



GREEN CROSS HEALTH LIMITED

FINANCE AND RISK COMMITTEE CHARTER

1. Constitution

- 1.1 The Finance and Risk Committee (Committee) shall be a committee established by the Board.

2. Purpose

- 2.1 The purpose of the Committee is:
- (a) assist the Board in discharging its responsibilities relative to financial matters which are not within the scope of the charter of the Audit Committee;
 - (b) to provide recommendations to the Board in respect of dividends, including the review and recommendation of any director certificates required for approval and payment of dividends or other shareholder distributions;
 - (c) to review and recommend to the Board:
 - Funding, treasury and cash flow management policy;
 - Debt management policy, including recommending for Board approval director certificates required under the Company's debt facilities;
 - Business budgets;
 - CAPEX plans and budgets;
 - Insurance cover, including Directors and Officers insurance;
 - (d) to assist the Board in its consideration and management of business risks, ensuring that the business has appropriate risk management policies and processes to identify and manage business risks;
 - (e) to review and approve business acquisitions and disposals of pharmacies, medical centres and home health businesses;

- (f) to review and recommend to the Board business acquisitions and disposals outside of pharmacy, medical and home health;
- (g) to review the effectiveness of the risk management policies and processes and monitor compliance with them;
- (h) to provide a formal forum for communication between the Board and senior management in respect of the above matters;
- (i) improving the efficiency of the Board by allowing for the delegated issues to be discussed in sufficient depth;

3. **Membership**

- 3.1 The Committee will comprise members of the Board and be appointed by the Board. All Committee members shall be financially literate.
- 3.2 The Committee meets a minimum of three times each year.
- 3.3 The number of Committee members shall be not less than two.
- 3.4 The Board shall appoint the Chairperson of the Committee who shall not be the Chairperson of the Board.
- 3.5 The Secretary of the Committee shall be appointed by the Board.
- 3.6 A quorum of members of the Committee shall be two.

4. **Procedure**

- 4.1 Attending each meeting by a standing invitation are the Chief Executive and Chief Financial Officer. From time to time the Chairperson of the Committee shall be entitled to request that the Committee meet without any of those persons.
- 4.2 The agenda and Committee papers will be prepared and circulated to all Directors of the Company including the members of the Committee prior to Committee meetings.
- 4.3 The Chairperson will report back to the Board the recommendations of the Committee at the Board meeting immediately following the Committee meeting.

5. **Duties and Responsibilities**

- 5.1 The Committee does not take actions or make decisions on behalf of the Board unless specifically mandated.

6. **Members' Powers and Authority**

- 6.1 The Committee may delegate any of its responsibilities to the Chairperson of the Committee from time to time and on such conditions as the Committee considers appropriate.
- 6.2 The Committee is authorised by the Board to investigate any activity covered by its role.
- 6.3 The Committee members may communicate with any Company employee to seek any information they require in order for the Committee to carry out its role. All Company employees will be directed to co-operate with any request made by the Committee.
- 6.4 The Committee will encourage employees to raise, in confidence, concerns about financial improprieties or irregularities. The Code of Ethics and Protected Disclosure Policy detail the current Company processes in effect.
- 6.5 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the Company's expense, of outside parties with relevant experience and expertise if it considers this necessary.

7. **Reporting Procedures**

- 7.1 The Committee shall maintain direct lines of communication with management generally including those responsible for non-financial risk management.
- 7.2 The Chief Executive Officer and the Chief Financial Officer shall be responsible for drawing to the Committee's immediate attention any material matter that relates to the financial condition of the company or any material new risk that the Company may encounter. The Chairperson of the Committee will report back to the Board the findings and recommendations of the Committee at the Board meeting immediately following the Committee meeting.
- 7.3 The minutes of all Committee meetings shall be circulated to members of the Board, the Chief Executive, and the Chief Financial Officer and to such other persons as the Board directs.

7.4 The Chairperson shall present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings.

8. **Accountability to the Board**

8.1 The Board reviews the Committee's performance against the Charter annually.

8.2 The Board reviews this Committee Charter annually.

9. **Publication**

9.1 A copy of this Committee Charter will be available on the website www.greencrosshealth.co.nz.