

1 Purpose of this Charter

This is the Charter of the Board of the Company. This Charter governs the operations of the Board and sets out the Board's size, composition and term, Director independence, the role and requirements of the Chair, the division of responsibilities between the Board and management, the process for dealing with conflicts and the Directors' access to information and advice.

2 Composition and term

The Board is to consist of a majority of independent non-executive directors and the Managing Director/CEO. The Board should comprise people with a mix of skills and diversity of backgrounds to enable the Board to discharge its duties effectively.

The Company's Constitution specifies that all Directors, other than a Managing Director/CEO, must retire from office no later than the third annual general meeting following their last election. Where eligible, a director may stand for re-election.

3 Director's independence

A director will be considered independent from the Company if he or she has no business or other relationship which could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of the relevant director's judgement. The factors the Board will consider in determining whether a director is independent are set out in the Company's Corporate Governance Statement.

Each Director is required to advise the Chair prior to accepting any appointment which may impact on their ability to carry out their duties. The proposed appointment is to be discussed at the next scheduled Board meeting.

Assessing the independence status of the Directors must be undertaken on a regular basis and prior to a director's re-election to the Board.

4 Commitment

The number of meetings of the Board and of each Board committee held each year, and the number of meetings attended by each Director is disclosed in the Company's Annual Report.

It is the Company's practice to allow executive directors to accept appointments outside the Company with approval of the Board. The commitments of non-executive directors are considered by the Board prior to the directors' appointment to the Board and are to be reviewed each year as part of the annual performance assessment.

Prior to appointment or being submitted for re-election, each non-executive director is required to specifically acknowledge that they have and will continue to have the time available to discharge his or her responsibilities to the Company.

5 Role and responsibilities of the Board

Board is responsible for the overall strategy, risk management, governance and performance of the Company.

The Board's roles and responsibility include, but are not limited to:

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- (a) providing strategic guidance to the Group including contributing to the development of and approving the corporate strategy;
- (b) reviewing and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives and other significant corporate projects including any acquisitions or divestments;
- (c) overseeing and monitoring:
 - organisational performance and the achievement of the Group's strategic goals and objectives; and
 - compliance with the Company's Corporate Code of Conduct, Securities Trading Policy, Diversity Policy, Privacy Policy and Continuous Disclosure and Shareholder Communications Policy; and
- (d) monitoring financial performance including approval of the annual and half year financial reports and liaison with the Group's auditors;
- (e) appointment, performance assessment and, if necessary, removal of key executives;
- (f) enhancing and protecting the reputation of the Company;
- (g) overseeing the operation of the Company's system for compliance and risk management reporting to Shareholders;
- (h) ensuring appropriate resources are available to Senior Executives;
- (i) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (j) overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (k) ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;
- (l) approving the Company's remuneration framework;
- (m) where appropriate, engaging external facilitators to conduct its performance evaluations;
- (n) setting specific limits of authority for management;
- (o) establishing and monitoring executive succession planning; and
- (p) such other functions as prescribed by law.

The Board is also responsible for the corporate governance of the Company. The Board develops strategies for the Group, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance process are to:

- (a) maintain and increase Shareholder value;
- (b) ensure a prudential and ethical basis for the Group's conduct and activities; and
- (c) ensure compliance with the Group's legal and regulatory objectives.

6 Matters reserved to the Board

The following matters are specifically reserved for consideration and approval by the Board:

- (a) appointment and removal of the Chair;
- (b) ratifying the appointment and/or removal and contributing to the performance assessment for the members of the Senior Executive team including the Managing Director/CEO, CFO and the Company Secretary;
- (c) establishment and determining the various Board committees' memberships, governing Charter and Chair of the relevant Board committee;
- (d) the dividend policy and the nature and timing of dividends to be paid;
- (e) the half-year and annual financial statements and the content of the annual report;
- (f) the Company's corporate strategy and direction;
- (g) calling of general meetings of members;
- (h) the Company's delegation of authority; and
- (i) adherence to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Board retains the right to alter the matters reserved for its decision.

