GLOBAL HEALTH
Connecting Clinicians and Consumers

BOARD CHARTER

The board of Directors is responsible for the corporate governance of the company. The Directors are responsible to the shareholders for the performance of the company in both the short and the longer term and seek to balance sometimes competing objectives in the best interests of the group as a whole. The board is also responsible for setting the strategic direction and establishing the policies of the group. The focus is to enhance the interests of shareholders and other key stakeholders and to ensure the group is properly managed.

Board responsibilities

The responsibilities of the board include:

- Providing strategic guidance to the company including contributing to the development of, and approving the corporate strategy;
- Reviewing and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives;
- Overseeing and monitoring organisational performance and the achievement of the group's strategic goals and objectives and progress of major capital expenditures and other significant corporate projects including any acquisitions or divestments;
- Monitoring financial performance including approval of the annual and half-year financial reports and liaison with the company's auditors;
- Appointing and, if necessary, removing the Chief Executive Officer;
- Assessing the performance and determining the remuneration of the Chief Executive Officer;
- Ratifying the appointment and/or removal and contributing to performance assessments for the members of the senior management team;
- Approving remuneration policies and the remuneration of senior executives;
- Approving remuneration of Directors within limits approved by shareholders;
- Ensuring there are effective management processes in place and approving major corporate initiatives;
- Enhancing and protecting the reputation of the organisation;
- Overseeing the operation of the group's systems for compliance and risk management and reporting to shareholders.

Day to day management of the group's affairs and the implementation of the strategy and policy initiatives are delegated by the board to the Chief Executive Officer and senior executives.

Composition of the board

Each year one-third of directors and any Director (excluding the Chief Executive Officer) who has held office for three years or three annual general meetings (whichever is longer) must retire from office. A retiring director is eligible to seek re-election if so minded.

The composition of the board is determined in accordance with the following principles and guidelines:

- The board should comprise at least three Directors and should maintain a majority of independent and Non-Executive Directors;
- The Chairman must be an independent and Non-Executive Director;
- The roles of Chief Executive Officer and Chairman must not be performed by the same individual;
- The board should comprise directors with an appropriate range of qualifications and expertise; and
- The board shall meet regularly and have available all necessary information to participate in an informed discussion of all agenda items.

The board seeks to ensure that:

- At any point in time, its membership represents an appropriate balance between Directors with experience and knowledge of the group and Directors with an external or fresh perspective.
- The size of the board is conducive to effective discussion and efficient decision-making. As Global Health Ltd has a relatively small board, the full board acts as a nomination committee and reviews board memberships including an assessment of necessary and desirable competencies, particularly in consideration of appointments and removals.

Committees

The Board may delegate any of its powers to a committee or to any person. The Board has delegated specific authorities to the Audit Committee as set out in the Audit Committee Charter.

Meetings

The Board meets as often as required to perform its role effectively and not less than five times each year. The Company Secretary must convene a meeting if requested to do so by and Director.

The Chairman determines the agenda for meetings in conjunction with the Company Secretary. The Company Secretary is appointed by the Board and is accountable to the Board, through the Chairman, for supporting the proper functioning of the Board.

Performance

The Board has adopted a code of conduct for Directors in keeping with the Company's desire to remain a good corporate citizen and appropriately balance, protect and preserve all stakeholders' interests.

In order to ensure that the Board continues to discharge its responsibilities in an appropriate manner, the Board reviews its performance and the Chairman reviews the performance of individual Directors annually.

Directors may request development and training at the Company's expense, which will be determined by the Chairman.

Access and Independent professional advice

The external auditor has direct access to the Board and the Audit Committee.

Directors may seek information from any member of management.

Each Director is entitled to seek independent professional advice at the expense of the company in carrying out his duties as a Director. Prior to obtaining such advice, if at the expense of the company, the Chairman will be advised of the matter and an estimate of the cost.