

<b>Document name:</b>	<b>Virtus Health Group – Environmental, Social &amp; Governance (ESG) Working Group – Terms of Reference</b>
<b>Originating Department:</b>	<b>Finance</b>
<b>Responsible Person:</b>	Chief Financial Officer
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Terms capitalised in this document are defined in **Annexure 1**.

## **1. Introduction**

### **1.1. Purpose**

This Terms of Reference (**ToR**) defines the purpose and governance of the Environmental, Social & Governance (**ESG**) Working Group (the **Group**), established by the Board. It outlines the Group's role, responsibilities, composition, structure, and membership requirements.

### **1.2. Purpose of the Working Group**

The Group supports the Executive Leadership Team (**ELT**) and the Board in overseeing Virtus Health's ESG commitments and activities across all regions. It advises on ESG strategy, ESG-related initiatives, ESG performance, and risk management, with a particular focus on climate-related risks, sustainability initiatives, and compliance with disclosure frameworks. The Group drives the advancement of Virtus Health's ESG posture by developing strategy and policy, promoting awareness, managing risks, implementing initiatives and transition planning, and overseeing performance and disclosure through the annual Sustainability Report. It also provides recommendations to the Enterprise Risk Committee (**ERC**) and the Board on ESG risks and opportunities, acting as subject matter experts and advocates for the Virtus Health group.

## **2. Authority**

The Group reports to the Enterprise Risk Committee and is authorised to:

- Oversee Virtus Health's ESG framework, the implementation of ESG-related initiatives and governance processes.
- Review and recommend annual climate-related disclosures and governance processes for approval.
- Support assessment of ESG and climate-related risks and opportunities, including scenario analysis.
- Review greenhouse gas (**GHG**) emissions and other climate-related metrics.
- Monitor progress against ESG and climate-related targets and initiatives.
- Ensure the ELT, Chief Executive Officer, and Board are informed and ESG progress is communicated globally.

- Seek independent advice from auditors, legal counsel, or external specialists as required.

### **3. Membership**

#### **3.1. Composition of Committee**

The members of the Group are appointed by the Group's Chair.

The Group will comprise:

- a member of the Board, or their representative;
- the Chief Financial Officer (Chair);
- the ESG Lead (Deputy Chair);
- the Chief Legal & Risk Officer or their delegate; and
- other standing member having the appropriate expertise to assist the Chief Executive Officer and Board to discharge their duties effectively, as appointed by the Chair. Representation across the Virtus Health Regions will be considered for the Group's standing membership.

#### **3.2. Membership**

The Group will comprise members with demonstrated knowledge of ESG principles, associated risks, and compliance obligations. Members must be committed to fostering a culture of continuous improvement and to minimising economic, environmental, and social impacts across Virtus Health.

The Chair may appoint an external member with specialist expertise in ESG risk management to enhance the Group's capability.

Where specific technical expertise is required, additional Virtus Health personnel may be invited to attend meetings on an ad hoc basis.

#### **3.3. Group meetings and processes**

The Group will meet often enough to undertake its role effectively, being at least quarterly and more regular where specific projects require bandwidth.

The quorum for the meeting will be at least 50% of the Group, including the Chairperson.

Special meetings may be convened as required. The Chairperson will call a meeting of the Committee if requested to do so by any member of the Group, by any external auditors or by the Chairperson of the Board.

The proceedings of all Group meetings will be documented, and minutes of the Group meeting will be included in the papers for the next ERC meeting after each Group meeting.

### **4. Responsibilities**

The Group is responsible for executing on their responsibilities set out in the Virtus Health ESG Policy, including reviewing and making recommendations to the ERC and/ or Board on:

- **ESG Strategy**
  - Support the Chair and ESG Lead in integrating ESG principles and climate-related risks/opportunities into Virtus Health's overall strategy.
  - Contribute to the development, review, and monitoring of the ESG-related initiatives and annual Sustainability Report.
  - Provide recommendations to ELT and Board on ESG priorities, emerging issues, and strategic responses.
- **ESG Risk Governance**
  - Identify and assess ESG risks across Virtus Health operations (fertility services, day hospitals, diagnostics, genetics).
  - Advise on and monitor effectiveness of ESG risk controls (policies, procedures, training, audits).
  - Review developments that may impact ESG risk exposure or delivery of the ESG-related initiatives.
  - Escalate material ESG incidents, adverse events, and near misses in line with Virtus Health's incident management procedure.
  - Promote a culture of ethical responsibility, risk awareness, and continuous improvement globally.
- **Reporting & Communication**
  - Provide regular reports to ERC and Board on:
    - Key ESG risk areas and trends
    - Effectiveness of risk controls
    - Progress against ESG-related initiatives and climate-related targets
    - Climate-related governance elements (strategy, risk management, metrics, targets)
  - Ensure staff awareness and training on ESG commitments, policies, and processes.
  - Facilitate cross-functional collaboration between clinical and non-clinical teams.
  - Support transparent disclosure in line with Australian Accounting Standards Board (AASB) / Australian Sustainability Reporting Standards (**ASRS**) frameworks ASRS and other regulatory requirements.

