

JAPARA HEALTHCARE LIMITED

ACN 168 631 052

Zero Harm Committee Charter

15 February 2019

1 Membership of the Committee

The Committee must consist of:

- Only non-executive Directors;
- A majority of independent Directors;
- An independent Chair who is not the Chair of the Board;
- A minimum of 3 members of the Board.

The Board may appoint additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Non-committee members, including members of management, may attend meetings of the Committee at the invitation of the Committee Chair.

The Company Secretary shall attend all Committee meetings as minute secretary.

2 Administrative matters

2.1 Meetings

The Committee will meet as often as the Committee members deem necessary in order to effectively fulfil their role. It is intended that the Committee will meet at least quarterly.

2.2 Quorum

The quorum is at least 2 members of the Committee.

2.3 Convening and notice of meeting

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

2.4 Rights of Access and Authority

The Committee has rights of access to management and to any appointed external advisers without management present, and rights to seek explanations and additional information from both management and external advisers.

The Committee may seek the advice of any appointed external advisers as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

2.5 Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after review by the Committee Chair, be circulated to the Board and formally approved at the following Committee meeting. All minutes of the Committee must be entered into the minute book maintained for that purpose and be open at all times for inspection by any Director.

2.6 Reporting

The Committee Chair will provide a brief oral report on any findings or material matters arising out of the Committee meeting, or requiring Board attention or approval at the next Board meeting. All Directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

3 Role and responsibilities

3.1 Overview

The Zero Harm Committee is responsible for overseeing the following:

- (a) The Company's workplace health and safety, clinical risk and environment and sustainability policies;
- (b) Workplace health and safety matters;
- (c) Clinical risk management matters; and
- (d) Environment and sustainability matters.

The Committee's overarching objective is to ensure that the commitment to Zero Harm is a core value and priority across the Company's operations.

3.2 Responsibilities

The Zero Harm Committee is responsible for:

- (a) Overseeing the development and implementation of **policies and practices** to ensure the Company complies with its workplace health and safety, resident safety and clinical care and environment and sustainability obligations and commitments;
- (b) Overseeing the development and implementation of **company-wide processes and procedures** (including reporting systems and investigations) to ensure compliance with the Company's policies and legal and regulatory obligations relating to workplace health and safety, resident safety and clinical care and the environment and sustainability;
- (c) Ensuring these processes and procedures are **regularly reviewed** to ensure that all material workplace health and safety, resident safety and clinical care and environment and sustainability risks are identified, reported and investigated and that remedial action is taken when required;
- (d) **Endorsing and monitoring key performance indicators and targets** that underpin the Company's Zero Harm goals in each of the key areas of workplace health and safety, resident safety and clinical care and environment and sustainability;
- (e) **Monitoring the Company's reporting systems** for actual or potential breaches of workplace health and safety, resident safety and clinical care and environment and sustainability legal and regulatory obligations, any accidents and incidents and any investigations and remedial action; and
- (f) Where appropriate, **liaising with the Audit, Risk and Compliance Committee** to determine whether the Company's reporting and risk management procedures relating to workplace health and safety, resident safety and clinical care and environment and sustainability are effective.

4 Review

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