



LIFE HEALTHCARE GROUP HOLDINGS LIMITED
("The Company" or "LHC")

BOARD CHARTER
("THE CHARTER")

1. INTRODUCTION AND PURPOSE OF THE CHARTER

The Board acknowledges the need for a Charter, which documents its role, responsibilities, membership requirements and procedural conduct as recommended in the King IV™ Report on Corporate Governance for South Africa, 2016 ("King IV™").

This Charter is subject to the provisions of the Companies Act 71 of 2008, as amended ("the Companies Act"), the Company's Memorandum of Incorporation ("Mol"), the JSE Listings Requirements ("JSE LRs") and any other applicable law or regulatory provision.

This Charter is supplemented and supported by the Governance Framework and the Delegation of Authority ("DoA").

2. COMPOSITION OF THE BOARD

The Company has a unitary Board, which comprises a balance of executive and non-executive directors. A majority of the non-executive directors are classified as independent, as defined in the Companies Act and compliance with the JSE LRs. In terms of the Mol, the Board consists of a minimum of four directors and a maximum of 15 directors (*as per Article 28.1 of the Mol*).

The Board is structured in a manner that always ensures an appropriate mix and balance of knowledge, skills, experience, diversity and independence, appropriate to the needs and strategic direction of the Company. The Chief Executive ("CE") and the Chief Financial Officer ("CFO") are ex-officio members of the Board.

3. APPOINTMENT OF DIRECTORS – PROCESS AND POLICY

3.1 Process

Directors must be appointed through a formal and transparent process, taking cognisance of the Board's Diversity Policy. The Nominations and Governance Committee ("NomGov Committee") is mandated with the responsibility of developing a formal Board succession strategy and identifying suitable candidates for consideration by the Board and the Company's shareholders, based upon this strategy. A formal letter of appointment must be issued to new directors, setting out their roles and responsibilities.

3.2 Period of office and tenure

Directors appointed by the Board after the last Annual General Meeting ("AGM") shall retire by rotation and are eligible for re-election by shareholders, subject to recommendation by the NomGov Committee and approval by the Board. At least one-third of all directors are subject to retirement by rotation at each AGM and are eligible for re-election.

- The recommended tenure for non-executive directors is no more than 12 years, and an independent assessment shall be conducted once a director achieves a tenure of nine years or more.

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- Non-executive directors, after reaching the age of 70 years, shall retire annually, but may stand for re-election upon recommendation by the NomGov Committee; *[as per Clause 28.7.4 of Mol]*
- The termination of an employment contract of an executive director will result in *ipso facto* the termination of their membership of the Board.

3.3 Remuneration

Non-executive directors of the Board shall be paid such remuneration in respect of their appointment as recommended by the Human Resources and Remuneration Committee ("RemCo") and approved by shareholders annually. The Board shall report on directors' remuneration in the Integrated Annual Report in terms of the requirements of the Companies Act, the JSE LRs and King IV™.

Executive directors sitting on the Board will not receive fees for their services as directors, as they are paid as employees in accordance with their employment contracts.

3.4 Induction of new members

An induction programme shall be established for new directors to facilitate their understanding of the Company and the environment in which it operates. The induction programme should focus on (*but not be limited to*) the following key imperatives:

- the Company's main operating activities across all jurisdictions and visits to some of these sites;
- the Company's vision and mission;
- the Company's approved medium to long-term strategy;
- the Company's governing processes, including its Mol, applicable laws and regulations, the Governance Framework and DoA, the Board Charter and Committees' Terms of Reference; and
- the directors' roles, fiduciary duties, responsibilities and obligations in terms of the Companies Act, JSE LRs and King IV™ recommendations.

3.5 Directors' duties and responsibilities

Directors appointed to the Board should conduct themselves according to the highest standards of personal and professional integrity, and participate fully, frankly, respectfully and constructively in meeting discussions. In addition, directors should:

- exercise due care and skill in the best interests of the Company and not for any self-interest, in accordance with sections 76 and 77 of the Companies Act and King IV™ recommendations;
- assume responsibility for the continual development of their competence to continue to be effective;
- regularly attend meetings of the Board and devote sufficient time to the affairs of the Board to ensure the exercising of well-considered judgement;
- maintain the utmost confidentiality over all matters relating to the activities of the Board and remain responsible for the confidential safekeeping of all related documents; and
- directors shall ensure that they are familiar with the Company's material policies and always conduct themselves in a way that aligns with the Company's Code of Conduct.

