

BOARD CHARTER

1. INTRODUCTION

This is the Board Charter of **Regeneus Ltd ACN 127 035 358 (Company)**. This Charter sets out the key roles and responsibilities of the directors of the Company (**Board**), the Company Secretary and the senior executive team.

2. ROLES AND RESPONSIBILITIES

2.1 Key responsibilities of the Board

The key responsibilities of the Board are:

- (a) demonstrating leadership;
- (b) defining the Company's purpose and setting its strategic objectives;
- (c) appointing the chair of the Board (**Chair**);
- (d) appointing and replacing the chief executive officer (**CEO**);
- (e) appointing and replacing the company secretary of the Company (**Company Secretary**);
- (f) approving the appointment and replacement of other senior executives of the Company;
- (g) overseeing management in its implementation of the Company's strategic objectives, instilling of the Company's values and performance generally;
- (h) approving operating budgets and major capital expenditure;
- (i) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (j) overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (k) satisfying itself that the Company has in place an appropriate risk management framework (for both financial and nonfinancial risks) and setting the risk appetite within which the Board expects management to operate;
- (l) satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- (m) whenever required, challenging management and holding it to account;
- (n) satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite; and
- (o) monitoring the effectiveness of the Company's governance practices.

2.2 Reserved matters

In addition to matters expressly required by law to be approved by the Board, the powers reserved for the Board are as follows:

- (a) appointing the Chair;
- (b) appointing and removing the CEO and determining his or her terms and conditions of service;
- (c) appointing and replacing the company secretary of the Company;
- (d) approving the appointment and replacement of the chief financial officer (**CFO**) and other senior executives of the Company;
- (e) any changes to the delegations by the Board;

- (f) any matters in excess of the discretion that it delegates to the CEO and senior management in relation to business transactions, credit transactions, risk limits and expenditure;
- (g) the issue of any shares, options, equity instruments or other securities in the Company;
- (h) developing and approving of any equity incentive plan for the Company officers and senior management;
- (i) approving the financial statements for a financial period provided that prior to approving the financial statements for a financial period, the Board receives from the CEO and the CFO, if applicable a declaration that:
 - (i) in their opinion, the financial records of the entity have been properly maintained;
 - (ii) 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
 - (iii) the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively; and
- (j) approving each of the following:
 - (i) the budget and strategic plan - at least annually;
 - (ii) the remuneration and conditions of service including financial incentives for the direct reports to the CEO as recommended by the Remuneration and Nominations Committee - at least annually;
 - (iii) significant changes to organisational structure and the appointment of senior officers as the Board may determine;
 - (iv) the acquisition, establishment, disposal or cessation of any significant business; and
 - (v) compliance policies;
- (k) reviewing and approving the remuneration of the non-executive directors; and
- (l) any other specific matter nominated by the Board from time to time.

3. BOARD MEMBERSHIP

3.1 Composition and Size

- (a) The Board is appointed in accordance with the Company's constitution.
- (b) The Board should comprise directors with an appropriate range of skills, experience, expertise and diversity.
- (c) The Board desires that a majority of the directors be independent. The Board will regularly review the independence of each non-executive director. In assessing independence, the Company will have regard to the factors listed in Box 2.3 of the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council.¹
- (d) The Board, together with the Remuneration and Nominations Committee, will:
 - (i) determine the composition and size of the Board, subject to the Company's constitution; and
 - (ii) review the skills represented by directors, in light of the Board Skills Matrix adopted by the Board from time to time, and determine whether the composition and mix of those skills remain appropriate for the Company's strategy.

- (e) The Board will periodically review its own performance, as well as the performance of its committees and individual directors, against both measurable and qualitative indicators. The Board also has an informal process of continuous feedback and Board improvement.
- (f) The Board may adopt a policy on tenure – noting it has not yet done so.

3.2 Chair

The Chair is responsible for leadership of the Board and “setting the tone” for an effective working relationship between Board members, and between the Board and management. This includes:

- (a) leading the Board;
- (b) facilitating the effective contribution of all directors and promoting constructive and respectful relations between directors and between the Board and management;
- (c) approving Board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues;
- (d) chairing meetings of the Board and of shareholders;
- (e) leading the process for reviewing periodically the performance of the Board overall as well as the effectiveness of individual contributions; and
- (f) maintaining effective communication with and providing mentoring and guidance to the CEO.

3.3 Company Secretary

- (a) The Company Secretary is appointed and removed by the Board. All directors have direct access to the Company Secretary and vice versa.
- (b) The Company Secretary will be accountable to the Board, through the Chair, on matters to do with the proper functioning of the Board.
- (c) The Company Secretary is responsible for:
 - (i) advising the Board and its committees on governance matters;
 - (ii) monitoring that Board and committee policies and procedures are followed;
 - (iii) coordinating the timely completion and despatch of Board and committee papers;
 - (iv) ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
 - (v) helping to organise and facilitate the induction and professional development of directors.

3.4 Meetings

- (a) the Company’s constitution governs the regulation of Board meetings.
- (b) The Board will meet regularly and directors will use their reasonable endeavours to attend all Board meetings.
- (c) Non-executive directors may, and will periodically, meet without executive directors or management present.

3.5 Time Commitment

- (a) Directors are expected to devote reasonable time and attention to the business of the Board. In particular, they are expected to attend all Board meetings, all meetings of committees on which they serve, and all general meetings unless leave of absence has been granted by the Board.
- (b) Non-executive directors are expected to advise the Chair of the Board and the Chair of the Remuneration and Nominations Committee before accepting any new appointment as a director of another listed entity, any other material directorship or any other position which requires a significant time commitment.

4. DELEGATION

4.1 Committees

The Board may from time to time establish committees to assist in the discharge of its responsibilities. As at the date of this Charter, the Board has established:

- (a) an Audit and Risk Committee, which is responsible for overseeing the external and internal auditing of the Company's activities and overseeing the Company's risk management policies and compliance procedures; and
- (b) a Remuneration and Nominations Committee, which is responsible for making recommendations to the Board on remuneration packages for senior executives and executive Directors, the appointment and evaluation of the CEO and for making recommendations to the Board on the composition of the Board.

4.2 Senior executive team

The key responsibilities of the senior executive team of the Company, including the CEO and CFO, if applicable are:

- (a) implementing the Company's strategic objectives and instilling and reinforcing its values, all while operating within the values, Code of Conduct, budget and risk appetite set by the Board;
- (b) providing the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its responsibilities, not just limited to information about the financial performance of the Company, but also its compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the Company's values or Code of Conduct; and
- (c) providing the declarations required by clause 2.2(i) of this Charter.

5. INDEPENDENT PROFESSIONAL ADVICE TO DIRECTORS

- (a) Each director may obtain legal or other professional advice necessary for the director to discharge their responsibilities as a director of the Company at the Company's expense provided the director:
 - (i) informs the Chair of the reason for seeking advice, of the name and qualifications of the advisor from whom the advice will be sought, and of the estimated cost of the advice; and
 - (ii) obtains the prior written consent of the Chair (which will not be unreasonably withheld) to the director obtaining the advice at the Company's expense. The Chair must inform the other directors or any such request for consent as soon as possible.
- (b) The details or copies of the advice so obtained must be provided to the Board as soon as possible after the advice is obtained unless the Chair has agreed that the advice obtained is personal to the Director's specific lawful performance, duties and/or responsibilities as a director.

6. REVIEW

- (a) The Board will regularly review the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Company.
- (b) The Board will review this Charter periodically to check that it is operating effectively and to consider whether any changes are required.