## 5. General

### 5.1. Administration

Review and management this Policy will be undertaken in compliance with Virtual Health 's Controlled Document Policy & Procedure.

### 5.2. Links to Related Legislation, Procedures and Documents

- Aligned standards and legislation:
  - AASB S2 – Climate-related Disclosures and the National Greenhouse and Energy Reporting (NGER) Scheme
  - *Modern Slavery Act 2018* (Cth)
  - ISO 14001 – Environmental Management Systems.
  - ISO 45001 – Occupational Health and Safety Management Systems.
  - ISO 9001 – Quality Management Systems.
- Virtus Health's ESG Policy
- Virtus Health's Risk Management Framework and Risk Appetite Statement.
- Virtus Health's Modern Slavery Statement

### 5.3. Review and evaluation

Accountable Role	Title
Document Author	Shane Campbell (Enterprise Risk Program lead)
Responsible Person	David Mahony (Chief Financial Officer)
Document Approver	Board of Directors

**Next Review Date: 4 March 2028**

### 5.4. Document History:

Version	Version date	Description of Change
1	March 2026	New document to set mandate for new Working Group.

## Annexure 1 Key Definitions

Term	Definition
<b>Board</b>	The board of directors of Viney HoldCo Pty Ltd, the ultimate parent company of the Virtus Health group
<b>Chairperson</b>	The chair of the ESG Working Group
<b>Clinical Risks</b>	Risks of harm, injury or other adverse outcomes resulting from delivery and oversight of Virtus Health services. This includes risks impacting patient safety, treatment quality, clinical standards, operational practices, and laboratory integrity, encompassing all activities related to patient care, medical procedures, counselling, nursing, embryology, andrology, pathology, genetics, diagnostics, donor services, and day hospital operations
<b>Enterprise Risks</b>	All areas of risks which related to or impact Virtus Health or the Virtus Health Businesses, that are not Clinical Risks.
<b>Environmental, Social, and Governance (ESG)</b>	<p>For the purposes of this Policy, Environmental, Social and Governance (ESG) means the principles and practices adopted by Virtus Health to operate responsibly and sustainably. ESG includes:</p> <ul style="list-style-type: none"> <li>• Environmental: Activities aimed at reducing climate impact and managing energy, emissions, and waste efficiently.</li> <li>• Social: Actions to ensure equitable patient access, uphold human rights, and protect the health, safety, and wellbeing of patients and employees.</li> <li>• Governance: Processes that maintain ethical standards, robust risk management, data security, and transparent reporting.</li> </ul>
<b>ESG Policy</b>	The ESG Policy formalises Virtus Health's commitment to integrating responsible Environmental, Social, and Governance (ESG) practices across all aspects of our business. It provides a framework for accountability and decision-making to ensure transparency, ethical governance, and sustainable value creation.
<b>Risk Management Framework</b>	The risk management framework which sets out the approach and process adopted by Virtus Health to proactively identify assess, treat, monitor and report risks that may affect the achievement of Virtus Health's strategic and operational objectives.

Term	Definition
<b>Subsidiary</b>	Has the meaning given to that term in the <i>Corporations Act 2001</i> (Cth)
<b>Virtus Health</b>	Viney HoldCo Pty Ltd and each of its Subsidiaries
<b>Virtus Health Business</b>	<p>Each of the following businesses of Virtus Health:</p> <ul style="list-style-type: none"> <li>• IVFAustralia – NSW and ACT fertility business</li> <li>• MelbourneIVF – Victorian fertility business</li> <li>• Queensland Fertility Group – Queensland fertility business</li> <li>• The Fertility Centre – Australian low-cost fertility business</li> <li>• Virtus Diagnostics – Australian diagnostics and genetics testing business</li> <li>• Virtus Specialist Day Hospitals – Australian day hospitals business</li> <li>• Virtus Europe – European fertility business</li> <li>• Virtus Singapore – Asian fertility business</li> </ul>
<b>Virtus Health Regions</b>	<p>Each of the following regions where Virtus Health operates:</p> <ul style="list-style-type: none"> <li>• New South Wales</li> <li>• Australian Capital Territory</li> <li>• Victoria</li> <li>• Tasmania</li> <li>• Queensland</li> <li>• Europe</li> <li>• Asia</li> </ul>