Clinical Governance Committee Charter

nib holdings limited ABN 51 125 633 856 and all related entities within the nib Group ("nib") or ("the nib Group")

Dated **30 July 2026**

Clinical Governance Committee Charter

1 Background and Purpose

1.1. nib Group

The nib Group ("**nib Group**" or "**nib**) comprises nib holdings limited ABN 51 125 633 856 and its subsidiary companies worldwide.

1.2. Board Committees

The Board of nib holdings limited (the **Board**) has established Board Committees to consider reports provided by Management and provide oversight, recommendations and guidance to the Board in accordance with the Charter for each Committee. These responsibilities complement each other and collectively provide governance over the material risks of the group.

The Board Committees are:

- Audit Committee;
- Risk and Reputation Committee;
- People and Remuneration Committee;
- Nomination Committee; and
- Clinical Governance Committee.

1.3. Authority

The Clinical Governance Committee (the **Committee**) has the authority and power to exercise the responsibilities set out in this Charter and in accordance with any separate delegations of the Board granted to it from time to time.

In carrying out its role, the Committee acts as the Clinical Governance Committee of nib holdings limited and assists the Board and nib Group by providing oversight of the Group's clinical governance framework, clinical risk management and clinical quality and safety practices.

The Committee also provides clinical insight and advice, including access to independent clinical insight and advice where appropriate, to support the Board's oversight of clinical governance, clinical risk management and clinical quality and safety matters.

The Committee may request Management to implement actions or remediation plans within the scope of the Committee's role and responsibilities, and may monitor progress and outcomes.

2 Role of the Committee

2.1 Clinical Governance System

The Committee assists the Board by:

(a) reviewing and providing advice on the design, implementation and ongoing effectiveness of the nib Group's clinical governance framework;

(b) overseeing Management's approach to clinical governance across the nib Group, including Honeysuckle Health;

(c) facilitating a "no-blame" culture where staff are empowered to report incidents, and leaders are accountable for quality improvement; and

(d) monitoring adherence to relevant regulatory, clinical and professional standards.

2.2 Clinical Risk Oversight

The Committee oversees clinical risk matters, including:

(a) approving and periodically reviewing Group-wide clinical risk policies, standards and controls within the scope of the Committee's delegated authority;

(b) reviewing reports on material clinical risks, emerging clinical risk themes and systemic issues;

(c) assessing the adequacy of clinical risk management frameworks, controls and escalation processes; and

(d) ensuring that material clinical risks are escalated to the Board or referred to another Board Committee, as appropriate.

2.3 Clinical Quality and Safety

The Committee oversees clinical quality and safety matters, including:

(a) ensuring that a clinical audit program is in place and that rectification action plans exist where gaps are identified;

(b) monitoring and reviewing clinical quality and safety performance, including significant clinical incidents, trends, feedback and complaints;

(c) providing advice on Management's approach to continuous clinical quality improvement and outcomes measurement; and

(d) reviewing and monitoring consumer feedback relating to clinical care.

2.4 Clinical Performance and Best Practice

The Committee oversees clinical performance and best practice matters, including:

(a) monitoring and reviewing the effectiveness of clinical performance systems, including credentialling and scope of practice, clinical education and training, and clinician performance management; and

(b) reviewing relevant clinical best practice, quality improvement and patient safety matters as they relate to the nib Group's clinical governance activities.

2.5 Strategic Clinical Advice

Where requested, the Committee provides clinical input on strategic initiatives, including:

(a) models of care and innovation in health service delivery;

(b) population health strategy; and

(c) health-related investments, partnerships, mergers and acquisitions where clinical insight is relevant.

2.6 Oversight of Clinical Matters

(a) The Committee assists the Board by overseeing clinical governance, quality and safety matters within the scope of this Charter.

