



Corporate Governance Statement 2024

Regis Healthcare Limited
ACN 125 203 054

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

As required by the ASX Listing Rules, this Statement discloses the extent to which Regis has followed the ASX Principles and Recommendations. Regis has followed the ASX Principles and Recommendations during the reporting period. This Statement should be read in conjunction with the information on our website (www.regis.com.au) including the 2024 Annual Report.

This Statement is current as at 23 August 2024 and has been approved by the Regis Healthcare Limited Board.

The Board has established a framework for managing Regis, including adopting relevant internal controls, risk management processes and corporate governance policies and practices that it believes are appropriate for Regis' business and that are designed to promote the responsible management and conduct of Regis.

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

Board and management

Roles and Responsibilities

The Board monitors the operational and financial position and performance of Regis and oversees its business strategy including approving the strategic objectives, plans and budgets. Regis has governance systems in place to ensure that financial risks are effectively controlled and managed.

The Board is committed to delivering high quality care and services to our residents and clients, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of Regis. In conducting Regis' operations with these objectives in mind, the Board seeks to ensure that Regis is properly managed to meet our quality of care goals for our residents and clients, complies with its legal obligations and protects and enhances shareholder interests, and that Regis, its Directors, officers, and employees operate in an appropriate environment of corporate governance and compliance.

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

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

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

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

Under the DOA Policy, the Board may impose limits on the conduct of the Managing Director/CEO and other managers in exercising their authority, and may change the authorities it has delegated to the Managing Director/CEO at any time.

The DOA Policy framework is designed to ensure that:

- Decisions are made by the right people within Regis.
- There is clarity for holders of delegated authority.
- Business decisions are made in a timely fashion.
- People are not making decisions beyond their power.
- There is accountability for decision-making.

Board Appointment and Composition

The Board amended the Charter of its People and Remuneration Committee on 23 February 2024 to include Board Director nomination responsibilities. Appointment of Directors to fill a vacancy or as additional Directors remains within the reserved authority of the Board with the People and Remuneration Committee assisting and making recommendations to the Board in this regard. Before the Board appoints a new Director, or the People and Remuneration Committee puts forward a candidate for election to the Board, it ensures that appropriate background checks are undertaken.

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

Upon appointment, each Director receives a letter of appointment which sets out the formal terms of their appointment, including a deed of indemnity, insurance and access.

Following appointment, as part of their induction, Directors meet with the Managing Director/CEO and other Regis Executives where they are briefed on Regis' vision, values, strategy, financials, and governance frameworks. Induction to Regis also includes site visits to our residential aged care homes, home care and Commonwealth Home Support Program offices and retirement villages. Directors also attend ongoing professional development and training programs to enable them to develop and maintain their skills and knowledge.

Board Skills and Experience

The Board's objective is to have an appropriate mix of experience and expertise on the Board and Committees so that the Board is able to effectively discharge its corporate governance and oversight responsibilities. The People and Remuneration Committee assists and makes recommendations to the Board in regard to reviewing the skills, experience, expertise and diversity represented by Directors and determine whether the composition and mix remain appropriate for Regis' strategy and covers the skills needed to address existing and emerging business and governance issues relevant to Regis.

The Board considers that together, the Directors have the range of skills, knowledge and experience necessary to direct Regis.

During FY24, the Board reviewed the Board Skills Matrix. In doing so, the Board confirmed that the Board has the skills and experience outlined in Table 1 below.

Each Director was asked to rate their level of competence in each skill/experience area. Table 1 illustrates the number of Directors who have 'strong' or 'intermediate' skills/experience in each category.

The full biographies of all Directors are included in the Annual Report and are available on Regis' website.

Table 1

Skill/ Experience	No. of Directors – Strong skills or business knowledge	No. of Directors – Intermediate skills or business knowledge
Leadership and Culture Sustained success at CEO or other senior executive leadership level. Experience in developing the right corporate culture to build trust and confidence throughout all levels of the company thereby protecting and enhancing the company's reputation.	7	0
Human Resources Experience in managing people, including the ability to appoint and evaluate the CEO and senior executive, and succession planning for key executives. Familiarity in labour relations, employment legislation, recruitment, compensation, performance reviews and conflict management.	6	1
Experience on other Boards Current or former experience on other Boards, both ASX Listed and non-listed.	7	0
Aged/Healthcare Experience in the industry, including having an understanding of market drivers, risk and trends including policies, competitors, end users, regulatory policy and framework.	6	1
Clinical Governance Experience in clinical governance, including having a broad understanding of clinical systems, policies and frameworks to ensure safe and effective clinical and personal care.	4	3
Public/Government relations Experience in liaising with government and regulators, and dealing with public and regulatory policy.	6	1
Stakeholder Management Experience in engaging with the community and stakeholders.	7	0
Risk and Compliance Management Setting of risk appetite and building and adapting a company's risk culture. Implementing compliance systems, processes and frameworks. Assessing the effectiveness of senior management, and measurement systems.	7	0

