



truscreen
a world without
cervical cancer

Truscreen Group Limited Board Charter

This Charter sets out the role, responsibilities, structure and processes of the Board of directors of Truscreen Group Limited (Company).

1. Roles and Responsibilities

1.1 The role of the Board is to approve the strategic direction of the Company, guide and monitor the management of the Company in achieving its strategic plans, review, approve and monitor the Company's risk management systems across its businesses, and to oversee overall good governance practice.

1.2 The Board is responsible for:

- (a) approving the Company's strategy, business plans and policies;
- (b) monitoring the Company's strategic direction and portfolio of activities, and the associated risks;
- (c) reviewing, approving and monitoring the Company's risk management systems, including internal compliance and control mechanisms;
- (d) approving the annual report and financial statements (including the directors' report and remuneration report) and any other published reporting, upon recommendation from the Audit and Risk Committee, and in accordance with the Constitution, Corporations Act, NZX/ASX Listing Rules and any other applicable regulations;
- (e) overseeing the Company's accounting and corporate reporting systems and appointing, re-appointing or removing the Company's external auditors and approving the auditor's remuneration, upon recommendation from the Audit and Risk Committee;
- (f) approving and monitoring the effectiveness of the Company's system of corporate governance, including formation of Board committees and the terms of applicable governing charters;
- (g) approving the overall remuneration policy, including non-executive director remuneration, executive director and senior executive remuneration; and any executive incentive plans, upon recommendation from the Remuneration Committee;
- (h) determining the size, composition and structure of the Board, and the process for evaluating its performance;
- (i) appointing and removing the CEO/Managing Director, and approving the remuneration of and overseeing the performance review of the CEO/Managing Director;

2. The Role of Management

2.1 The day-to-day management of the Company and its businesses is the responsibility of the CEO/Managing Director/Executive Director.

2.2 The Board delegates to the CEO/Managing Director/Executive Director all powers to manage the day-to-day business of the Company, subject to those powers reserved to the Board in clause 1 and any specific delegations of authority approved by the Board.

The key responsibilities of the CEO/Managing Director/Executive Director are to:

- (a) manage and administer the day-to-day operations of the Company and its business in accordance with the strategy, business plans and policies approved by the Board;
- (b) develop strategies for the Company, its businesses and management, and make recommendations to the Board on such strategies;

- (c) develop the Company's annual budget and conduct the Company's activities within the approved annual budget;
- (d) develop and maintain the Company's risk management systems, including internal compliance and control mechanisms;
- (e) ensure compliance with the Company's continuous disclosure obligations, in accordance with the role and responsibilities delegated under the Market Disclosure Policy;
- (f) assign responsibilities clearly to the management team, and supervise and report on their performance to the Board;
- (g) regularly report to the Board with accurate, timely and clear information, such that the Board is fully informed to discharge its responsibilities effectively.

3. Composition, Size and Structure of the Board

3.1 Composition

The Board is responsible for determining an appropriate mix of skills, knowledge, experience, expertise and diversity on the Board, necessary to review and approve the strategic direction of the Company, and to guide and monitor the management of the Company, upon recommendation from the Nomination Committee.

3.2 Size

The number of directors on the Board shall be determined in accordance with the Constitution and the requirements of the Companies Act.

3.3 Structure

The Board shall strive for a majority of non-executive directors who satisfy the criteria for independence.

3.4 Qualifications

The Nomination Committee is responsible for reviewing Board composition, skills and experience, and making recommendations in relation to Board appointments and re-elections, including preparing a description of the role and capabilities required for a particular Board appointment, identifying suitable candidates to fill Board vacancies as and when they arise, and nominating candidates for the approval of the Board.

3.5 Tenure

The Nomination Committee is responsible for identifying existing directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Constitution and the requirements of the NZX Listing Rules, and notifying the Board.

3.6 Performance Review

The Board is responsible for undertaking a formal evaluation process to review its performance and that of its committees once every two years. The Nomination Committee is responsible for scheduling these formal reviews.

4. Appointment and Responsibilities of Chairman

- 4.1 The Board shall appoint a Chairman in accordance with the Constitution.
- 4.2 The Chairman must be one of the non-executive directors.
- 4.3 The role of Chairman must not be held by someone who is performing the role of Executive Director.
- 4.4 The responsibilities of the Chairman are to:
 - (a) maintain effective communication between the Board and management;
 - (b) lead the Board;
 - (c) ensure the efficient organisation and conduct of the Board's function;
 - (d) brief all directors in relation to issues arising at Board meetings;

- (e) chair general meetings of the Company; and
- (f) exercise such specific and express powers as are delegated to the Chairman by the Board from time to time.

