

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Regis Healthcare Limited

ABN/ARBN

11 125 203 054

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²
☐ These pages of our annual report:

☒ This URL on our website:

<https://www.regis.com.au/investor-information/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 30 August 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 23 September 2021

Name of authorised officer
authorising lodgement:

Rebecca Dean, Acting Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at https://www.regis.com.au/site/wp-content/uploads/2020/06/regis-healthcare-limited-board-charter.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive 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&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><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://www.regis.com.au/site/wp-content/uploads/2021/06/Diversity_Policy.pdf and we have disclosed the information referred to in paragraph (c) at: https://www.regis.com.au/investor-information/publications/ and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.regis.com.au/investor-information/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.regis.com.au/investor-information/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>https://www.regis.com.au/investor-information/corporate-governance/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>https://www.regis.com.au/investor-information/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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> <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 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>	<p><input checked="" type="checkbox"/> and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p> <p>https://www.regis.com.au/investor-information/corporate-governance/]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	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><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at:</p> <p>https://www.regis.com.au/investor-information/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: https://www.regis.com.au/investor-information/corporate-governance/ and, where applicable, the information referred to in paragraph (b) at: [insert location] and the length of service of each director at: https://www.regis.com.au/investor-information/publications/	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://www.regis.com.au/investor-information/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.regis.com.au/site/wp-content/uploads/2018/05/Regis-Code-of-Conduct.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.regis.com.au/site/wp-content/uploads/2020/09/whistleblower-protection-policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.regis.com.au/site/wp-content/uploads/2020/07/regis-anti-bribery-and-corruption-policy.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <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>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.regis.com.au/site/wp-content/uploads/2016/04/Audit-Risk-and-Compliance-Committee-Charter-1.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: https://www.regis.com.au/investor-information/publications/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	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 opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.regis.com.au/site/wp-content/uploads/2016/04/Regis-Continuous-disclosure-policy-13Jul2017.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: http://www.regis.com.au	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://www.regis.com.au/investor-information/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
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>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.regis.com.au/site/wp-content/uploads/2016/04/Audit-Risk-and-Compliance-Committee-Charter-1.pdf and the information referred to in paragraphs (4) and (5) at: https://www.regis.com.au/investor-information/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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 that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: https://www.regis.com.au/investor-information/corporate-governance/</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</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> <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>	<p><input checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs at: https://www.regis.com.au/investor-information/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: https://www.regis.com.au/investor-information/corporate-governance/ and, if we do, how we manage or intend to manage those risks at: https://www.regis.com.au/investor-information/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee 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 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>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.regis.com.au/site/wp-content/uploads/2019/08/people_and_remuneration_committee_charter.pdf</p> <p>and the information referred to in paragraphs (4) and (5) at: https://www.regis.com.au/investor-information/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	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><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: https://www.regis.com.au/investor-information/publications/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: https://www.regis.com.au/site/wp-content/uploads/2016/04/Policy-for-Dealing-in-Securities.pdf</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input type="checkbox"/> and we have disclosed information about the processes in place at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

For personal use only

CORPORATE GOVERNANCE STATEMENT

2021

**PERSONALISED AND
RESPECTFUL CARE
THAT EMBRACES THE
EXPERIENCE OF AGEING**

Corporate Governance Statement

Regis Healthcare Limited (Regis) has adopted the 4th edition of the ASX Corporate Governance Principles and Recommendations released in February 2019 (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. Except where otherwise explained, 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 2021 Annual Report.

This Statement is current as at 30 August 2021 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 below:

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.

The Board is committed to maximising performance to deliver 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 objectives for our residents and clients and protect and enhance Shareholder interests, and that Regis, its Directors, officers and personnel operate in an appropriate environment of corporate governance.

