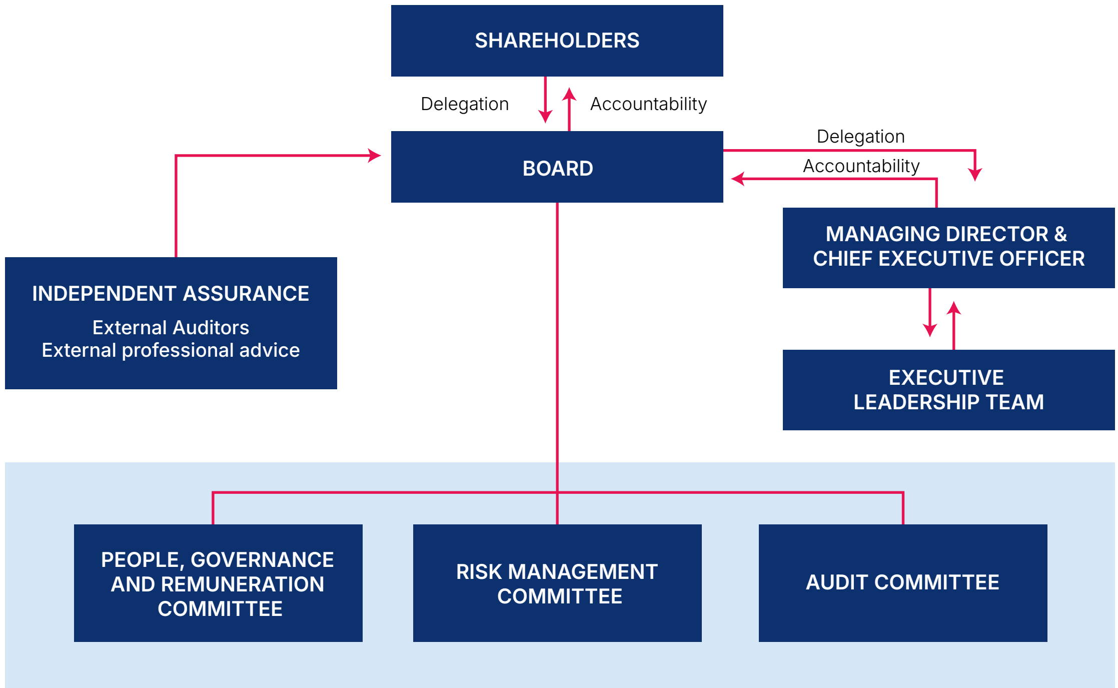
Healius' Corporate Governance Framework

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



The role of the Healius Board is to set Healius' strategic direction for the creation, maintenance and enhancement of long-term value, to guide and monitor the management of the Healius Group and its implementation of the Board approved strategy and to oversee good governance practice.

The Healius Board currently comprises eight directors, including seven independent non-executive directors. Detailed biographies of the directors, including their qualifications and date of appointment, are set out in Healius' 2026 Annual Report.

The Board has established three Board Committees – Audit Committee; People, Governance and Remuneration Committee; and Risk Management Committee – to assist the Board in fulfilling specific areas of its responsibilities.

The purpose of Healius' corporate governance framework is to assist the Board, the ELT and our people generally to make good decisions that promote the long-term success of the Healius Group. Central to the decision-making of our people as well as their behaviours and leadership attributes 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, with assistance from its People, Governance and Remuneration Committee, is responsible for setting, assessing and reinforcing the desired Healius culture.

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

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Principle 1: Lay solid foundations for management and oversight

The role of the Board

Recommendation 1.1: Delineate the respective roles of the Board and management

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 optimising Company performance to build sustainable value for shareholders,
- 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 (**CFO**),
- monitoring the performance of the CFO and other executive direct reports to the CEO,
- ensuring shareholders are kept informed of Healius' 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 Healius' objectives,
- ensuring that Healius' relationships in the community and with its key stakeholders (including employees, healthcare practitioners, patients, regulators and government) are preserved, protected and managed to facilitate the achievement of Healius' 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

The key responsibilities of the CEO are:

- developing Healius' strategic initiatives,
- leading the ELT,
- managing Healius' business functions,
- 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 a director and the undertaking of criminal and insolvency background checks on candidates for the office of director.

