



Governance and Nominations Committee Charter

1 Background

- 1.1 The Governance and Nominations Committee (Committee) is a committee of Ryman.
- 1.2 This Charter outlines the Committee's role, duties and responsibilities, authority, and procedural operations.

2 Role of the committee

- 2.1 The role of the Committee is to support the Board, in discharging its responsibilities in relation to Board governance, Board performance review, succession planning, and composition.

3 Duties and responsibilities

- 3.1 The Committee has the following duties and responsibilities:

Director appointment, recruitment and independence

- 3.1.1 Ensure Ryman has a formal and transparent process for the search, selection and appointment of new directors including procuring independent external search support, the carrying out of appropriate checks (including as to the person's character, experience, education, criminal record and bankruptcy history)
- 3.1.2 Evaluate the balance, skills, knowledge and experience amongst the Board, and determine the skill set and capabilities required for a new appointment
- 3.1.3 Identify and nominate recommended candidates to fill director vacancies to the Board, using the process determined by the Board
- 3.1.4 Recommendations to the Board, the re-election of any non-executive director at the conclusion of their term of office (including where they have retired by rotation and are eligible to stand for re-election)
- 3.1.5 Review and recommend any changes to the independence determination of directors
- 3.1.6 Prepare and recommend a directors' skills matrix for disclosure in the Annual Report

Board review

- 3.1.7 Ensure the Board has a formal process for regular performance reviews of the Board, including evaluation of individual directors, collective Board effectiveness, and alignment with governance best practices

Chief Executive Officer recruitment

- 3.1.8 At the direction of the Board, oversee the selection process of potential candidates for the role of Chief Executive Officer, using a strategic, and merit-based process and criteria determined by the Board, noting that the final appointment decision will be by the Board.

4 Authority

- 4.1 The Committee has access to management and may seek explanations and additional information from management.
- 4.2 The Committee is authorised by the Board, at Ryman's expense, to obtain external information, advice, and expertise as it considers necessary to carry out its responsibilities.
- 4.3 The Committee does not have the power or authority to make a decision in the Board's name or on its behalf, unless specifically provided for in this Charter or otherwise directed by the Board. The Committee will make recommendations to the Board on all matters expressly noted in this Charter as being for the approval of the Board.

5 Procedural operation of the committee

Membership and appointments

- 5.1 The Committee will consist of at least three members of the Board, with a majority being independent directors.
- 5.2 The appointment and removal of directors to the Committee will be the responsibility of the Board, and the Board will appoint a chair from among the members of the Committee who will be an independent director and this may be the Chair of the Board.
- 5.3 The secretary of the Committee will be the Company Secretary or such other person as nominated and agreed to by the Board.

Meetings

- 5.4 A quorum of the Committee is two members in attendance, and no business can be transacted at a meeting without a quorum. All directors are entitled to attend meetings of the Committee in the capacity as an observer, provided they are not conflicted.
- 5.5 The Committee may have in attendance any other persons it considers necessary to provide appropriate information and explanation on issues before the Committee.
- 5.6 Meetings will be scheduled to occur three times per year, with additional meetings scheduled if required. Reasonable notice of meeting and business of the meeting will be given to the members of the Committee.

Reporting procedures

- 5.7 The Committee will maintain direct lines of communication, through the Chair, with the Chief Executive Officer and the General Counsel and/or Company Secretary.
- 5.8 After each Committee meeting, the Chair of the Committee will report the Committee's findings and recommendations to the Board.
- 5.9 Minutes of all meetings will be kept and signed by the Chair when approved. The minutes of all Committee meetings are available to all directors.

Review

- 5.10 The Committee will undertake an annual self-review of its performance against its purpose and responsibilities.
- 5.11 Consistent with good practice, this Charter will be posted on Ryman's website.

Ownership and review

Approver	Ryman Healthcare Board
Date	October 2025
Reviewer	Governance and Nominations Committee
Ownership	Company Secretary and the Chair of the Board
Review frequency	Every two years or earlier as required