Skill/ Experience	No. of Directors – Strong skills or business knowledge	No. of Directors – Intermediate skills or business knowledge
Strategy Reviewing and developing company strategy and overseeing implementation, identification and critical assessment of strategic growth opportunities and threats to the company.	6	1
Mergers and Acquisitions and Capital Markets Knowledge and experience in all aspects of the negotiation, structuring, risk management and assessment of mergers and acquisitions and knowledge of capital markets.	3	4
Information Technology Experience using digital platforms to improve service offering and performance.	6	1
Listed Company Governance Experience with an ASX or other exchange listed corporation subject to similar rigorous governance standards.	6	1
Project Management Experience working in an industry with projects involving large-scale capital outlays and long-term investment horizons.	5	2
Remuneration Experience with remuneration frameworks, incentive arrangements and performance assessments. An understanding of the legislative and contractual framework for remuneration.	5	2
Accounting and Finance Experience as a senior executive or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls.	5	2
Building/Facilities Knowledge of legal, planning and market requirements to undertake facility refurbishments, structural changes and maintenance within Aged Care Homes and Retirement Villages.	3	4
Property Development Expertise in development feasibility and assessment strategies for optimising value and mitigating risk for development opportunities.	3	4
Sustainability/Corporate Social Responsibility Experience related to sustainability and corporate social responsibility, including climate change and community concerns.	5	2
Business Development Experience in substantially growing existing businesses in both existing markets and new markets.	7	0
Health and Safety Experience related to workplace Health and Safety.	4	3
Marketing & Communications Experience in marketing and communications strategies for consumer markets.	4	3

Performance Reviews

The Board is committed to formally evaluating its performance, the performance of its Committees and individual Directors, as well as the governance processes supporting the Board. The Board undertook a formal review of Board, Committee and Director performance in FY24.

Independence of the Board

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

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

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

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

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

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

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

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

Following the appointment of Jodie Leonard to the Board in November 2023, the composition of the Board meets the ASX Corporate Governance recommendation that a majority of Directors should be independent. The Board considers that four of the seven Directors are currently independent, Non-Executive Directors, namely Graham Hodges, Christine Bennett, Sally Freeman and Jodie Leonard. The Board's Audit, Risk and Compliance Committee, People and Remuneration Committee, and Clinical Governance and Care Committee are each chaired by independent Directors.

Biographies for each Director in office during the year, including their expertise, qualifications and length of service are set out in the 2024 Annual Report.

Company Secretary

The Company Secretary is appointed by the Managing Director/CEO following interview with the Chair and one other Director. The Company Secretary is accountable to the Board through the Chair on all matters regarding the proper functioning of the Board. This includes assisting the Board and its committees with meetings and Directors' duties, advising the Board on corporate governance matters and acting as an interface between the Board and the Executive Team.

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

Details regarding the Company Secretary, Malcolm Ross, including his expertise and qualifications, are set out in the 2024 Annual Report.

Executives

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

Each Executive is subject to target performance levels set at the beginning of the year and assessed annually. These performance targets are formulated annually by the Managing Director/CEO and reviewed and approved by the Board following review and recommendation by the People and Remuneration Committee.

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

Remuneration

Information regarding the remuneration framework for Regis' Directors and Executive KMP and the Company's performance-based remuneration policies and practices is set out in the Remuneration Report in the 2024 Directors' Report.

The Company's Executive remuneration framework aims to ensure that reward for performance is competitive and appropriate for the results delivered. The framework aligns Executive remuneration with achievement of strategic objectives, the provision of quality care and services to residents and clients, and the creation of value for Shareholders.

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

Board Committees

The Board recognises the importance of an appropriate committee structure to assist the efficient and effective operation of the Board.

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

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

Each Committee has adopted a formal Board approved Charter that defines its role, authority, responsibilities, membership and operations. Committee Charters are reviewed annually and are available on our website at <https://www.regis.com.au/investor-information/corporate-governance/>

From 23 February 2024, the Board assigned responsibility to the People and Remuneration Committee to assist the Board in relation to Director nominations. The Committee shall make recommendations to the Board in relation to:

- Board succession planning, nomination and remuneration of the Non-Executive Directors; and
- Endorsement of Non-Executive Directors for election and re-election to ensure the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

All Directors have a standing invitation to attend Committee meetings unless that Director is excluded due to a potential or real conflict. Other non-committee members, including members of management, may attend meetings of the Committee by invitation of the Committee Chair. All Directors have access to all Board and Committee papers through the Board portal.

The Chair of each Committee reports to the Board meeting following each Committee meeting on matters relevant to the Committee's role and responsibilities and the minutes of each meeting are made available to the full Board unless a Director is otherwise excluded due to a conflict.