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.

Healius' appointment process for Non-Executive Directors includes the provision of a letter of appointment setting out the expectations of directors. The Board considers that the appointment arrangements for Directors adequately protects the interests of Healius and security holders. All current Directors are fully aware of the terms of their appointment including their roles and responsibilities.

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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 Board and Committee policies and procedures, and ensuring the efficient administration of Board and Committee meetings. The Group Company Secretary is directly accountable to the Board and in that the role reports to the Chair. The Board Charter requires that the Group Company Secretary 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. Healius is focused on creating a working environment where people thrive, by ensuring they have the right tools, support, and opportunities to bring out their best.

During FY 2026, Healius currency reviewed and updated its the Diversity, Equity, Inclusion & Belonging Policy (originally launched in 2022). The Policy confirms Healius' commitment to building a workforce that reflects the diversity of the people and communities it serves. Healius considers it to be important that its people know the value which the Healius Group places on diversity, equity, inclusion and belonging, to create welcoming workplaces and teams where people can thrive.

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.

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 Values in Action Code 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 Code.

Healius has pledged support for the 40:40 Vision, an initiative led by superannuation fund HESTA. The 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. Healius is currently meeting this target across its executive leadership with 40% female representation.

Healius' Diversity, Equity, Inclusion and Belonging Policy tasks the People, Governance and Remuneration Committee with responsibility for:

- approving the setting of measurable objectives for achieving gender diversity in the workforce in consultation with the CEO,
- monitoring the other indicia of diversity such as race, cultural background and the measures to foster and enhance such diversity,
- monitoring Healius' culture and making recommendations to the Board to address deficiencies.

As a Designated Relevant Employer under the *Workplace Gender Equality Act 2012* (the **WGEA Act**), Healius is required to: select three gender equality targets (from a prescribed range of options contained in the Workplace Gender Equality Agency 'targets menu'); commit to achieving them; and provide an annual progress report against the targets.

The table below details Healius' targets and progress against the targets:

TARGET	PROGRESS
1. Increase representation of females in Manager positions to 50% within three years,	Female representation in manager positions in FY 2026 was 58%, representing a significant improvement on the FY 2025 baseline of 42.6%.
2. Improve supports for employees experiencing or at risk of family and domestic violence,	Healius currently offers support to employees experiencing or at risk of family and domestic violence on an informal and case by case basis. A workstream is being developed to formalise the support options available for employees experiencing or at risk of family and domestic violence, and to educate leaders on the support options available.
3. Improve policies regarding preventing, reporting, and responding to sexual harassment.	Healius introduced a new Bullying & Harassment Policy during FY 2026 and released an improved training module. The training module is mandatory for all employees and is assigned annually for completion.

Further information is provided in Healius' 2025-2026 WGEA Report which is available on Healius' website.

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Healius Group Workplace Gender Profile as at 30 June 2026

Healius has remained focused on gender diversity and increasing female representation within the Executive and General Manager ranks. As at 30 June 2026, Healius had 38% female representation on the Board (three females out of eight directors) and 40% representation on the ELT (four females out of ten executives). Further details of Healius' gender representation is set out in the table below:

GENDER REPRESENTATION ACROSS OCCUPATIONAL CATEGORIES	FEMALE	MALE	OTHERS
Board	3 (38%)	5 (62%)	–
Workforce [1]			
Executive Leadership Team (ELT)	4 (40%)	6 (60%)	–
Senior Leadership Team	22 (45%)	27 (55%)	–
Others	6,166 (74%)	2,048 (25%)	56 (1%)
Overall workforce	6,192 (74%)	2,081 (25%)	56 (1%)

1 Excludes contractors

- ELT are direct reports to the CEO.
- Senior Leadership Team are those general managers who report to a member of the ELT.

