

# Property Committee Charter

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Regis Healthcare Limited (**Company**)

ACN 125 203 054

Adopted by the board on 25 January 2022

| DOCUMENT CONTROL                           |                                     |
|--------------------------------------------|-------------------------------------|
| Custodian                                  | Executive General Manager, Property |
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| Next scheduled Review                      | August 2027                         |

# Committee Charter

## 1 Membership of the Committee

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- 1.1** The Committee must consist of a minimum of 3 members of the Board including at least one independent Director and the Managing Director. One of the non-executive members will Chair the Committee.
- 1.2** The Board may appoint additional directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.
- 1.3** Directors, the Chief Financial Officer, Chief Operating Officer, and Executive General Manager Property shall each have a standing invitation to attend meetings of the Committee. Other non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair or MD/CEO.
- 1.4** It is intended that the members of the Committee as a whole shall have property development, real estate mergers and acquisitions, and building/facilities expertise, the necessary technical knowledge and a sufficient understanding of the industry in which the Company operates, to be able to discharge the Committee's mandate effectively.
- 1.5** The Committee may co-opt additional expertise from within the Company or through the engagement of external experts.
- 1.6** The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

## 2 Administrative matters

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### 2.1 Meetings

The Committee will meet at least quarterly or as often as the Committee members deem necessary in order to fulfil their role.

### 2.2 Quorum

The quorum is at least 2 members.

### 2.3 Convening and notice of meeting

Any Committee member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every meeting of the Committee. There is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

## **2.4 Chair**

In the absence of the Committee chair, the Committee members must elect one of their members as chair for that meeting. The chair does not have a casting vote.

## **2.5 Access to resources and independent advisers**

The Committee is to have access to adequate internal and external resources. Subject to confidentiality considerations, the Committee may seek and obtain the advice of the Company's auditors, solicitors or other independent advisers (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require (subject to any legal obligation to protect information) at the Company's expense.

## **2.6 Minutes**

Minutes of meetings of the Committee must be kept by the Company Secretary (or his or her delegate) and, after approval by the Committee chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

## **2.7 Reporting**

It is intended that a copy of the minutes of the Committee meeting will be included in the Board papers for the Board meeting next following a meeting of the Committee.

The Committee chair will provide a brief oral report to the Board as to any material matters arising out of the Committee meeting, or if requested to do so. All directors may, within the Board meeting, request information from members of the Committee.

## **2.8 Disclosure of interests**

Committee members have a responsibility to disclose material personal interests and take reasonable steps to avoid any conflict of interest in connection with the performance of their duties on the Committee.

On appointment Committee members will provide a written declaration to the Company Secretary for provision to the Chair and the MD/CEO declaring any potential or actual conflicts of interest they may have in relation to their responsibilities.

Members are required to proactively manage conflicts of interest, declaring them as they arise. Re-declaration is required as circumstances change.

Members should consider past employment, consultancy arrangements and related party issues in making these declarations and the Chair should be satisfied that there are sufficient processes in place to manage any real or perceived conflict.

At the beginning of each Committee meeting, members are required to declare any potential or actual conflicts of interest that may apply to specific matters on the meeting agenda. Where required by the Chair, the member will be excused from the meeting or from the Committee's consideration of the relevant agenda item(s). Details of potential or actual conflicts of interest declared by members of the Committee and action taken will be appropriately recorded in the minutes.

## **2.9 Confidentiality**

All proceedings of the Committee, including papers submitted and presentations made, shall be kept confidential and will not be disclosed or released to any person other than employees of the Company, except as required by law or as agreed by the Committee Members and Management.

## **3 Role and responsibilities**

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### **3.1 Role**

The role of the Committee is to:

- a. provide guidance in relation to strategy and planning for property development, asset management, and the acquisition and disposal of real estate assets;
- b. provide guidance to ensure the Company's property development and asset management 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 including compliance with the Aged Care Act 1997 and the Aged Care Act 2024, as applicable;
- c. provide oversight and assurance that the Company has design standards in place to ensure new developments and major refurbishments are contemporary and fit for purpose; and
- d. support the Company on development and implementation of sustainable operational initiatives and policies.

### **3.2 Responsibilities**

In fulfilling these roles, the Committee is responsible for:

- a. reviewing and providing recommendations to the Board in respect of real estate, acquisitions (including real estate mergers and acquisitions), divestments and development proposals;
- b. undertaking ad hoc reviews of individual assets, where there is a material change from the underlying strategy or fundamentals supporting an asset which may lead to a change in valuation, capital commitment or allocation for that asset;
- c. monitoring and reviewing the performance of acquired assets or investments against deliverables or objectives initially provided to the Board;
- d. ensuring that appropriate programs are in place for the maintenance and renewal of aged care facilities, including for the restoration, repair, replacement and/or modernisation of existing facilities;
- e. reviewing, monitoring and making recommendations to the Board regarding development project feasibility budgets and allocations of capital or projects that are considered significant to the Company;
- f. reviewing, monitoring and making recommendations to the Board relating to sustainability (including climate matters and mandatory disclosure obligations)

including development and implementation of strategies, policies, initiatives and performance targets and review of annual sustainability report; and

- g. considering, monitoring and making recommendations to the Board in respect of entering into building and associated contracts and associated costs.

## 4 Review

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The Board will, at least once in each year, review the membership and charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.