



Investment Committee Charter

1. Constitution

1.1 The Investment Committee (Committee) shall be a committee established by the Board.

2. Purpose

2.1 The purpose of the Committee is:

- (a) to review and approve business acquisitions and divestments of pharmacies and medical centres of between \$3 million up to NZ\$10 million;
 - (b) to review and approve capital expenditure related to support office, pharmacy, medical in excess of NZ\$3 million;
 - (c) to provide a formal forum for communication between the Board and Management in respect of the above matters;
 - (d) to improve the efficiency of the Board by allowing for the delegated issues to be discussed in sufficient depth.
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3. Membership

- 3.1 The Committee will comprise members of the Board and be appointed by the Board. All Committee members shall be financially literate.
 - 3.2 The Board shall appoint the Chair of the Committee who shall not be the Chair of the Board.
 - 3.3 The Secretary of the Committee shall be appointed by the Board.
 - 3.4 A quorum of members of the Committee shall be two.
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4. Procedure

- 4.1 The Committee shall meet on Management request to consider specific investment decisions.
- 4.2 The agenda and Committee papers will be prepared and circulated to all Directors of the Company including the members of the Committee prior to Committee meetings.
- 4.3 Attending each meeting by a standing invitation are the Group Chief Executive Officer and Chief Financial Officer.
- 4.4 Members of the Board or the Company will attend meetings as requested by the Committee, the Group Chief Executive Officer or the Chief Financial Officer.
- 4.5 All Board members will have visibility of Committee papers and can join any Committee meeting as an observer.
- 4.6 From time to time the Chair of the Committee shall be entitled to request that the Committee meet without any of those persons.



5. Duties and Responsibilities

- 5.1 The Committee does not take actions or make decisions on behalf of the Board unless specifically mandated.
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6. Members' Powers and Authority

- 6.1 The Committee may delegate any of its responsibilities to the Chair of the Committee from time to time and on such conditions as the Committee considers appropriate.
- 6.2 The Committee is authorised by the Board to investigate any activity covered by its role.
- 6.3 The Committee members may communicate with any Company employee to seek any information they require in order for the Committee to carry out its role. All Company employees will be directed to co-operate with any request made by the Committee.
- 6.4 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the Company's expense, of outside parties with relevant experience and expertise if it considers this necessary. Any advisors attending meetings will have no decision-making rights.
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7. Reporting Procedures

- 7.1 The Chair of the Committee will report to the Board on the matters discussed at Committee meetings and actions recommended.
- 7.2 Minutes will be taken of all Committee meetings and circulated to the Board once approved by the Chair.
- 7.3 Management shall present an annual report to the Board summarising acquisition performance.
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8. Accountability to the Board

- 8.1 The Committee reviews its performance against the Charter annually and reports back to the Board.
- 8.2 The Board reviews this Committee Charter annually.
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9. Publication

- 9.1 This Charter is available on the company website www.greencrosshealth.co.nz.