Details of the number of Board and Committee meetings held from the beginning of FY24 and attendance by Directors as members are as follows:

	Directors' meetings		Audit, Risk and Compliance Committee		People and Remuneration Committee		Clinical Governance and Care Committee		Property Committee	
	Held	Attended ¹	Held	Attended ¹	Held	Attended ¹	Held	Attended ¹	Held	Attended
L Mellors	11	11							3	3
C Bennett	11	11	4	4	-	-	4	4	3	3
B Dorman ³	11	10	4	4	-	-	4	3	-	-
S Freeman ³	11	10	4	4	4	4	4	4	-	-
G Hodges	11	11	4	4	4	4	-	-	-	-
J Leonard ²	7	7	-	-	3	3			2	2
I Roberts	11	11	-	-	4	4	-	-	3	3

¹ Numbers represent meetings held and attended in capacity as a member of the Board or Committee.

² Jodie Leonard was appointed on 28 November 2023.

³ Attended 100% of scheduled meetings.

Audit, Risk and Compliance Committee

Members of the Audit, Risk and Compliance Committee during FY24 were:

- Sally Freeman (Chair)
- Graham Hodges (Member)
- Bryan Dorman (Member)
- Christine Bennett (Member)

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

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

Further details regarding the risk management function of this Committee are provided on the following page.

People and Remuneration Committee

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

The Committee's Charter provides that the Committee must consist of only Non-Executive Directors, a majority of independent Directors, a minimum of three Directors, and an independent Director as Chair. The members of the Committee during FY24 were:

- Jodie Leonard (Chair appointed 28 November 2023)
- Graham Hodges (member, Chair until 27 November 2023)
- Sally Freeman (Member)
- Ian Roberts (Member)

Clinical Governance and Care Committee

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

The Committee provides a leadership role in overseeing a robust and consistent approach in ensuring the delivery of personal, safe, effective and integrated care and services (RegisCare) for every resident and client every time.

The members of the Committee during FY24 were:

- Christine Bennett (Chair)
- Bryan Dorman (Member)
- Sally Freeman (Member)

Property Committee

The key responsibilities of the Property Committee are to:

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

The members of the Committee during FY24 were:

- Ian Roberts (Chair)
- Christine Bennett (Member)
- Jodie Leonard (Member, appointed 28 November 2023)
- Linda Mellors (Member)

Corporate Reporting and Risk Management

Chief Executive Officer and Chief Financial Officer Declaration

Prior to the approval of the 2024 full year financial results by the Board, the Managing Director/CEO and Chief Financial Officer provided a declaration to the Board that, in their opinions, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, and this opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

External Auditor

The Company's external auditor is Ernst & Young. Ernst & Young is supplied with papers and minutes from each Audit, Risk and Compliance Committee meeting and attends all Audit, Risk and Compliance Committee meetings. Ernst & Young representatives are also available to all Audit, Risk and Compliance Committee members.

A representative from Ernst & Young attends the Annual General Meeting each year to answer questions from Shareholders in relation to the audit of the Regis accounts. Ernst & Young's Independence Declaration is contained in the Directors' Report in the 2024 Annual Report.

Internal Audit

Regis outsourced the internal audit function during the reporting period to Deloitte. The function evaluated and improved the effectiveness of the Company's risk management and internal control processes. Oversight of this function is provided by the Company's Chief Financial Officer, with regular reports to the Audit, Risk and Compliance Committee.

Verification of Integrity of Unaudited Periodic Corporate Reports

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

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

Risk Management

The Regis Healthcare Risk Management Policy and Framework is approved by the Board. The Risk Management Framework provides for a review of enterprise risks by the Executive team annually and reports to the Audit, Risk and Compliance Committee.

These risks are managed under the Risk Management Policy and Risk Management Framework approved by the Board under which:

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

A risk maturity assessment was undertaken by Regis' insurance underwriter and presented to the Audit Risk and Compliance Committee in August 2023. During FY24 a review of the Enterprise Risk Management approach was led by the internal auditor. Following both processes revisions to the Risk Management Framework have been made.

Responsible and Ethical Behaviour

Core Values and Code of Conduct

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

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

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

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

A copy of the Code is available on Regis' website at <https://www.regis.com.au/investor-information/corporate-governance/>

The Company also complies with the Code of Conduct for Aged Care which was introduced on 1 December 2022 by the Australian Government following recommendations of the Royal Commission into Aged Care Quality and Safety. The Code describes the behaviours expected of aged care providers, their governing persons (e.g. board members and Chief Executive Officers), and aged care workers and aims to improve the safety and wellbeing of people receiving aged care.