3.6 Conflicts of Interest

Directors must avoid any conflicts of interest in accordance with section 75 of the Companies Act. Any conflict of interest in respect of matters on the agenda should be disclosed at the beginning of each meeting, and such conflicts should be proactively managed.

If any matter is to be discussed at a meeting of the Board which would involve one or more directors having a conflict of interest, those conflicted directors:

- shall, at the Chairman's discretion, be afforded an opportunity to provide their input on the subject matter in question;
- shall thereafter be recused; and
- shall not participate in any decision on the matter.

A declaration of interests of directors and their related parties must be tabled at each Board meeting and duly confirmed and signed by each director at least annually. To the extent required, the necessary announcements shall be made on the Stock Exchange News Service ("SENS") and/or shareholder approval shall be obtained in accordance with the JSE LRs where a transaction is entered into between the Company and a director and/or their related party. The Company Secretary shall ensure that the process detailed above is implemented.

Directors shall promptly notify the Chairman and the Company Secretary if they have been a DPIP¹ (which includes a PEP²) in the past three years or if they are considering pursuing a role as a PEP or a DPIP. In such an instance, the Board shall, on the recommendation of the NomGov Committee, decide whether such individuals may continue to serve on the Board or whether they should step down.

3.7 Joining other boards

Directors shall discuss any opportunity to join another company's board with the Chairman prior to accepting a seat on such board. The Chairman may, at their discretion, discuss the final outcome with the NomGov Committee, before communicating the same to the director.

4. ROLE AND RESPONSIBILITIES OF THE BOARD

The main role and responsibility of the Board is to act as the focal point for, and custodian of, sound corporate governance by managing its relationship with management, shareholders and other stakeholders of the Company along sound and ethical corporate governance principles.

¹ A domestic prominent influential person (DPIP) is an individual who holds a public office, including in an acting position, for a period exceeding six months or has at any time in the preceding 12 months held a prominent position in South Africa. The Committee will be guided by schedule 3A of the Financial Intelligence Centre Act, Act 38 of 2001, as to what would constitute a DPIP. DPIPs can include PEPs.

² A politically exposed person ("PEP") is a person who is entrusted with a public portfolio or has a prominent political role. PEPs could range from ministers of state to mayors and/ or councillors of towns and cities.

The Board shall discharge its role and responsibilities with due regard to the values that support the central tenets of the Company's name and brand. When executing its duties, the Board shall always remain cognisant of the Company's vision, mission and purpose.

4.1 The following are the key responsibilities of the Board as per King IV™:

Leadership, ethics and corporate citizenship

- The Board should lead ethically and effectively.
- The Board should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.
- The Board should ensure that the organisation is and is seen to be a responsible corporate citizen.

Strategy, performance and reporting

- The Board should appreciate that the organisation's core purpose, risk and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.
- The Board should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short, medium and long-term prospects.

Governing structures and delegation

- The Board should serve as the focal point and custodian of corporate governance in the organisation.
- The Board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.
- The Board should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and the effective discharge of its duties.
- The Board should ensure that the evaluation of its own performance and that of its Committees, its Chairman and its individual members supports continued improvement in its performance and effectiveness.
- The Board should ensure that the appointment of, and delegation to management, contributes to role clarity and the effective exercise of authority and responsibilities.

Governance functional areas

- The Board should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.
- The Board should govern technology and information in a way that supports the organisation's setting and achieving its strategic objectives.
- The Board should govern compliance with applicable laws and adopt non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.
- The Board should ensure that the organisation remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.

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- The Board should ensure that assurance services and functions enable an effective control environment and that these support the integrity of information for internal decision-making and of the organisation's external reports.

Stakeholder relationships

In the execution of its governance role and responsibilities, the Board should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time.

