

## GOVERNANCE AND NOMINATIONS COMMITTEE TERMS OF REFERENCE

### PURPOSE

The Governance and Nominations Committee (**Committee**) is a committee of the board of Ryman Healthcare Limited (**Board**) established for the purpose of assisting the Board in discharging its responsibilities to broadly:

- Review and recommend changes to general governance policies and frameworks;
- Plan for Board and committee membership succession; and
- Assist with the Group Chief Executive Officer succession.

### MEMBERSHIP

The Committee shall consist of at least three members; a majority of whom will be independent directors.

The appointment and removal of members will be the responsibility of the Board.

The Board will appoint a chair from among the members of the Committee who will be an independent director.

### MEETINGS

A quorum of the Committee is two members and no business can be transacted at a meeting without a quorum.

All directors are entitled to attend meetings of the Committee (provided they are not conflicted).

The Committee may invite members of management and such other persons, including external advisers, as it considers necessary to provide appropriate information and advice to the Committee.

Meetings will be scheduled to occur quarterly with regard to Ryman's reporting timetable, with additional meetings scheduled as required. Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee.

## ROLE AND RESPONSIBILITIES

The key role of the Committee is to assist the Board by making recommendations to the Board on the areas of responsibilities delegated to it by the Board (as set out below). The Committee cannot take any actions or make any decisions on behalf of the Board unless specifically mandated by the Board.

The Board remains fully, and legally, responsible for all areas that are delegated to the Committee.

The Committee is directly responsible and accountable to the Board for the exercise of its responsibilities.

The responsibilities of the Committee are as follows:

- to identify and nominate candidates to fill Board vacancies to the Board as agreed with the Board;
- to make recommendations to the Board with respect to 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);
- to review and recommend any changes to the independence of directors annually;
- to prepare and recommend a director skills matrix for disclosure in the annual report;
- to consider chief executive officer succession; and
- any other matter allocated to the Committee relating to governance or nomination by the Board for consideration.

## REPORTING

After each Committee meeting the chair of the Committee shall report the Committee's findings and recommendations to the Board.

Minutes of all meetings shall be signed by the chair of the Committee when finalised. The minutes of all committee meetings are available to all directors.

## REVIEW

The Terms of Reference were reviewed in September 2023 and will be reviewed annually.