

CONFLICT OF INTEREST POLICY

1. Purpose

- 1.1. This Conflict of Interest Policy (the "**Policy**") sets out the procedures of BTC Health Limited and its investee entities (collectively referred to as the "**Company**", "**BTC**") in relation to identifying, disclosing, and managing actual, potential or perceived conflicts of interest.
- 1.2. For the purposes of this Policy, all actual, potential and perceived conflicts of interest and situations that may result in the appearance of a conflict of interest are referred to collectively as "**Conflicts of Interest**".

2. Application

- 2.1. This Policy applies to:
 - a) all directors of the Company ("**Directors**"), key management personnel and senior executive officers of the Company; and
 - b) all Related Parties of Directors and officers of the Company.

(collectively "**Officers**")
- 2.2. The Policy does not apply to any external consultants or other third parties, who are governed by the contractual terms of their appointment.

3. Defining Conflict of Interest

- 3.1. Conflict of Interest may be actual, perceived or potential:
 - a) **Actual**: where a direct conflict exists between current official duties and existing private interests.
 - b) **Perceived**: where it appears or could be perceived that private interests are improperly influencing the performance of official duties whether or not that is the case.
 - c) **Potential**: where private interests are not, but could come into direct conflict with, official duties.
- 3.2. A Conflict of Interest arises when an Officer:
 - a) Is a party to a contract, or is otherwise involved in a Transaction with the Company.
 - b) Has a Material Personal Interest in a Transaction between the Company and an entity in which the Officer is a director, officer, agent, partner, associate, employee, trustee, personal or legal representative.
 - c) Is engaged in some capacity or has a Material Personal Interest in a business or the company that competes with the Company.
 - d) Has personal association (friend, relative, etc) with a customer, consultant or other supplier with whom they come into contact in their position with the Company.
 - e) Has business, commercial or financial interests, or participates in activities that might reasonably be regarded as creating a Conflict of Interest.
 - f) Seeks or receives any advantage through improper use of the Company property, information or position, for benefiting self or friends or Related Party.
 - g) Acquires any interest, participates in any activities or assumes any positions or offices outside their employment that could create an obligation that would affect their judgement, loyalty or ability to act solely in the Company's best interests, including ownership of,

employment with, investment in, or undertaking any type of participation (including acting as a director or committee member) in a competing or complementary business.

- h) Is involved in any other circumstances which may give rise to the appearance of a Conflict of Interest or present a duality of interests.

4. Disclosure of Interest

- 4.1. Each Officer has a duty **not** to knowingly place themselves in a position where:
 - a) they have a Material Personal Interest or other interest giving rise to a Conflict of Interest; or
 - b) their duty to the Company conflicts with or gives rise to, a substantial possibility of conflict with another fiduciary or statutory duty.
- 4.2. Where a Conflict of Interest cannot be avoided, the Officer must disclose that interest so that it can be managed in accordance with this Policy.
- 4.3. A disclosure of a personal interest can be a one-off disclosure in relation to a particular matter or a standing notice that relates to the ongoing affairs of the Company.
- 4.4. The obligation to disclose Conflicts of Interest is ongoing and continuous throughout an Officer's tenure with the Company and must be disclosed as and when they arise or are identified. This includes Conflicts of Interest previously not disclosed but subsequently identified as relevant to decisions already taken.
- 4.5. Where an Officer determines they may have a Conflict of Interest not previously disclosed, or determine previous information has changed, the Officer must notify one of the following persons in writing immediately, who will notify the other Directors of the conflict as soon as practicable:
 - a) the Chair of the Board; or
 - c) the Chair of the Audit & Risk Committee; or
 - e) the Company Secretary.
- 4.6. The Company Secretary will maintain a **Standing Notice Register (the "Register")**, disclosing the nature and extent of all the notified interests. Any amendments or additions to it will be tabled at the next Board meeting and recorded in the minutes of that meeting.

5. Exceptions to Disclosure

- 5.1. An interest need not be disclosed if:
 - a) the interest arises because the Officer is a member of the Company and is held in common with the other members of the company; or
 - b) the interest arises in relation to the Officer's remuneration as an officer of the Company; or
 - c) the interest relates to a contract the Company is proposing to enter into that is subject to approval by the members and will not impose any obligation on the Company if it is not approved by the members; or
 - d) the interest arises merely because the Officer is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Company; or
 - e) the interest arises merely because the Officer has a right of subrogation in relation to a guarantee or indemnity referred to in clause (5.1 (d)); or
 - f) the interest relates to a contract that insures or would insure, the Officer against liabilities the Director incurs as an officer of the Company (but only if the contract does not make the Company or a related body corporate the insurer); or

- g) the interest relates to any payment by the Company or a related body corporate in respect of an indemnity permitted under section 199A of the Corporations Act or any contract relating to such an indemnity; or
- h) the Officer has given the Company standing notice of the nature and extent of the interest and that notice is still effective in relation to the interest; or
- i) the Officer has already given the Company notice of the nature and extent of the interest and its relation to the affairs of the Company.

