



## HEALTHIA LIMITED ACN 626 087 223 (“Healthia”)

### CORPORATE GOVERNANCE STATEMENT | For the year ended 30 June 2023

The governance measures adopted by the board of directors of Healthia (“Board”) reflect the Board’s endorsement of the recommendations contained in the ASX Corporate Governance Council’s Principles and Recommendations, 4<sup>th</sup> edition (the “Principles”). This Corporate Governance Statement discloses the extent to which Healthia complies with the Principles and if it does not, why not. The commentary addresses the reasons for any departure from the requirements and the following table has been used to summarise the status of Healthia’s compliance with the Principles:

This Corporate Governance Statement was approved by the Board and is current as at 29 September 2023. The statement and information identified therein are available on Healthia’s website at <https://investors.healthia.com.au/investor-centre/?page=corporate-governance>

ASX Recommendation		Compliant with ASX Recommendation	Commentary
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	The Board has outlined in the Board Charter, the Board’s roles and responsibilities and has established a clear distinction between its functions and those delegated to management.  Members of the management team are provided with clear position descriptions and operate under a delegation of authority policy adopted by the Board.  A copy of <i>Board Charter</i> is located at <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a>
1.2	A listed entity should:	Yes	Any director that is being considered for appointment to the Board is subject to appropriate checks prior to their appointment including criminal records checks,

	<p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>		<p>bankruptcy checks, disqualified person checks and background checks to verify their educational and employment history.</p> <p>Healthia provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director at general meetings.</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	All directors and senior executives have written agreements with Healthia setting out the terms and conditions of their appointment.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary is accountable directly to the Board, through the Chairperson on all matters to do with the proper functioning of the Board.
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <ol style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ol style="list-style-type: none"> <li>(A) the respective proportions of men and women on the board, in senior executive</li> </ol> </li> </ol>	Yes	<p>Healthia's Diversity and Inclusion Policy is located at <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>Healthia supports a diverse and inclusive workplace and is committed to creating a culture which is flexible and adapts to the changing needs of the allied health industry. Healthia is committed to diversity and inclusion principles and promoting a work environment conducive to the merit-based appointment of employees, senior and executive management and directors.</p> <p>Healthia set a gender diversity target for FY23 that at least 30% of non-executive directorships are to be held by a female and a target of at least 50% of all senior and executive managers and other employees of Healthia being female.</p> <p>As at 30 June 2023, women represented 33% of non-executive directorships and more than 65% of all executive, senior and other employees of Healthia.</p>

	<p>positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or</p> <p>(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>		<p>Healthia has set a gender diversity target for FY24 that at least 30% of non-executive directorships are to be held by a female and a target of at least 50% of all senior and executive managers and other employees of Healthia being female.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>Healthia’s Board Charter provides that it will undertake a formal evaluation process to review its performance and that of its committees once every two years. Healthia undertook a Board evaluation and skill review during FY22 and proposes to complete a further evaluation during FY24.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>Healthia’s Nomination and Remuneration Committee Charter provides the process for periodically evaluating the performance of its senior executives. Performance evaluations have been completed for the senior executives for the reporting period.</p>

**PRINCIPLE 2 – STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE**

2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	Yes	<p>The Board has formed a Nomination and Remuneration Committee. The members of this committee are:</p> <ul style="list-style-type: none"> <li>- Lisa Dalton (Independent Non-Executive Committee Chair);</li> <li>- Paul Wilson (Independent Non-Executive Committee Member); and</li> <li>- Glen Richards (Non-Independent Non-Executive Committee Member).</li> </ul> <p>The Nomination and Remuneration Committee met on 6 occasions during FY23 with all Committee members being present at these meetings.</p> <p>A copy of the Nomination and Remuneration Committee Charter is located at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	Yes	<p>The Board has been structured to comprise experienced directors with a broad and diverse range of business experience.</p> <p>Clause 3.5(a) of the Board Charter sets out the aim of maintaining an appropriate mix of skills, experience, expertise and diversity on the Board over time. Further, the Board has appointed the Nomination and Remuneration Committee to make</p>