In respect of strategy, the Board must specifically:

- review and approve the Company's strategy, upon recommendation by management;
- monitor implementation and execution of the strategy by management;
- satisfy itself that the strategy and business plans do not give rise to risks that have not been thoroughly assessed by management;
- ensure that the approved strategy will result in sustainable outcomes; and
- consider sustainability as a business opportunity that guides strategy formulation.

In general, the Board must specifically:

- approve the Company's financial objectives, including capital expenditure, treasury, capital and funding proposals;
- be responsible for the governance of risk by regularly reviewing and evaluating the enterprise-wide risk management and compliance processes and identifying key performance and risk areas;
- oversee the Company's performance against agreed targets and objectives, in line with the approved strategy;
- monitor the Company's compliance with applicable laws and consider adherence to non-binding rules, codes and standards;
- review and oversee the integrity of the Company's Integrated Annual Report and the relevant disclosures in terms of King IV™ reporting;
- approve the Governance Framework that articulates and gives effect to its direction on relationships and the exercise of authority across the Company; and
- approve the DoA.

5. BOARD LEADERSHIP

The responsibilities for the running of the Board and the Company are distinct tasks. The roles of the Chairman and CE shall be separate, with a clear division of responsibilities.

5.1 Role of the Chairman

The Board shall elect a Chairman who can provide the direction necessary for an effective Board. The primary role of the Chairman is to provide leadership to the Board, set the tone for its performance and undertake the management thereof.

The Chairman shall be responsible for, *inter alia*:

- setting the ethical tone for the Board and the Company;

- providing overall leadership to the Board without limiting the principle of collective responsibility for Board decisions, while at the same time being aware of the individual duties of directors;
- formulating (with the CE and Company Secretary) the annual work plan for the Board against agreed objectives, and playing an active part in setting the agenda for Board meetings;
- presiding over Board meetings and ensuring that time in meetings is used productively. The Chairman should encourage collegiality among directors without inhibiting candid debate and creative tension among directors;
- acting as the link between the Board and management, particularly between the Board and the CE;
- ensuring that directors play a full and constructive role in the affairs of the Company and take a lead role in the process of removing non-performing or unsuitable directors from the Board;
- monitoring how the Board works together and how individual directors perform and interact at meetings. The Chairman should meet with individual directors once a year to evaluate their performance. The Chairman should know the directors' strengths and weaknesses;
- mentoring to develop skills and enhance directors' confidence (especially those new to the role) and encouraging them to speak up and make an active contribution at meetings. The mentoring role is encouraged to maximise the potential of the Board;
- ensuring that good relations are maintained with the Company's major shareholders and other material stakeholders, and presiding over shareholders' meetings; and
- ensuring that decisions by the Board are executed.

The Chairman's ability to add value to the Company, and the Chairman's actual performance against criteria developed from his formalised role and functions, should form part of a yearly evaluation by the Board. The Chairman should meet with the CE or the CFO or the Company Secretary, or all three, before a Board meeting to discuss important issues and agree on the agenda.

With regard to serving on other Committees:

- the Chairman should not chair the Audit and Risk Committee and should not be a member;
- the Chairman should not chair the RemCo and Social, Ethics and Transformation Committees, but may be a member; and
- the Chairman should be a member of the NomGov Committee and may also be its Chairman if categorised as independent.

The Board, with the support of the NomGov Committee, must ensure proper succession planning for the position of the Chairman, and keep the collective Board apprised of this planning.

5.2 Role of the Lead Independent Director ("LID")

A LID should be appointed, in line with best practice, irrespective of whether the Chairman is independent or not. The function of the LID is to provide leadership and advice to the Board, without detracting from the authority of the Chairman, when the Chairman has a conflict of interest and/or when a Board member wishes to discuss matters pertaining to the Chairman.