The Board has adopted a formal Board Charter that details the Board's role, authority, responsibilities, membership and operations, and is available on our website at <https://www.regis.com.au/site/wp-content/uploads/2020/06/regis-healthcare-limited-board-charter.pdf>

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

The Board delegates 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 Statement of Delegated Authority approved by the Board and a formal delegation to the Managing Director/CEO.

The Statement of Delegated Authority:

- a. Summarises the matters reserved for determination by the Board and those matters delegated to the Managing Director/CEO; and
- b. Sets out the process for sub-delegation by the Managing Director/CEO and the Regis Executive Team.

Under the Statement of Delegated Authority, 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.

Under the delegation framework, the Managing Director/CEO then delegates her authority to the Executives for specific activities and transactions where appropriate.



This delegation 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 nomination function is part of the Board's responsibilities. The Board is responsible for selecting and appointing Directors. Before the Board appoints a new Director, or puts forward a candidate for election to the Board, it ensures that appropriate background checks are undertaken where necessary.

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 on 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 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 Company executives where they are briefed on the Company's vision, values, strategy, financials, and governance frameworks. Induction to the Company also includes site visits to our residential aged care homes, home care and Commonwealth Home Support Program offices and retirement villages. Directors are also able to 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 Board considers that collectively the Directors have the range of skills, knowledge and experience necessary to direct the Company.

During FY21, the Board reviewed the Board Skills Matrix. In doing so, the Board identified 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 Directors Report in the Annual Report and available on Regis' website.

Table 1

Number of Directors - Strong skills **Number of Directors - Intermediate skills**

Skill/Experience

LEADERSHIP AND CULTURE - Sustained success at CEO or senior executive leadership level. Experience in developing the right corporate culture to build trust and confidence throughout all levels of the company.	6	1
HUMAN RESOURCES - Experience in managing people. 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-ASX.	6	1
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.	5	2
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	1
PUBLIC/GOVERNMENT RELATIONS - Experience in liaising with government and regulators, and dealing with relevant policy.	5	2
STAKEHOLDER MANAGEMENT - Experience in engaging with the community and stakeholders.	7	
RISK AND COMPLIANCE MANAGEMENT - Setting of risk appetite and building and adapting the company's risk culture. Implementing compliance systems, processes and frameworks and assessing their effectiveness.	6	1
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.	1	6
LISTED COMPANY GOVERNANCE - Experience with an ASX listed organisation subject to rigorous governance standards.	4	2
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 relevant legislative and contractual framework.	3	3
ACCOUNTING AND FINANCE - Experience as senior executive or equivalent experience in financial accounting and reporting, corporate finance and internal financial controls.	6	1
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	3
PROPERTY DEVELOPMENT - Expertise in development feasibility and assessment strategies for optimising value and mitigating risk for development opportunities.	3	3
SUSTAINABILITY/CORPORATE SOCIAL RESPONSIBILITY - Experience related to sustainability and corporate social responsibility, including climate change and community concerns.	4	3
BUSINESS DEVELOPMENT - Experience in substantially growing existing businesses in existing markets and new markets.	5	2
HEALTH AND SAFETY - Experience related to workplace Health and Safety.	5	2
MARKETING & COMMUNICATIONS - Experience in marketing and communications strategies for consumer markets.	2	5

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 FY21.

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 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.

The composition of the Board meets the ASX Corporate Governance recommendation that the majority of Directors should be independent. The Board considers that Non-Executive Directors Sylvia Falzon, Graham Hodges, Christine Bennett and Matthew Quinn were independent and free from any business or any other relationship that could materially interfere with the independent exercise of their judgment and were able to fulfil the role of an independent Director for the purposes of the ASX Recommendations.

Details regarding each of the Directors in office during the year, including their expertise, qualifications and length of service, are set out in the 2021 Annual Report.

Company Secretary

The Company Secretary is appointed by the Managing Director/CEO following interview with the Chairman and one other Director. The Company Secretary is accountable to the Board through the Chairman 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 for FY21, Martin Bede, including his expertise and qualifications, are set out in the 2021 Annual Report.

