

AUDIT AND RISK COMMITTEE CHARTER

1. INTRODUCTION

The Audit and Risk Committee ("Committee") is a committee of the Board of Oceania Healthcare Limited ("Oceania") established by the Board for the purposes set out below. The Committee may make recommendations to the Board for final decisions, unless specifically mandated by prior Board authority to act or make decisions on behalf of the Board.

2. PURPOSE

The principal purposes of the Committee are to assist the Board in providing oversight of all matters relating to financial management and controls and to ensure Oceania has an appropriate and effective risk management framework in place.

The oversight of Oceania's financial management and controls includes financial accounting, audit, insurance, cyber and the external reporting requirements of Oceania and its subsidiary companies. Without limiting the purpose set out in the preceding sentence, the Committee assists the Board, in relation to Oceania and its subsidiary companies, with the proper and efficient discharge of its responsibility to exercise due care, diligence and skill in relation to the oversight of:

- (a) The appointment and performance of the external auditors;
- (b) The integrity of external financial reporting, including climate-related financial reporting;
- (c) The financial management (including insurance) and financial risks (including cyber risks) and internal control systems;
- (d) The application of accounting policy and practice;
- (e) Related party transactions; and
- (f) Compliance with applicable laws, regulations, standards, codes of practice, and the requirements of the NZX Listing Rules and the ASX Listing Rules (to the extent any such laws, regulations, standards, codes of practice, or Listing Rules requirements concern matters within the Committee's purpose).

The oversight of Oceania's risk management framework includes ensuring:

- (g) Effective enterprise risk management policy, processes and practices are in place (including oversight of internal audit activity);
- (h) Appropriate regulatory and compliance monitoring and oversight is in place; and
- (i) An appropriate culture exists such that Oceania's business is conducted in an ethical, honest, responsible and safe manner.

3. MEMBERSHIP

The Board is responsible for the appointment and removal of the members of the Committee.

The Committee shall be comprised of members of the Board who are non-executive Directors, with a majority of the members being independent Directors (as determined by the requirements of the NZX Listing Rules and having regard to the NZX Corporate Governance Code and the ASX Corporate



Governance Principles and Recommendations (in each case, to the extent applicable)).

The number of members of the Committee shall not be less than three.

At least one of the members of the Committee must be a member of the Chartered Accountants Australia and New Zealand or otherwise have an adequate accounting or financial background. All Committee members must be financially literate.

The Chairperson of the Committee shall be appointed by the Board from among the members of the Committee who are independent. The Chairperson of the Board must not be the Chairperson of the Committee.

4. SECRETARIAL & MEETINGS

The secretary of the Committee shall be appointed by the Board and will prepare the agenda for each meeting in consultation with the Chairperson of the Committee.

A quorum of members of the Committee is two and no business may be transacted at a meeting of the Committee unless a quorum is present. Meetings can be held in person, and/or through video or telephone conferencing.

Attending each meeting by a standing invitation are the Chief Executive Officer, the Chief Financial Officer, the General Manager Finance, the Financial Controller, the Chief Legal and Corporate Services Officer, any appointed Head of Risk and representatives from the external auditors. From time to time the Chairperson of the Committee may request that the Committee meet without these persons present.

The external auditors shall be encouraged to meet as appropriate with the Committee Chairperson, independent of management. The Committee Chairperson will generally meet with management and the external auditors (either together or separately as the Chairperson deems appropriate) before each Committee meeting and at other times as required.

All Directors may attend each meeting by standing invitation. Executives, employees and internal risk management auditors may only attend Committee meetings at the invitation of the Committee.

Reasonable notice of Committee meetings and the business to be conducted shall be given to the members of the Committee, all other members of the Board, the Chief Executive Officer and the Chief Financial Officer and the external auditors.

Meetings shall be held not less than four times a year having regard to Oceania's reporting and audit cycle, which generally requires four meetings per year.

Any member of the Committee, the Chief Executive Officer, the Chief Financial Officer, or the external auditors may request a meeting at any time if they consider it necessary.

Minutes of all meetings are kept.

Oceania shall identify the members of the Committee each year in its annual report.

