

## BOARD SKILLS MATRIX

### 1. INTRODUCTION

- (a) This is the Board Skills Matrix of **Regeneus Ltd ACN 127 035 358** and its related bodies corporate (**Company**) referred to in the Remuneration and Nominations Committee Charter. This Matrix provides a guide as to the skills, knowledge, experience, personal attributes and other appropriate criteria that the Company has or is looking to achieve in the membership of its board of directors (**Board**).
- (b) The Board has identified this matrix as a useful tool to assist with professional development initiatives for directors and for the Board's succession planning.

### 2. PRINCIPLES

The Board is a skills-based board comprising directors who collectively have the skills, knowledge and experience to effectively govern and direct the Company. The skills and attributes required of the Company's directors can be broadly categorised as follows:

- (a) governance skills (that is, skills directly relevant to performing the Board's key functions) – see section 4;
- (b) industry skills (that is, skills relevant to the industry or sector in which the Company predominantly operates) – see section 5; and
- (c) personal attributes or qualities that are generally considered desirable to be an effective director – see section 6.

In addition, the Board as a whole should also consider the observations regarding diversity and non-skills based board attributes – see section 7.

### 3. USE OF MATRIX

- (a) Prior to initiating a search for a new Board member, these areas of capability are reviewed in light of the Company's strategy and the prevailing and expected market conditions.
- (b) The collective capability of the current Board is assessed against requirements and the search then focuses on finding a Board member who will best complement the current mix of capability on the Board.
- (c) This Matrix is also used to select induction, development and education activities for the Board and to articulate the on-going relevance of a Board member's expertise prior to recommending re-election of that Board member.
- (d) The skill areas in this Matrix will be regularly reviewed to ensure that they remain aligned with the Company's stage of development and strategic direction.

## 4. GOVERNANCE SKILLS

Skill area	Description	Importance of Skill	Reflected in directors' strengths
<b>Strategy</b>	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies for the Company.	Essential	Yes
<b>Financial reporting</b>	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> <li>analyse key financial statements;</li> <li>critically assess financial viability and performance;</li> <li>contribute to strategic financial planning;</li> <li>oversee budgets and the efficient use of resources; and</li> <li>oversee funding arrangements and accountability.</li> </ul>	Essential	Yes
<b>Risk and compliance oversight</b>	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.	Essential	Yes
<b>Corporate governance</b>	Knowledge and experience in best practice corporate governance structures, policies and processes.	Essential	Yes
<b>Board experience</b>	Experience as a director of a company, preferably a listed company, and an understanding of: <ul style="list-style-type: none"> <li>ASX Listing Rule requirements; and</li> <li>listed company compliance requirements under the Corporations Act, including reporting and shareholder meeting requirements.</li> </ul>	Essential	Yes
<b>Risk and compliance oversight</b>	Ability to identify key risks in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.	Essential	Yes
<b>Information technology strategy and governance</b>	Knowledge and experience in the strategic use and governance of information management and information technology, including personal information privacy and security risk management.	Desirable	Yes
<b>Executive management</b>	Experience at an executive level including the ability to: appoint and evaluate the performance of the CEO and senior executive managers; oversee strategic human resource management including workforce planning,	Desirable	Yes

Skill area	Description	Importance of Skill	Reflected in directors' strengths
	and employee and industrial relations; and oversee large scale organisational change.		
<b>Commercial experience</b>	A broad range of commercial/business experience.	Essential	Yes
<b>Qualifications</b>	Qualifications and experience in other fields.	Desirable	Yes
<b>Mergers &amp; acquisitions experience</b>	Experience in mergers and acquisitions transactions.	Desirable	Yes

## 5. INDUSTRY SKILLS

Skill area	Importance of Skill	Reflected in directors' strengths
<b>Expertise in the areas of the Company's businesses</b>	Essential	Yes
<b>Depth of experience with the Company</b>	Essential	Yes
<b>Experience in scaling an organisation</b>	Essential	Yes

## 6. PERSONAL ATTRIBUTES

Attribute	Description
<b>Integrity (ethics)</b>	<p>A commitment to:</p> <ul style="list-style-type: none"> <li>understanding and fulfilling the duties and responsibilities of a director, and maintaining current knowledge as a director through professional development;</li> <li>putting the Company's interests before any personal interests;</li> <li>being transparent and proactively declaring any activities or conduct that might be a potential conflict; and</li> <li>maintaining Board confidentiality.</li> </ul>
<b>Effective listener and communicator</b>	<p>The ability to:</p> <ul style="list-style-type: none"> <li>listen to, and constructively and appropriately debate, other people's viewpoints;</li> <li>develop and deliver cogent arguments; and</li> <li>communicate effectively with a broad range of stakeholders.</li> </ul>
<b>Constructive questioner</b>	The preparedness to ask questions and challenge management and peer directors in a constructive and appropriate way about key issues.

Attribute	Description
<b>Contributor and team player</b>	The ability to work as part of a team, and demonstrate the passion and time to make a genuine and active contribution to the Board.
<b>Commitment</b>	A visible commitment to the purpose for which the Company has been established and operates, and its ongoing success.
<b>Influencer and negotiator</b>	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain stakeholder support for the Board's decisions.
<b>Critical and innovative thinker</b>	The ability to critically analyse complex and detailed information, readily understand key issues, and develop innovative approaches and solutions to problems.
<b>Leader</b>	Leadership skills including the ability to: <ul style="list-style-type: none"> <li>• appropriately represent the organisation</li> <li>• set appropriate Board and Company culture</li> <li>• make and take responsibility for decisions and actions.</li> </ul>

The Chair should also have the personal attributes to effectively undertake usual Chair functions such as: chairing Board meetings; developing a constructive relationship with the CEO; successfully managing Board succession planning and Board performance; and representing/being a spokesperson for the Company.

## 7. DIVERSITY AND NON-SKILLS BASED CRITERIA

Criteria	Description
<b>Gender diversity</b>	The Board is aiming for relatively equal gender representation on the Board to reflect gender diversity in the local community and given that gender diversity has been positively correlated with performance.
<b>Geographic and cultural diversity</b>	The Company is designed to have a strong link to their local and global community and respond effectively to local needs. Therefore, the Board should have strong local and global representation. Where possible, cultural diversity on the Board should be reflective of the cultural diversity in both the local and global community.
<b>Age</b>	The Board is aiming for some age diversity among directors to bring different generational perspectives to the Board's deliberations.
<b>Previous Board experience.</b>	The Board should collectively comprise directors who demonstrate competence and experience at Board level and/or who have completed formal training in directorship/governance.

## 8. REVIEW

The Board will periodically review this Matrix to check that it is operating effectively and to consider whether any changes are required.

**Adopted by the Board of Regeneus Ltd**  
25<sup>th</sup> October 2021