

SCHEDULE 1

ELIGIBILITY CRITERIA FOR ELECTED MEMBERS

Except as the Directors may otherwise determine, an Elected Member must:

1. satisfy skills, expertise, experience and behavioural attributes determined by the Directors from time to time;
2. be a Voting Policyholder or, with the consent of the Voting Policyholder, be a Partner of the Voting Policyholder;
3. be eligible to be a public company director under the Corporations Act;
4. not be an undischarged bankrupt;
5. not be of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
6. not be an employee or family member of an employee of:
 - (a) the Company or a controlled entity of the Company;
 - (b) a competitor of the Company or a controlled entity of the Company; or
 - (c) a material supplier of health care products or services to the Company or a controlled entity of the Company;
7. not be a director of:
 - (a) the Company or a controlled entity of the Company;
 - (b) a competitor of the Company or a controlled entity of the Company; or
 - (c) a material supplier of health care products or services to the Company or a controlled entity of the Company;
8. not have been:
 - (a) a Director, or senior executive (as determined by the Directors in their absolute discretion) of any of the persons included in sub-paragraph(s) (a), (b) or (c) of item 6 of this Schedule 1, within the 3 year period immediately preceding their election or appointment as an Elected Member; or
 - (b) removed as a Director under rule 39.
9. not be a material supplier of health care products or services to:
 - (a) the Company or a controlled entity of the Company; or
 - (b) a competitor of the Company or a controlled entity of the Company;
10. not exceed the maximum tenure as an Elected Member under rule 23.3 (subject to rule 23.4) ; and
11. satisfy the independence criteria set out in Schedule 3.

SCHEDULE 3

INDEPENDENCE CRITERIA

1. The Directors must affirmatively determine whether or not an Elected Member or an Elected Director is independent, initially at the time of their election or appointment and thereafter on a periodic basis. Each Elected Member and Elected Director must provide the Directors with all information required by the Directors to make their determination. Each Elected Member and Elected Director must also, whenever requested to do so, affirm to the Directors whether or not they consider they are independent.
2. To be independent, an Elected Member or an Elected Director must not be a member of management and must be free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise by the Elected Member or Elected Director of their judgment.
3. When determining the independent status of an Elected Member or an Elected Director, the Directors should consider whether the Elected Member or Elected Director:
 - (a) is employed, or has previously been employed in an executive capacity by the Company or any controlled entity of the Company and there has not been a period of at least 3 years between ceasing that employment and being an Elected Member or an Elected Director;
 - (b) has within the last three years been a principal of a material professional advisor or a material consultant to the Company or any controlled entity of the Company, or an employee materially associated with the service provided; or



(c) is a material supplier or customer of the Company or any controlled entity of the Company, or an officer of or otherwise associated directly or indirectly with a material supplier or customer or has a material contractual relationship with the Company or any controlled entity of the Company other than as an Elected Member or an Elected Director.

4. The Directors may determine that an Elected Member or Elected Director is independent notwithstanding the existence of a relationship (including any of these specific relationships), where the Directors determine that the relationship could not materially interfere with, or could not reasonably be perceived to materially interfere with, the independent exercise by the Elected Member or Elected Director of their judgment.
5. A lack of independence does not disqualify an Elected Member or Elected Director. However, where the Directors determine that an Elected Member or Elected Director is not independent, the Directors must decide the extent to which the lack of independence should be addressed by an alternative mechanism, such as:
 - (a) disclosure of the facts and circumstances giving rise to the lack of independence in the annual report of the Company;
 - (b) excluding the Elected Member or Elected Director from being present at any meeting at which a matter that is compromised by the lack of independence is being considered or decided; and
 - (c) approving participation by the Elected Member or Elected Director at any meeting at which a matter that is compromised by the lack of independence is being considered or decided, subject to any appropriate conditions.

Any or all of these alternative mechanisms may be appropriate in any given circumstances. The Directors will determine what mechanisms are appropriate.