6. Assessment of Conflict of Interest

- 6.1. The Company Secretary will conduct a preliminary assessment of disclosures made under this policy and determine if there is a Conflict of Interest.
- 6.2. The Company Secretary must table the disclosure to the Board for their assessment and recommend actions to be taken, which may include any of the following:
 - a) no action required;
 - b) establishing information barriers for an identified matter for that Officer;
 - c) adding a company to the Register;
 - d) exclude the Officer from any part of a Board or Board Committee meeting for the duration of any discussion on that conflicted matter;
 - e) exclude the Officer from voting while the matter is being considered; and/or
 - f) Such other action as is appropriate considering the disclosure.
- 6.3. The Board may determine that no action is necessary to manage a disclosed Conflict of Interest, where the Conflict of Interest is so remote that there is no significant probability of bias or undue influence on the Officer's duties and responsibilities.
- 6.4. Where a Conflict of Interest has been reported to the Board with recommended actions by the Company Secretary, the minutes shall record the decision taken by the Board, including the nature and extent of the Officer's interest in the matter and its relation to the affairs of the Company.
- 6.5. If there is any matter which is or is likely to be brought before the Board, and the Chair, or an Officer has a concern that the disclosure of such matter to a particular Officer:
 - a) would not be in the best interests of the Company; or
 - b) place that particular Officer in a position of conflict,

The Chair will assess the matter in consultation with the appointed independent Director. If the Chair and independent Director determine that the Officer would have a Conflict of Interest, the conflicted Officer:

 - a) shall not receive Board papers or other information which relates in any way to the issue or matter the subject of the Conflict of Interest; and
 - b) shall withdraw from any part of a Board or Board Committee meeting for the duration of any discussion on that matter.
- 6.6. Where disclosure of a particular matter may create a Conflict of Interest for the Chair, the Directors shall appoint two Independent Directors, to assess the matter and make a recommendation on the action to be taken as set out in clause 6.2

7. Access to Information

- 7.1. Where an Officer has disclosed a Conflict of Interest, the conflicted Officer will continue to receive Board papers or other information that relates to the matter or issue which is the subject of the Conflict of Interest, unless the Chair (or the Chair of the Audit & Risk Committee for matters involving the Chair of the Board) upon initial assessment, determines, that they will not receive any or all of those documents, until the Board has made a final determination.
- 7.2. Where an Officer has been excluded from receipt of Board papers or Board discussion on a matter, the Company Secretary will advise the Officer, in writing of the broad nature of the withheld information and why it has been withheld.
- 7.3. Once information withheld from an Officer under this Policy becomes public knowledge or if, in the opinion of the Chair (or where the matter concerns the Chair the appointed Independent Director), the Conflict of Interest has passed, the excluded Officer shall be entitled to, should he or she request it, a briefing by the Company Secretary as to the current status.

8. External Advice

- 8.1. Where an Officer is uncertain as to whether an interest should be disclosed in accordance with this Policy or is uncertain whether to request Board papers or other information relating to a Conflict of Interest, the Officer is authorised to obtain (at the cost of the Company) legal or other independent professional advice, subject to the cost being pre-approved by the Chair or Company Secretary.

9. Policy Review and Amendments

- 9.1. This Policy must be reviewed by the Board with the assistance of the Company Secretary every two (2) years, or as may be required to ensure it is operating effectively. Any recommended changes must be approved by the Board.
- 9.2. The Chair is authorised to make administrative and non-material amendments to this Policy provided that any such amendments are notified to the Board or its delegated Committee at or before its next meeting.
- 9.3. The Company will ensure any updates to this Policy, its processes and procedures following a review are widely disseminated to, and easily accessible by, individuals covered by this Policy.
- 9.4. The Policy will be available on the Company's website within a reasonable time after such updates or amendments have been approved.

10. Acronyms/ Defined Terms

Acronym	Defined Terms
Associate	a related body corporate; and a Director or Secretary of a related body corporate.
ASX	ASX Limited
ASX Listing Rules	the official listing rules and requirements from time to time of the ASX.
Material Personal Interest	One which provides a personal benefit (whether that interest is direct, indirect, contingent or contractual) to the Officer or an associated person or entity, which is of a real or substantial kind, having the capacity to influence the Officer on the decision to be made. A conflict of interest also extends to any potential or perceived conflict.
Related Party(ies)	<ul style="list-style-type: none"> (a) a spouse or de facto spouse of an Officer; (b) a parent, son or daughter of an Officer; (c) any company, trust or other entity over which a person referred to in (a) or (b) above has control; (d) any company, trust or other entity over which two or more persons referred to in (a) or (b) above together have control; or (e) as defined by the Corporation Act from time to time.
Securities	<ul style="list-style-type: none"> (a) ordinary shares; (b) partly paid shares; (c) preference shares; (d) hybrid securities; (e) debentures; (f) legal or equitable rights or interests in (a) to (e) above; and (g) any derivatives including but not limited to options in respect of any of (a) to (e) above.
Transaction	An exchange or transfer of goods, services, or funds. This includes all agreements, contracts, exchanges, and understandings, whether or not the transaction involves payment.