

Virtus Health Pty Ltd

Environmental, Social and Governance (ESG)

Steering Committee Charter July 2023



Purpose

The ESG Steering Committee has been formed with the intention to lead, support and progress Virtus' ESG material topics across the global business. The ESG Steering Committee Charter (**Charter**) specifies the authority set out to the Steering Committee (**SteerCo**) and defines the responsibilities, authority and composition of the SteerCo to enable this group to achieve its aim.

Relationship to other documents

This policy should be read in conjunction with:

- The Virtus Health Environmental, Social and Governance (**ESG**) Policy

Authority

The role of the SteerCo is to provide objective oversight of Virtus' ESG framework and actions by:

- acting at all times, with due care, skill and diligence;
- assist in the development and ongoing review of Virtus' ESG framework, material topics, initiatives and/or guiding ESG principles;
- communicating ESG progress to local and global teams, across divisions and to leadership, reflecting on next steps and sharing knowledge across the business;
- ensuring that the Board are adequately informed about Virtus' ESG framework and initiatives, and bringing any issues to the Board's attention; and
- approving network-wide ESG activities, and appointing appropriate internal resources to ESG initiatives to support successful outcomes, convening sub-committees on a particular initiative or material topic, where appropriate.

Responsibility

In order to fulfill its responsibilities, the SteerCo will be responsible for:

- oversight and approval of the ESG Action Plan prior to Board review and approval;
- oversight and review of Virtus' ESG framework and its effectiveness in identifying, managing and controlling ESG risks and opportunities;
- oversight of ESG activities, ensuring a balance between ESG outcomes and other business priorities;
- monitoring of Virtus' ESG actions to be ahead of, and ensure compliance with, applicable global legal and regulatory requirements; and
- oversight of regular ESG reporting.

Membership

The SteerCo consists of the Virtus Health Senior Executive team, comprising the Chief Executive Officer and their direct reports. A SteerCo Chair will be appointed by the CEO and rotated among SteerCo members on a 12 monthly basis. The Chair is responsible for leading SteerCo meetings, delegating responsibility and exercising discretionary decision making on behalf of the SteerCo where high priority, time sensitive matters require an immediate decision.

SteerCo Meetings

Meetings will be convened with the SteerCo and Head of ESG as frequently as is required to deliver on the ESG initiatives outlined in the ESG Action Plan. The SteerCo commits to a minimum of bi-annual meetings with the Head of ESG to discuss ESG initiatives and progress.

A quorum of 50% of members is required at SteerCo meetings to exercise decision making.

Document control

Version	Reviewed and endorsed by	Date of approval