The LID should at all times be aware that the role is that of support to the Chairman and Board and not in any way to undermine the authority of the Chairman. Their role fulfils the following functions:

- to lead in the absence of the Chairman;
- to serve as a sounding board for the Chairman;

- to act as an intermediary between the Chairman and other members of the Board if necessary;
- to deal with shareholders' concerns where contact through the normal channels has failed to resolve concerns, or where such contact is inappropriate;
- to strengthen the independence of the Board where the Chairman is not independent; and
- to chair discussions and decision-making by the Board on matters where the Chairman has a conflict of interest.

The LID should also chair the Board meetings which deal with the succession of the Chairman and the Chairman's performance appraisal.

5.3 Role of the Chief Executive ("CE")

The Board should appoint the CE, who shall be accountable and report to the Board. The CE duties and responsibilities, as delegated to him/her in the DoA and Governance Framework, include but are not limited to the following:

- developing the Company's strategy for consideration and approval by the Board;
- serving as the chief link between management and the Board by leading the implementation and execution of approved strategy, policy and operational planning;
- setting the tone in providing ethical leadership and creating an ethical environment;
- appointing, promoting and/or dismissing members of the Executive team after consultation with the Chairman and ensuring proper succession planning and performance appraisals;
- developing and recommending to the Board annual business plans and budgets that support the Company's long-term strategy;
- being accountable and reporting to the Board on the performance of the Company and its conformance with compliance imperatives;
- establishing an organisational structure for the Company, which is necessary to enable the execution of its strategic planning;
- ensuring that the assets of the Company are adequately maintained and protected;
- ensuring that the Company complies with all relevant laws and corporate governance principles; and
- ensuring that the Company applies all recommended best practices and, if not, that the failure to do so is justifiably explained.

5.4 Role of the Company Secretary

The role of the Company Secretary is important for providing guidance on corporate governance and legal responsibilities and coordinating the functions of the Board, its Committees and other companies within the Company. The Board, via the NomGov Committee, is responsible for the appointment and removal of the Company Secretary and should empower him/her to properly fulfil their duties. The performance and independence of the Company Secretary should be evaluated annually by the Board via the NomGov Committee.

The Board should ensure that the Company Secretary has the necessary competence, gravitas and objectivity to fulfil their responsibilities at the highest level of decision-making within the Company.

6. BOARD COMMITTEES

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The Board is authorised to form Committees to facilitate efficient decision-making, promote independent judgement and assist with the balance of power and the execution of its duties. Committees are constituted with due regard to members' skills, qualifications and experience to effectively fulfil their duties.

The Board currently has the following six standing Committees.

- The Audit and Risk Committee (statutory committee in terms of the Companies Act)
- The Social, Ethics and Transformation Committee (statutory committee in terms of the Companies Act)
- The Nominations and Governance Committee
- The Human Resources and Remuneration Committee
- The Clinical Committee
- The Investment Committee

Board Committees should:

- observe the same rules of conduct and procedure as the Board;
- report back to the Board after each committee meeting;
- act on behalf of the Board when specifically so authorised; and
- ensure transparency and full disclosure when reporting to the Board, except where the Committee has been mandated otherwise.

To the extent possible, and as a guide, a non-executive Director should:

- sit on no more than three Committees; and
- chair no more than one Committee.

Additionally, the NomGov Committee should endeavour to ensure that the Committees have a maximum of four non-executive Directors as members.

Formal Terms of Reference are established and approved by the Board for each Committee and reviewed annually. The NomGov Committee, on behalf of the Board, oversees the effective collaboration among Committees through cross-membership, where appropriate. The Board may delegate specific functions to the Committees on an 'as needs' basis.

7. BOARD MEETING PROCEDURES

7.1 Frequency and Quorum

The Board must hold sufficient scheduled meetings to discharge all its duties as set out in this Charter, but subject to a minimum of four meetings per year. The meetings will be held at such times and at such venues as the Board deems appropriate. Meetings, in addition to those scheduled, may be held at the request of any director and upon approval of this request by the Chairman. A representative quorum for meetings is as provided for in the Company's Mol (i.e. a majority of directors for the time being in office).

Board and Committee meeting dates shall be set up sufficiently in advance, and these will be tabled at Board meetings for the Board's notice and approval. Short notice periods for meetings may be given for special ad hoc meetings.