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. The Board plans to undertake a performance review during FY 2027.

Recommendation 1.7: Senior Executive performance

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

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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 individually and reviewing and approving the Director induction program and Director professional development requirements.

As at 30 June 2026, the People, Governance and Remuneration Committee comprised four independent Non-Executive Directors:

- Sally Evans (Chair), Independent Non-Executive Director
- Kate McKenzie, Independent Non-Executive Board Chair
- Charlie Taylor, Independent Non-Executive Director
- Kathy Ostin, Independent Non-Executive Director

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 21 to 23 of our 2026 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 Board revised the mix of skills included in its skills matrix to reflect the skills the Board considers necessary for it to address existing and emerging business and governance issues and add value as a pathology focused business.

Healius' current Board Skills Matrix is set out on the next page with each circle representing each Director's self assessment against the respective skill area:

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Healius Board Skills Matrix

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

Key Advanced Experienced Developing

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Recommendations 2.3 & 2.4: Director independence

The Board is responsible for assessing and reviewing director independence annually applying 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 Chris Hall meet the definition of independence under the ASX Recommendations.

As Mr Hall was nominated to the Board by Tanarra Capital, a substantial shareholder of the Company, the Board has assessed Mr Hall 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 designed to help the new director understand the Healius Group's operations. The induction is coordinated by the Group Company Secretary and is customised to reflect any areas of focus requested by the new director. The new director is offered meetings with key management personnel and a visit to a Healius laboratory.

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.

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

Recommendation 3.1: Values

Following the reset of the business post the sale of Lumus Imaging, Healius undertook a review of its values and purpose statement.

During the reporting period, Healius adopted a new Code of Conduct – the Values in Action framework. Healius also introduced a new 'Ways of Leading' value set to support the successful execution of Healius' T27 strategy.

Healius has articulated and disclosed its values on its website and intranet.

Recommendation 3.2: Code of Conduct

Healius' Values in Action framework promotes ethical and responsible decision-making. The Values in Action outlines a set of commitments and expectations that apply to all directors, officers, employees, contractors, and temporary staff (**team members**) of the Healius Group. It establishes minimum standards of behaviour and ethical conduct expected of all team members to protect the integrity, reputation, and core values of Healius.

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 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 Healius is committed to protection of individuals who disclose instances or allegations of improper conduct occurring in relation to the Healius Group.

As required, the Healius Group has had in place, for a number of years, a Whistleblower Policy under which it has appointed Whistleblower Protection Officers and Whistleblower Investigation Officers to manage the day-to-day operation of the Policy.

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

The Whistleblower 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 disclosed under the Whistleblower Policy, 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, email and web.

Recommendation 3.4: Anti-bribery and Anti-fraud Policy

Healius is committed to a culture of corporate compliance and ethical behaviour generally. The 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.

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Principle 4: Safeguard the integrity of corporate reports

Recommendation 4.1: Audit Committee

The Healius Group has a formal process for verifying and safeguarding the integrity of corporate reporting. The Audit Committee plays a key role in this process.

The Audit Committee's responsibilities include:

- reviewing and making recommendations to the Board regarding Healius' financial reporting and disclosure processes,
- assessing and making recommendations to the Board regarding whether Healius' 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 Healius has identified and regularly updates Financial Reporting Risks,
- reviewing and ensuring it receives the CEO and CFO certifications required under the *Corporations Act 2001* (Cth) and making any enquiries necessary in relation to the 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 2026, the Audit Committee comprised the following members:

- Kathy Ostin (Chair), Independent Non-Executive Director
- Charlie Taylor, Independent Non-Executive Director
- Bruce Robinson, 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 21 to 23 of our 2026 Annual Report.