5. CFO/Company Secretary

- 5.1 The Board appoints the CFO/ Company Secretary in accordance with the Constitution.
- 5.2 Appointment and removal of the CFO/Company Secretary is subject to Board approval. The CFO/Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.
- 5.3 Each director has a right of access to the CFO/Company Secretary at all times.
- 5.4 The role of the CFO/Company Secretary includes:
 - (a) assisting the Board and Board committees on governance matters;
 - (b) monitoring Board and committee policy and procedures;
 - (c) co-ordinating the timely completion and dispatch of Board and committee papers; and
 - (d) ensuring that the business at Board and committee meetings is accurately captured in the minutes.

6. Committees of the Board

- 6.1 The Board may from time to time establish and delegate any powers to a committee of the Board in accordance with the Constitution.
- 6.2 The Board is responsible for approving and reviewing the charter terms and membership of each committee established by the Board.
- 6.3 The Board has established the following committees:
 - (a) Audit and Risk Committee;
 - (b) Nomination Committee and Remuneration Committee

7. Board Meetings

- 7.1 The Board shall meet at least six times per year, and otherwise as often as the directors determine necessary to enable the directors and the Board to fulfil their duties and responsibilities to the Company.
- 7.2 A director may call a meeting of the directors, and the Company Secretary must, if requested by a director, call a Board meeting.
- 7.3 The CFO/Company Secretary is responsible for distributing Board meeting papers to directors prior to each meeting.
- 7.4 A quorum for a Board meeting shall be determined in accordance with the Constitution.
- 7.5 The Chairman is responsible for the conduct of all Board meetings, including briefing all directors in relation to the issues arising at Board meetings. The Chairman has a casting vote, subject to the terms of the Constitution.
- 7.6 Draft minutes of each Board meeting shall be prepared by the CFO/Company Secretary promptly following the meeting for review by the Chairman.

8. Ethical Standards and Legal Duties

8.1 Code of Conduct

Each director shall abide by the terms of the Company's Code of Conduct, and are expected to uphold the ethical standards and corporate behaviour described in the Code.

8.2 Duties

The Board will operate in a manner reflecting the values of the Group and in accordance with its agreed corporate governance guidelines, the Constitution, the Companies Act and all other applicable laws and regulations.

8.3 Conflicts of interest

Each director has a fiduciary and statutory duty not to place themselves in a position which gives rise to, or is perceived to give rise to, a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.

8.4 Dealing in shares

Directors must ensure any dealings in shares are in strict compliance with the Company's Securities Trading Policy and otherwise in accordance with the values of honesty and integrity.

9. Independence of Directors

9.1 If a director is or becomes aware of any information, facts or circumstances which will or may affect that director's independence, the director must immediately disclose all relevant details in writing to the CFO/Company Secretary and the Chairman.

9.2 The Board will regularly assess the independence of each director in light of disclosures made in accordance with clause 9.1.

9.3 If the Board determines that a director's status as an independent director has changed, that determination should be disclosed and explained in a timely manner to the market.

9.4 An independent director is a non-executive director who is not a member of management and who is free of any interest, position, association, business or other relationship that might influence or be perceived to influence, in a material respect, the independent exercise of their judgement.

10. Independent Advice

10.1 The Board collectively, and each director individually, may obtain independent professional advice at the Company's expense, as considered necessary to assist in fulfilling their relevant duties and responsibilities.

10.2 Individual directors who wish to obtain independent professional advice should seek the approval of the Chairman (acting reasonably), and will be entitled to reimbursement of all reasonable costs in obtaining such advice. In the case of a request made by the Chairman, approval is required by the Chairman of the Audit and Risk Committee.

11. Confidentiality

11.1 The directors acknowledge that all proceedings of the Board and its committees are strictly confidential and will not be disclosed to any person other than Board members, except as agreed by the Board or as required by law.

12. Review of Charter

The Board will from time to time review the Charter to ensure that it meets best practice standards, complies with the NZX Corporate Governance Principles and Recommendations and meets the needs of the Company and the Board.