Executives

All Executives of Regis are appointed by the Managing Director/CEO.

Each Executive is subject to target performance levels which are 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 during the reporting period in accordance with this process.

Remuneration

Information regarding the remuneration framework for Regis' Directors and Executives and the Company's policies and practices in relation to performance based remuneration is set out in the Remuneration Report in the 2021 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.

Performance is assessed over a 12 month period to provide greater focus on short and long term measures directly linked to our strategic plan.

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 three committees. These are the:

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

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

Since 2018, Regis no longer has a nomination committee, and the full Board is responsible for Board succession planning, nomination of the Non-Executive Directors and remuneration of Non-Executive Directors for election and ensuring that 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 Chairman.

The Chairman 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 potential or real conflict.



Details of the number of Board and Committee meetings held from the beginning of FY21 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	
	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED
L Mellors	15	15	-	-	-	-	-	-
C Bennett	15	15	-	-	-	-	5	5
B Dorman*	15	13	4	3	-	-	5	5
S Falzon	15	15	4	4	4	4	-	-
G Hodges	15	15	4	4	4	4	-	-
M Quinn	15	15	-	-	4	4	5	5
I Roberts	15	15	-	-	4	4	-	-

*For governance reasons, Mr Dorman did not attend the November Board and Audit, Risk and Compliance Committee meetings.

People and Remuneration Committee

The People and Remuneration Committee is responsible for matters relating to succession planning 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 Chairman. The members of the Committee during FY21 have been:

- Matthew Quinn (Chairman)
- Sylvia Falzon
- Graham Hodges
- Ian Roberts

Clinical Governance and Care Committee

The Clinical Governance and Care Committee is responsible for matters relating to resident and client care, and assurance regarding clinical governance within the company.

The Committee's Charter provides that the Committee will support the objective of Regis' Clinical Governance Policy Statement by adopting a robust and consistent approach towards ensuring that appropriate systems are in place to deliver safe and effective clinical and personal care to Regis' residents and clients.

The members of the Committee during FY21 were:

- Christine Bennett (Chairman)
- Matthew Quinn
- Bryan Dorman

Audit, Risk and Compliance Committee

Members of the Audit, Risk and Compliance Committee during the FY21 were:

- Sylvia Falzon (Chairman)
- Graham Hodges
- Bryan Dorman

Further details of this Committee are provided on the following page.

Corporate Reporting and Risk Management

Chief Executive Officer and Chief Financial Officer Declaration

Prior to the approval of the 2021 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 attend all 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 Director's Report in the 2021 Annual Report.

Internal Audit

The Company had an externally outsourced internal audit function during the reporting period delivered by 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

During the year, the Board endorsed the adoption of a 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

As noted, the Board has established an Audit, Risk and Compliance Committee which assists the Board in carrying out its accounting, auditing and financial reporting 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 Chairman who is not Chairman of the Board. The Audit, Risk and Compliance Committee comprises:

- Sylvia Falzon (Chairman)
- Bryan Dorman; and
- Graham Hodges.

Details regarding each Committee member's qualifications and experience are set out in the 2021 Annual Report.

All Directors have a standing invitation to attend Committee meetings. Other non-Committee members, including members of management and the external auditor, may attend meetings of the Committee by invitation of the Committee Chairman.

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

The Regis Healthcare Risk Management Policy and Framework is approved by the Board. The Risk Management Framework provides for a full review of enterprise risks by the Executive team annually with reporting to the Audit, Risk and Compliance Committee in relation to risk treatment.

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.

A review of Regis' Risk Management Framework was delayed due to a change in personnel. In the interim, the Managing Director/CEO commissioned an independent Risk Management Framework review in FY21. Proposed changes arising from the review will be considered at the September FY22 Board meeting.

Responsible and Ethical Behaviour

Core Values

Regis' core values are set out in the 'Regis Way' which explains the values and expectations of Regis employees, Executives 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.