(b) Where a clinical risk, incident or systemic issue has broader enterprise risk, regulatory, compliance, financial, strategic or reputational implications, the Committee will ensure appropriate escalation or referral to:

i. the Board; and/or

ii. another Board Committee, including the Risk and Reputation Committee for oversight within its enterprise risk management remit.

3 Membership

3.1 Composition and size

The Committee will consist of at least three members, and:

(a) at least two members (including the Chairman) must be non-executive directors of nib holdings limited; and

(b) a minimum of one, and up to two, external medical experts with relevant clinical and governance expertise, as determined by the Board.

The composition of the Committee is determined by the Board.

3.2 Chairman

(a) The Chairman of the Committee is appointed by the Board and must be an independent non-executive director who is not the Chairman of the Board.

(b) Where the Committee Chairman is not present at a meeting, the Committee may elect a Chairman for the meeting.

3.3 Commitment of Committee members

Committee members must devote the necessary time and attention to enable the Committee to carry out its responsibilities.

3.4 Secretary

The Company Secretary of nib holdings limited or their nominee is the secretary of the Committee.

4 Committee meetings and processes

4.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in nib's Constitution in so far as they are applicable and not inconsistent with this Charter.

Committee members may attend meetings in person or by electronic means.

4.2 Frequency and calling of meetings

(a) The Committee will meet at least quarterly, or more often as appropriate to undertake its role effectively.

(b) The Committee may request additional reporting during the course of the year as it deems necessary.

(c) The Chairman must call a meeting of the Committee if requested by any member of the Committee or the Chairman of the Board.

4.3 Quorum

Two non-executive directors constitute a quorum for meetings of the Committee.

4.4 Access to information and advisors

The Committee has the authority to:

(a) require Management or others to attend meetings and provide any information, documents or advice that the Committee requires;

(b) access nib's documents and records, and any information that the Committee deems appropriate for the performance of its functions; and

(c) at the expense of nib, obtain the advice of special or independent counsel, clinical advisers, accountants or other experts.

4.5 Minutes

The secretary of the Committee will keep minute books to record the proceedings and resolutions of the Committee's meetings.

4.6 Reporting to the Board

The Committee will:

(a) make available copies of its minutes to the Board;

(b) through the Committee Chairman, provide updates and make recommendations to the Board on matters that are within the scope of its roles and responsibilities; and

(c) promptly bring to the Board's attention any material clinical governance, clinical risk, regulatory, reputational or other matters that may impact the affairs of nib.

5 Committee's performance evaluation

The Committee will review its performance annually, including whether it is performing effectively and has met the terms of its charter. The Committee will provide a report on the outcomes of this review to the Board.

6 Review and publication of the charter

The Board will review this charter at least annually to ensure it remains relevant to the current needs of nib and regulatory requirements, and whenever there are significant changes to the operations, scale, or management structure of nib. The charter may be amended by resolution of the Board.

The charter is available on the nib website at www.nib.com.au.

7 Access and attendance

7.1 Access

The Committee will have unfettered access to the following:

(a) Managing Director/Chief Executive Officer;

(b) Chief Risk Officer;

(c) Chief Executive Officer, Health Strategy and Services;

(d) Chief Medical Officer;

(e) General Counsel and Company Secretary;

(f) Senior Management; and

(g) external medical experts, clinical advisers or other persons as the Committee considers appropriate.

Any Committee member who wishes to have access to any of the above persons will arrange that access through the Chairman of the Committee.

7.2 Attendance

The following persons are invited to attend each meeting of the Committee, except for non-executive director sessions, unless invited by the Committee, and to have unfettered access to the Committee (usually via the Chairman):

(a) Managing Director/Chief Executive Officer;

(b) General Counsel and Company Secretary;

(c) Chief Risk Officer;

(d) Chief Medical Officer;

(e) Chief Executive Officer, Health Strategy and Services; and

(f) any other persons listed in paragraph 7.1 above, as invited from time to time by the Chairman.

Approved by the Board with effect on 30 July 2026