Recommendation 4.2: CEO & CFO Declaration

Prior to the approval of Healius' financial statements for 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 Healius' 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 functions as well as independent declarations of their respective business functions' 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 the external auditors.

Where a periodic report is not subject to review/audit, Healius employs 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 in the past has typically occurred a few weeks after issue of the Preliminary Final Report.

All periodic reports published externally 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.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1: Continuous Disclosure

Healius Disclosure & Communication Policy is designed to support the provision of timely, balanced and accurate information to shareholders and the market generally. The Policy also aims to ensure that Healius complies with its continuous disclosure obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules.

The Disclosure & Communication Policy details:

- the roles and responsibilities of directors, officers and employees in ensuring compliance with Healius' continuous disclosure obligations,
- processes to identify, escalate and assess information for disclosure,
- processes for approval of market announcements,
- training provided to ensure personnel understand the nature and importance of Healius' 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 stipulates the persons who are authorised 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 Healius' Trading in Securities 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.

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 via its website to information about itself including the Board, the leadership team and Healius' governance arrangements.

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 webcasts following the release of half year and full year results which provide an opportunity for investors to ask questions.

Healius' website also contains copies of all ASX announcements, past results, share price performance and information relating to shareholder meetings.

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

Healius' practice at all security holder meetings, including the annual general meeting, 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 its share registry electronically through the Healius website. Security holders can also register to receive ASX announcements via email through the Healius website.

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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 material business risks. This Committee also assists the Board by monitoring, assessing and making Board recommendations in relation to Healius' risk management system and monitoring whether the Healius Group is operating within the Risk Appetite Statement set by the Board. The Committee also oversees the Healius Group's insurance program.

As at 30 June 2026, the Risk Management Committee comprised the following Independent Non-Executive Directors:

- Steven Rubic (Chair), Independent Non-Executive Director
- Kate McKenzie, Independent Non-Executive Board Chair
- Sally Evans, 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 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 2026 by the Risk Management Committee and the Board with both determining 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.

Following consultation with the ELT, and other relevant parties, a risk based Internal Audit Plan is prepared annually by the Chief Risk Officer for the approval of the Risk Management Committee.

Healius ensures that its internal audit activity has independent status by outsourcing internal audit activity to external providers. The outsourced internal audit providers report for administrative purposes to Healius' Chief Risk Officer; however, they retain access to the Risk Management Committee to discuss relevant matters.

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

Information on the key risks which may influence and affect Healius' future performance, business operations and financial condition is provided in Healius' Annual Report.

Healius' 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 Healius Group. Implementation of the procedure is ultimately overseen by Senior Executives.

A comprehensive insurance program and nationwide work health and safety program is in place and is reviewed annually.

Healius applies a group-wide Enterprise Risk Management (**ERM**) framework to identify, assess, manage and monitor risks across the business. Risks, including environmental and social risks, are assessed utilising the ERM framework, ensuring they are considered alongside financial, regulatory, operational and other non-financial risks to support consistent risk oversight and effective decision-making.

Principal business risks (and how those risks are managed or intended to be managed) are described on pages 12 to 15 of the Annual Report.

Our approach to identifying, assessing and managing risks and opportunities stemming from climate change is set out in the Sustainability Report on pages 86 to 122 of the 2026 Annual Report.

There are no other material exposures to economic, environmental and social risks beyond those disclosed in the Annual Report.

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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.

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 7 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 in Healius' annual remuneration report on pages 31 to 44 of Healius' 2026 Annual Report.

Recommendation 8.3: Economic risks under equity-based remuneration scheme

Healius' Trading in Securities Policy stipulates that all members of the Board, the CFO and the Company Secretary, and their controlled entities, must not enter into a hedging arrangement or enter into any other arrangement which limits the economic risk related to any Healius Securities.

www.healius.com.au