5. RESPONSIBILITIES

The responsibilities and scope of activities of the Committee are as follows:

A. Audit

- (a) Annually review and recommend to the Board for approval, the appointment and removal of the external auditors and their fees;
- (b) Annually review and confirm the independence of the external auditors consistent with Oceania's



External Auditor Independence Policy, including a review of any non-audit services that may be provided to Oceania and any related fees;

- (c) Liaise with the external auditors and any internal auditors or accountants, and establish a procedure for sustaining direct communication and unrestricted access between the Committee and the external auditors, and any internal auditors or accountants;
- (d) Review and recommend to the Board for approval, the annual and any interim audit plan of the external auditors;
- (e) Monitor management's execution of the recommendations highlighted within the external audit report;
- (f) Monitor and review the external and internal auditing practices, and oversee and monitor the performance of the external auditors;
- (g) Ensure that the lead audit partner is changed at least every five years;

B. Financial Reporting

- (a) Review and recommend to the Board for approval, Oceania's half year and annual financial statements and in carrying out this exercise, consider and review:
 - (i) All audit reports related to the financial statements;
 - (ii) All audit findings;
 - (iii) All representations from management;
 - (iv) The public releases of financial information to the media and market, including the adequacy of information for shareholders and analysts;
 - (v) The significant estimates and judgements in the financial reports by enquiring of management the process used in making material estimates and judgements and then enquire of the external auditors their conclusions on the reasonableness of management's estimates and judgements;
 - (vi) The integrity of the annual and half year financial statements and whether the financial reports represent a true and fair view in all material respects, of Oceania's financial position;
 - (vii) All significant accounting policy changes;
- (b) To advise the Board whether Oceania's half year, annual financial statements, and stock exchange financial reporting comply with applicable laws and regulations;

C. Climate-related disclosures

- (a) Review and recommend to the Board for approval, Oceania's annual climate statements to the extent required under relevant regulations and in carrying out this exercise, consider and review:
 - (i) All external assurance reports related to the climate statements;
 - (ii) All external assurance findings;
 - (iii) All representations from management;
 - (iv) The public releases of climate-related information to the media and marketing, including the adequacy of information for shareholders and analysis;
 - (v) The significant estimates and judgements in the climate statements by enquiring of



management about the basis for forward-looking statements, basis of targets and metrics used to measure progress against those targets, adequacy of scenario analysis and risk identification and assessment, and approach to materiality and then enquire of the external assurance practitioners their conclusions on the reasonableness of management's estimates and judgements;

- (vi) The integrity of the annual climate statements and whether the climate statements are presented in accordance with the information and presentation principles contained in New Zealand Climate Standard NZ CS 3;
- (vii) All significant changes in climate-related disclosures reporting requirements, including regulator guidance;

D. Financial Management

- (a) Ensure processes are in place and monitor those processes so that the Board is properly and regularly informed and updated on corporate financial matters;
- (b) Assess the performance of financial management;
- (c) Review accounting and financial management policies and recommend to the Board for approval, any changes to accounting and financial management policies;
- (d) Assess whether there are adequate controls over special or complex transactions;
- (e) Oversee compliance with statutory responsibilities relating to financial reporting and other accounting-related requirements;
- (f) Oversee compliance with contractual obligations and covenants in relation to financing arrangements;
- (g) Oversee tax management and compliance;
- (h) Review the frequency and significance of all transactions between Oceania and related parties and assessment of their propriety;
- (i) Monitor the financial risks of Oceania and review Oceania's insurance arrangements and oversee the annual insurance renewal process;

E. Financial Planning and Treasury Management

- (a) Review of the design, implementation and maintenance of treasury and capital management policies and controls;
- (b) Oversight of debt structure, including the make-up and components of debt financing and the forecast of the group's debt or other capital requirements;
- (c) Review recommendations in relation to dividend proposals;

F. Cyber, Data and Privacy

- (a) Review cyber preparedness as part of ongoing uplift of security monitoring and control;
- (b) Ensure the privacy of Oceania's residents or staff is not adversely affected by a cyber attack, data or privacy breach;

G. Auditors' Independence

- (a) Facilitate the continuing independence of the external auditor;
- (b) Assess the external auditor's independence and qualifications;



- (c) Address what, if any, services other than in their statutory audit role may be provided by the external auditors;
- (d) Ensure that the ability and independence of the external auditors to carry out their statutory audit role is not impaired, or could reasonably be perceived to be impaired by virtue of the relationship between the external auditor and Oceania (or its Directors and management) which could compromise the external auditor's independence, and ensure that written confirmation of that independence is provided to the Board by the external auditor;
- (e) Monitor and approve any service provided by the external auditors to Oceania other than in their statutory audit role;
- (f) Review the independence of the external auditors and the appropriateness of any non-audit services they undertake for Oceania;

H. Risk

- (a) Governance of Risk
 - (i) Recommend to Board for approval and oversight Oceania's risk management policy and framework;
 - (ii) Undertake an annual assessment of the effectiveness of Oceania's risk management framework, policy and practices;
- (b) Top Risk Profiling, including Risk Appetite
 - (i) At least twice yearly consideration of Oceania's Top Risks, including risk mitigation plans;
 - (ii) Consideration of external, new and emerging risks and their impact on Oceania;
 - (iii) At least annual setting of Oceania's Risk Appetite;
 - (iv) Regular assessment of Oceania's adherence to Risk Appetite;

Note: selected top risks will continue to be governed by the appropriate OCA governance body, including but not limited to Clinical and Health & Safety risks (under the jurisdiction of the Clinical and H&S Committee).