			<p>recommendations to and assist the Board in this process. A review of the strengths, weaknesses and skills of the current Directors was identified in the Company's Board evaluation and skills review which took place during FY22. Collectively the Board has an extensive range of skills and experience which are considered essential for the effective governance of the Healthia's business units. Board members, including some who have experience as Directors of other ASX-listed companies, together have a combination of experience in the following areas:</p> <ul style="list-style-type: none"> <li>• Allied Health Services industry experience</li> <li>• Accounting / finance</li> <li>• Risk management</li> <li>• Strategy</li> <li>• Overseeing rapid growth &amp; large-scale organisational change</li> <li>• Corporate Governance</li> </ul>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The independent directors of Healthia are considered to be Lisa Dalton and Paul Wilson.</p> <p>Healthia's Chairperson, Glen Richards, is not deemed to be independent as he is a Substantial Shareholder of Healthia. Notwithstanding, the Board considers that Glen Richards brings independent thought and judgement when making decisions about Healthia.</p> <p>The appointment dates for each of the current Directors are set out below. All Directors remain directors of Healthia as at the date of this statement:</p> <ul style="list-style-type: none"> <li>- Glen Richards: appointed on 10 May 2018</li> <li>- Lisa Dalton: appointed on 10 May 2018</li> <li>- Paul Wilson: appointed on 10 May 2018</li> <li>- Darren Stewart: appointed on 10 May 2018</li> <li>- Wesley Coote: appointed on 29 April 2019</li> <li>- Colin Kangisser: appointed on 1 December 2020</li> <li>- Lisa Roach: appointed on 22 April 2022</li> </ul>

2.4	A majority of the board of a listed entity should be independent directors.	No	<p>Healthia has departed from Recommendation 2.4 by having a Board which comprises of 2 independent directors and 5 directors who are deemed not to be independent.</p> <p>Healthia does not consider this departure to be materially detrimental to the Company and concluded that non-executive Director, Glen Richards, brings experience, objective and unbiased judgement to the Board's deliberations and that the executive Directors (Wesley Coote, Darren Stewart, Colin Kangisser and Lisa Roach) provide a deep understanding of the podiatry, physiotherapy and optometry industries within which Healthia operates.</p> <p>Chairperson, Glen Richards is not deemed to be independent given he is a Substantial Shareholder of Healthia.</p> <p>Healthia will continue to assess the Board composition and if deemed appropriate will make any necessary changes to ensure effective governance of the Group.</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	<p>While the Chairperson, Glen Richards, is not the same person as CEO of Healthia (being Wesley Coote), Healthia has departed from Recommendation 2.5 in that the Chairperson is not deemed to be independent given he is a Substantial Shareholder of Healthia.</p> <p>The Board does not consider this departure to be materially detrimental to Healthia and has concluded that Glen Richards is not charged with the management of Healthia and as such there is appropriate separation between him and those responsible for the management of Healthia.</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>All non-executive directors were inducted into the business of Healthia prior to accepting their appointment and have received continuing information on Healthia and its operations since being appointed. Directors are given regular presentations and business updates by management. Any new director is given the same induction programme which consists of key documents, meetings with the managing director and senior executives and visits to operating sites.</p>

<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	Yes	Healthia has articulated its values on its website located at: <a href="https://www.healthia.com.au/our-philosophies/">https://www.healthia.com.au/our-philosophies/</a>
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Yes	Healthia has adopted a Code of Conduct, which is located at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a> Any material breaches of the Code of Conduct will be reported to the Board.
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	Healthia has adopted a Whistleblower policy, which is located at <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a> Any investigation or reports under this policy are provided to the Audit and Risk Committee. There have been no matters reported to the Audit and Risk Committee during FY23.
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	Yes	Healthia has adopted an Anti-Bribery and Corruption Policy which is located at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a> Any material breaches of this policy are reported to the Board. There have been no material breaches reported to the Board during FY23.
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY IN CORPORATE REPORTS</b>			
4.1	The board of a listed entity should: (a) have an audit committee which:	Yes	The Board has formed an Audit and Risk Committee. The members of this committee are:

	<p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<ul style="list-style-type: none"> <li>- Paul Wilson (Independent Non-Executive Committee Chair);</li> <li>- Lisa Dalton (Independent Non-Executive Committee Member); and</li> <li>- Glen Richards (Non-Independent Non-Executive Committee Member).</li> </ul> <p>A copy of the Audit and Risk Committee Charter is located at:  <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>The relevant qualification and experience of the members of the Audit and Risk Committee are set out in Healthia's 2023 Annual Report.</p> <p>The Audit and Risk committee met on 5 occasions during FY23 with all Committee members being present at these meetings.</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity 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 entity and that the</p>	Yes	<p>The Audit and Risk Committee is responsible for, as provided for in the Committee's Charter, reviewing the Company's financial statements with management and the external auditor prior to making recommendations to the Board and includes reviewing the Company's processes and receipt of attestations from the Group CEO and CFO relating to the Company's financial reports and statements.</p> <p>Healthia confirms it has received a declaration from Healthia's Group CEO for the period ending 30 June 2023.</p>



	opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.		
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	Healthia undertakes a process of verification, typically in conjunction with external legal or financial advisors as appropriate, for price sensitive reports which have not been audited or reviewed by an external auditor.
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	Healthia has established a written Market Disclosure and Communications Strategy Policy to ensure compliance with ASX Listing Rule disclosure requirements.  A copy of the Market Disclosure and Communications Strategy policy is located at:  <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Healthia's Board receives copies of all material market announcements promptly after release on the Company's Announcement Platform.
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	Healthia has established a written Market Disclosure and Communications Strategy Policy to ensure compliance with ASX Listing Rule disclosure requirements at:  <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a>  Healthia communicates presentation and presentation materials through the ASX announcement platform and the Investor centre at: <a href="https://investors.healthia.com.au/investor-centre">https://investors.healthia.com.au/investor-centre</a>