Additionally, a separate strategy session shall be held annually to review the Company's strategy to achieve the Company's goals. The strategy session shall, ideally, be held prior to the start of the business planning cycle.

7.2 Attendance

Members of senior management, assurance providers and professional advisors may be in attendance at meetings, but by invitation only, upon recommendation by the CE and with the permission of the Chairman. These attendees may not vote on any issues discussed at the meeting. The following are matters of emphasis:

- directors should attend all scheduled meetings of the Board and relevant Committees, including meetings called on an ad hoc basis for special matters, unless an apology, with reasons, has been submitted to the Chairman or Company Secretary;
- the Chairman may, at their discretion, authorise the use of audio or video conferencing facilities to facilitate participation in a Board meeting;
- if the Chairman of the Board is absent from a meeting, the members present must elect one of the members present to act as Chairman. In the event that there is an LID and the LID is present, he/she will act as Chairman;
- a director who is absent from Board meetings for three consecutive meetings without leave of the Board and without notifying the Company Secretary or Chairman, may be required to vacate their office should the Board so resolve; and
- should a Director attend at least one-third of a Board meeting, and is thereafter recused/excused, that director shall be marked present in the attendance register.

7.3 Agenda, Board papers and minutes

The Company Secretary and the Chairman shall develop an annual Board work plan for each year, for adoption by the Board, so that all relevant matters are covered by the agendas of the meetings planned for the year.

- The annual work plan must ensure proper coverage of the matters laid out in this Charter.
- The number, timing and length of meetings, and the agendas are to be determined in accordance with the annual work plan.

A detailed agenda, together with Board papers, must be circulated to the Board and other invitees at least one week prior to each meeting. All matters to be discussed and/or voted on at Board meetings must be included on the agenda for that Board meeting. Any director may request, through the Company Secretary and Chairman, that any matter requiring Board deliberation be added to the agenda.

Directors shall be entitled to have access to all relevant information to assist them in the discharge of their duties and responsibilities, and to enable them to make informed decisions. Directors agree that the maintenance of the confidentiality of Board proceedings is of paramount importance.

The draft minutes must be completed within four weeks after the meeting and circulated to the Chairman for review. A record of attendance, together with all resolutions adopted at the meeting, must be contained in the minutes. The minutes must be formally approved by the Board at its next scheduled meeting or by round robin.

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8. INDEMNIFICATION AND DIRECTORS AND OFFICERS INSURANCE ("D&O")

The Company will annually ensure that sufficient D&O insurance cover is in place in the event that members are exposed to liability and/or litigation in the course of discharging their fiduciary duties, within the necessary authority, provided that such members acted with due care and without malice and gross negligence.

9. BOARD AND COMMITTEE'S PERFORMANCE EVALUATION

The performance evaluation of the Board, its Committees, Committee chairmen and retiring directors must be conducted internally every year, with an independent, detailed evaluation every three years. The Board, in consultation with the NomGov Committee, will consider its progress against the agreed outcomes of the prior evaluation process, if any. The evaluation of the Chairman will be managed by the LID, or an independent non-executive director, in the event of the LID's absence.

10. INDEPENDENT PROFESSIONAL ADVICE

Any member of the Board, or the Board as a whole, is empowered to take independent professional advice or consult independent experts when necessary and within their duties as a Director of the Company. All requests for independent, professional advice should be directed in writing to the Chairman and the Company Secretary for prior approval. Costs incurred as a result of the independent advice will be borne by the Company, subject to prior approval by the Chairman. A proper and documented process must be followed in this regard.

11. COMPLIANCE WITH THE CHARTER

The Board shall be required on an annual basis to confirm whether it has fulfilled its responsibilities in accordance with this Charter.

Any breach of the Charter by a director shall be considered by the Chairman in consultation with the LID, and the course of action shall be determined by the Board.

12. REVIEW OF THE CHARTER

The NomGov Committee shall review the Charter annually and recommend any changes to the Board, to ensure that it remains consistent with the Board's statutory duties, evolving legislation, best practice and the Board's objectives and responsibilities. The Charter may be amended as required, subject to the approval of the Board.