Anti-Bribery and Corruption Policy

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

A copy of the Policy is available on Regis' website at <https://www.regis.com.au/investor-information/corporate-governance/>

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

Whistle-Blower Reporting

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

A copy of the Policy is available on Regis' website at <https://www.regis.com.au/investor-information/corporate-governance/>

The Company Secretary reports to the Board at each Board meeting (or more frequently if necessary) in relation to any whistle-blower reports received.

Consumer Reporting

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

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

Continuous Disclosure Policy

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

The Company has adopted a Continuous Disclosure Policy that establishes procedures to ensure that Directors and senior management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information.

A copy of the Policy is available on Regis' website at <https://www.regis.com.au/investor-information/corporate-governance/>

The Company ensures that Directors receive copies of all market announcements promptly after they have been made. A copy of any new and substantive investor or analyst presentation material is released on the ASX Market Announcements Platform prior to the presentation.

Dealing in Securities

The Company has adopted a Policy for Dealing in Securities which sets out the types of conduct in dealings in securities that are prohibited under the Corporations Act and establishes a best practice procedure for the trading of securities that protects the Company and Directors and employees against the misuse of unpublished information that could materially affect the value of securities.

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

A copy of the Policy is available on Regis' website at <https://www.regis.com.au/investor-information/corporate-governance/>

Gender Diversity

The Board has formally approved a Diversity Policy in order to maintain the representation of women in management positions and on the Board, and to actively facilitate a more diverse and representative management and leadership structure.

Regis has achieved equal gender balance at both Board and Executive levels and extending the diversity and inclusiveness of its workforce.

The diversity objectives are as follows:

1. Maintain balanced representation of men and women in management positions and Board level
2. Maintain gender equity in remuneration for like roles
3. Support employees experiencing domestic and family violence
4. Achieve a more diverse and representative management and leadership structure
5. Promote a diverse and inclusive workplace through inclusive recruitment and employment strategies

A summary of the Company's progress towards achieving the measurable objectives set out under the Diversity Policy and details of the measurable objectives set under the Diversity Policy for the next financial year are contained in the 2024 Annual Report.

A copy of the Diversity Policy is available on Regis' website at <https://www.regis.com.au/investor-information/corporate-governance/>

Regis was included in the S&P/ASX 300 Index with effect before the market opening on 18 March 2024 and has exceeded gender diversity targets in the composition of its Board. Regis has also achieved equal gender diversity at Executive level. The following table sets out the proportion of men and women on the Board, in Executive positions and across the group as at the end of the reporting period.

	Female	Male
Board*	57%	43%
Executives*	50%	50%
All Employees	78.72%	21.28%

* Board and Executives include MD/CEO

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

Sustainability

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

During FY24 Regis developed its Sustainability Governance Structure led by the Board which is responsible for reviewing and approving Regis' Sustainability strategy, policies, and performance with the support of the following Committees:

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

Regis' sustainability initiatives are included in the 2024 Annual Report. Environmental and social risks are further set out with other Key Risks under the Operating and Financial Review section of the 2024 Annual Report.

The Company's risk management processes have considered environmental, social and governance risks in the areas of:

- Quality of care and clinical service delivery
- Workplace Health and Safety
- Employee recruitment and retention
- Corporate governance
- Aged care regulatory framework, compliance and funding
- Infectious diseases
- Business continuity, including Information Technology and Cyber Security
- Climate change

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

Communications with Shareholders

The Company is committed to ensuring that Shareholders are kept informed of all major developments affecting the state of affairs of the Company.

In addition to the Company's continuous disclosure obligations, the Company recognises that current and potential investors wish to access information about the Company from time to time. To this end the Company has an active investor relations program managed to facilitate two-way communication with investors.

Under this program the Company communicates information regularly to Shareholders and other stakeholders through a range of forums and publications, including:

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

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

The Shareholders of the Company are responsible for voting on the election of Directors at the AGM in accordance with the Constitution. All Directors (other than the Managing Director/CEO) are subject to re-election by rotation, no less than every three years. The AGM also provides Shareholders with the opportunity to express their views on matters concerning the Company and to vote on other items of business for resolution by Shareholders. All substantive resolutions are decided by a poll rather than by a show of hands.

Shareholders are also able to communicate with Directors and Executives at the Annual General Meeting which is held at a time and format to maximise the opportunity for Shareholders to attend and participate in meetings. The Company makes use of a live audiocast for its AGM and following the meeting makes an archived audiocast available on the company's website.

The Company's auditors make available a partner of the firm to be in attendance at the Annual General Meeting and to be available to answer Shareholder questions in relation to the audit.

Shareholders are given the option to, and are encouraged to, receive communications from, and send communications to, the Company's security registry electronically.

The Company holds briefings with investors and analysts throughout the year around financial results and other significant announcements. The Company lodges all presentation materials with the ASX prior to the presentation commencing if it contains new material information.