In relation to any of the Top Risks, the Committee may request a "deep dive" into a selected top risk.

- (c) Risk Culture
 - (i) Regular oversight and assessment of Oceania's risk culture;
 - (ii) Oversight of various initiatives to ensure the integrity and ethics of management and culture at Oceania;
 - (iii) Oversight of complaints management and whistleblower reporting, including actions to prevent and remediate matters;
- (d) Business Continuity
 - (i) Oversight of Oceania's resilience, including annual assessment of effectiveness of business continuity, emergency preparedness and crisis management at Oceania;
 - (ii) Oversight of significant post-incident review and learnings;



- (e) Regulatory & Compliance
 - (i) Monitoring of significant regulatory developments which may impact Oceania;
 - (ii) Oversight of compliance programmes and maintenance of records to ensure compliance with Oceania's policies and regulatory and compliance requirements;
- (f) Internal Assurance
 - (i) Oversee the independence and objectivity of internal audit activity;
 - (ii) Approval of the annual Internal Assurance Plan (separate from external audit activity);
 - (iii) Oversight of findings from internal assurance activity;
 - (iv) Review and approve management's recommendation for the appointment or termination of an internal auditor;

I. General

- (a) Supervise any special investigation when requested by the Board;
- (b) Examine and report to Board on any matters referred to the Committee by the Board;
- (c) Establish and review the schedule of annual activities of the Committee; and
- (d) Annual review of the Committee's Charter.

6. AUTHORITY

The Committee is authorised by the Board to deal with matters as set out in the Responsibilities section of this Charter and will report back to the full Board on any material matters and issues requiring decision. The Committee may:

- (a) Make decisions (or submit recommendations for consideration by the Board) on matters for which decision-making authority has been specifically delegated by the Board; and
- (b) Submit recommendations to the Board on matters for which decision-making authority has not been delegated by the Board.

7. ACCESS AND INDEPENDENT ADVICE

The Committee is authorised by the Board to investigate any activity within its responsibilities as set out in this Charter. It is authorised to seek any information it requires from any employee and all employees will be directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain, at the expense of Oceania, external legal or other independent professional advice as necessary to discharge its responsibilities as set out in this Charter, and to arrange for the attendance at Board or Committee meetings, at the expense of Oceania, of outside parties with relevant experience and expertise if it considers it necessary. This may include external and independent support for the annual assessment of the efficacy of the Oceania risk management framework and support for the delivery of the annual Internal Assurance Plan. Any externally appointed internal assurance provider will be subject to Oceania's procurement policies and practices, with consideration for renewal/tender for services at least every five years.

The Committee shall meet with the external auditors without management present as a standing agenda item biannually, and may elect to meet with the external auditors at any time outside these scheduled times.



8. RELATIONSHIP WITH AUDITORS

On a day to day basis, the Chief Financial Officer is responsible for the relationship with the external auditors.

Individual business units of Oceania are responsible for the timely and accurate provision of information to the external auditors.

The Committee shall ensure that the external auditors have direct access to both the Committee and, where required, the full Board.

9. AUDITOR ROTATION

Rotation of the external auditors' lead audit partner is required at least every five years. The Committee must ensure that the external auditors have an appropriate rotation process in place.

10. REPORTING PROCEDURES

The Committee shall maintain direct lines of communication with the external auditors, the Chief Executive Officer, the Chief Financial Officer, the internal auditors and with management generally.

The Chief Executive Officer and the Chief Financial Officer are each responsible for drawing to the Committee's immediate attention any material matter that relates to the financial condition of Oceania, any material breakdown in internal controls, and any event of fraud or malpractice.

The Chief Financial Officer will inform the Committee of any material communication between the external auditors and management.

After each Committee meeting, the Chairperson of the Committee shall report the Committee's findings and recommendations to the Board at the next meeting of the Board following the Committee meeting.

The minutes of all Committee meetings are circulated to the members of the Board, the Chief Executive Officer and the Chief Financial Officer, and will also be made available to the external auditors and to such other persons as the Board directs.

11. REVIEW

The Board will annually review the performance of the Committee against its objectives and responsibilities, as set out in this Charter.

This Charter was reviewed and approved by the Board in March 2026 and will be reviewed at least every two years.