<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about Healthia and its governance is available on the Healthia website at:  <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	Healthia maintains an up to date website that contains information about Healthia and its business. Healthia has engaged Principle IR to assist with effective two-way communications with its investors.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Healthia's Market Disclosure and Communications Strategy policy sets out the policies and processes it has in place to facilitate and encourage participation at meetings of security holders. A copy of Healthia's Market Disclosure and Communications Strategy policy is located at:  <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a>
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	Healthia complies with this recommendation and poll results for Healthia's AGM were released via an ASX announcement on 29 November 2022.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	All shareholders of Healthia are able to communicate with Healthia and its share registry electronically and this method of communication is encouraged.
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			

7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Yes	<p>The Board has established an Audit and Risk Committee. A copy of the Audit and Risk Committee Charter is located at:</p> <p><a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>The members of the Audit and Risk Committee are:</p> <ul style="list-style-type: none"> <li>- Paul Wilson (Independent Non-Executive Committee Chair);</li> <li>- Lisa Dalton (Independent Non-Executive Committee Chair); and</li> <li>- Glen Richards (Non-Independent Non-Executive Committee Member).</li> </ul> <p>The Audit and Risk committee met on 5 occasions during FY23 with all Committee members being present at these meetings.</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Board has appointed the Audit and Risk Committee to assist it with discharging its oversight function in respect of material business risks and to determine if the system of risk management is sound.</p> <p>The risk management framework of Healthia has been reviewed by the Audit and Risk Committee for the period ending 30 June 2023.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p>	Yes	<p>Healthia does not have an internal audit function. Healthia considers that it is not cost effective to have an internal audit function at this point in time given the size</p>

	(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.		<p>and complexity of the business. Healthia will continue to monitor the need for establishing and implementing an internal audit function.</p> <p>The Board works with management to review the management assurance function, to provide assurance to the Board on the effectiveness of internal controls and to recommend improvements to those controls. Where necessary, independent third parties are requested to undertake audits of specific parts of the business (such as cyber security).</p> <p>Healthia's processes for evaluating and improving the effectiveness of its risk management and internal control processes is contained in its Audit and Risk Management Committee Charter a copy of which is located at:  <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p>
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	The Audit & Risk Committee is responsible for identifying significant risks to Healthia's operations and implementing appropriate and adequate control, monitoring and reporting mechanisms and overseeing the policies and procedures to manage those risks. Healthia provides details of any material exposure to environmental or social risks, if any arise, in its annual reports.
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual</li> </ol>	Yes	<p>The Board has established a Nomination and Remuneration Committee. A copy of the <i>Nomination and Remuneration Committee Charter</i> is located at:  <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>The members of the Nomination and Remuneration Committee are:</p> <ul style="list-style-type: none"> <li>- Lisa Dalton (Independent Non-Committee Chair),</li> <li>- Paul Wilson (Independent Non-Committee Member); and</li> <li>- Glen Richards (Non-Independent Non-Executive Committee Member).</li> </ul> <p>The Nomination and Remuneration Committee met on 6 occasions during FY23 with all Committee members being present at these meetings.</p>

	<p>attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Yes	<p>A copy of the <i>Nomination and Remuneration Committee Charter</i> is located at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>Details of the remuneration structure for non-executive directors, executive directors and other senior executives is contained in Healthia's 2023 Annual Report available at <a href="https://investors.healthia.com.au/investor-centre/?page=asx-announcements">https://investors.healthia.com.au/investor-centre/?page=asx-announcements</a>.</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>Healthia has adopted a Securities Trading Policy a copy of which is located at: <a href="https://investors.healthia.com.au/investor-centre/?page=corporate-governance">https://investors.healthia.com.au/investor-centre/?page=corporate-governance</a></p> <p>Healthia complies with Recommendation 8.3(b). Clause 3.1(d) of this Policy provides as follows:</p> <p><i>“The purchase or creation of Hedge and/or Derivatives attached to or based on Company Securities is not allowed – Employees and Directors must not use, or allow to be used, any Derivatives or other products which operate to limit the economic risk of Company Securities that are unvested or vested but subject to disposal restrictions.”</i></p>

**ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES**

9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	Not applicable	Healthia does not have a director in this position and this recommendation is therefore not applicable.
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Not applicable	Healthia is established in Australia and this recommendation is therefore not applicable.
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Not applicable	Healthia is established in Australia and is not an externally managed listed entity and this recommendation is therefore not applicable.