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 employees of Regis (including temporary employees, contractors, Executives) and Directors must comply with the Code of Conduct.

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

Management reports to the Board in relation to any material breaches of the Code.

Anti-Bribery and Corruption Policy

The Company has a zero-tolerance position in relation to bribery and corruption. Accordingly, the Board has endorsed an 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/>.

The Company Secretary will report to the Board not less than six monthly summarising activities under this Policy. Any substantiated material breaches of this policy, as determined by the Company Secretary or the relevant Executive General Manager, will be reported to the Chairman of the Board, Chairman of the Audit, Risk and Compliance Committee and the Managing Director/CEO.

Whistle-Blower Reporting

Employees are encouraged 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 on a monthly basis (or more frequently if necessary) in relation to all reports under the policy.

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 report any concerns in relation to the care and services provided.

Continuous Disclosure Policy

The Company places a high priority on communication with Shareholders and is aware of the 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 material 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, other designated employees specified by the Board and connected persons of Directors, officers, Executives and designated employees.

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

Diversity

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

In September 2020, the Board formally approved the following objectives under the Diversity Policy for FY21:

1. To maintain representation of women and men in management positions and Board level.
2. Gender equity in remuneration for all like roles.
3. Support of 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 2021 Annual Report.

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

The following table sets out the proportions of men and women on the Board, in Executive positions and across the whole group as at the end of the reporting period.

	FEMALE	MALE
Board	42.9%	57.1%
Senior Executives*	40%	60%
All Employees	80.3%	19.7%

*Executive Leadership Team excluding MD/CEO

Sustainability

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

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

- Quality of care and clinical service delivery.
- Workplace Health and Safety.
- Staff recruitment and retention.
- Corporate governance.

These risks are managed in accordance with 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 emerging risks identified by management are reviewed regularly by the Audit, Risk and Compliance Committee.
- Low and medium risks are reviewed regularly by risk owners to ensure any increases to the risks controlled risk rating are identified, and as relevant, that appropriate treatment plans are developed and implemented.

Regis' sustainability initiatives are included in the 2021 Annual Report and available on Regis' website.

Communications with Shareholders

The Company has a commitment to ensuring that Shareholders are kept informed of all major developments affecting the state of affairs of the Company, including information necessary to assess the performance of the Directors.

In addition to the Company's continuous disclosure obligations, the Company recognises that current and potential investors wish to obtain information about the Company from time to time. To this end the Company has an investor relations program managed by our Chief Financial Officer. Under this program the Company communicates information regularly to Shareholders and other stakeholders through a range of forums and publications, including:

- The Annual Report distributed to Shareholders;
- The Half Yearly Report which is available on the Company's web site;
- The Annual General Meeting;
- Letters to Shareholders when considered to be appropriate and informative;
- Announcements to the ASX; and
- Investor information through the Company's website at www.regis.com.au.

All ASX announcements made to the market, including annual and half year financial results, are posted on the Company's website as soon as practicable following the release by the ASX. The full text of all notices of meetings and explanatory material, the Company's Annual Report and copies of all investor presentations made to analysts and media briefings are also posted on the Company's website following release to the ASX. The website also contains a facility for Shareholders to direct queries to the Company.

The program facilitates two-way communication with investors, with Shareholders able to contact the Chief Financial Officer or ask questions through the Company's website. 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.

This year the Company will hold an online AGM. This will enable better access for a greater number of Shareholders who in normal times may find it difficult to physically attend and participate in the meeting.

The Shareholders of the Company are responsible for voting on the election of Directors at the Annual General Meeting in accordance with the Constitution. All Directors (other than the Managing Director/CEO) are subject to re-election by rotation, no later than every three years. The Annual General Meeting 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.

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 content of the Audit Report or the conduct of the audit.

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

For personal use only



REGIS.COM.AU