7 Roles and responsibilities of the Managing Director/CEO and Senior Executives

The day-to-day management of the Group's affairs and the implementation of the corporate strategy and policy initiatives are formally delegated by the Board to the Managing Director/CEO.

The Managing Director/CEO is responsible for the day-to-day operations, financial performance and administration of the Company within the powers authorised to him or her from time to time by the Board. In carrying out the Managing Director/CEO's responsibilities, the Managing Director/CEO must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

The role of the Senior Executives is to support the Managing Director/CEO with the day-to-day operations, performance and administration of the Company.

These delegations will be reviewed as considered necessary by the Board.

8 Roles and responsibilities of the Chair

The Directors must elect an independent director, who was not the previous Managing Director/CEO to perform the role of the Chair.

The role of the Chair includes:

- (a) providing leadership to the Board in relation to all board matters;
- (b) acting as a conduit between management and the Board;
- (c) representing the views of the Board and the Company to its Shareholders;
- (d) overseeing board performance, appraisal and succession;

- (e) guiding the Board agenda and conducting all Board meetings; and
- (f) overseeing and conducting the Company's annual general meeting and other Shareholder meetings.

9 Company Secretary

The Company Secretary will be appointed and removed by the Board. The Company Secretary is accountable to the Board, through the Chair of the Board on all matters to do with the proper functioning of the Board and the Board committees.

In particular, the Company Secretary is responsible for:

- (a) advising the Board and its committees on governance matters;
- (b) monitoring that Board and committee policy and procedures are followed;
- (c) coordinating the timely completion and despatch of Board and committee papers;
- (d) ensuring that the business at Board and committee meetings is accurately captured in the minutes;
- (e) helping organise and facilitate the induction and professional development of Directors; and
- (f) attending to ASX and statutory filings on behalf of the Company.

10 Independent professional advice

Directors and Board committees have the right, in connection with their duties and responsibilities to seek independent professional advice at the Company's expense. Prior written approval of the Chair is required (but this will not be unreasonably withheld).

11 Directors' duty and conduct

In discharging his or her duties, each Director must:

- (a) exercise care and diligence;
- (b) act in good faith in the best interests of the Company and for a proper purpose;
- (c) not improperly use his or her position or misuse information of the Company; and
- (d) commit the time necessary to discharge effectively his or her role as a Director of the Company.

A Director should consider matters before the Board having regard to:

- (a) any possible material personal interest he or she may have in the subject matter;
- (b) the amount of information appropriate to properly consider the subject matter; and
- (c) what is in the best interests of the Company.

A Director must recognise that in acting as a Director of the Company his or her dominant purpose or object must be to serve the interests of the members of the Company as a whole, not the interests of any particular group of Directors or stakeholders or the Director's personal or commercial interests.

Directors are required to avoid conflicts of interest and immediately inform the Board should a conflict of interest arise. A director must not place himself or herself in a position where there is a reasonable possibility of conflict between his or her personal or business

interests, the interests of any associated person, or his or her duties to any other company, on the one hand, and the interest of the Company or his or her duties to the Company, on the other hand.

Directors are required to advise the Board fully and frankly of any relevant interest that may result in a conflict. The Board has adopted use of formal standing notices in which Directors disclose any material personal interests and the relationship of these interests to the affairs of the Company. A director is required to notify the Company if there is any change in the nature or extent of a previously disclosed interest.

12 Confidential information of the Company

Confidential information (including Board or Board committee papers) received by a Director in the course of the exercise of his or her duties remains the property of the Company. Directors are not entitled to disclose such information, or allow it to be disclosed, unless that disclosure has been duly authorised by the Company, or by the person who provided the information or disclosure is required by law or the Listing Rules.

13 Proceedings of the Board

The Board shall have scheduled meetings as required. In addition to the scheduled meetings, any Director may, at any time, and the Company Secretary must on request of a member of the Board, call a Board meeting.

Board papers will be made available by the Company Secretary as far in advance as possible. All directors are entitled to receive all papers presented to the Board unless a Director is precluded from receiving some or all of the papers. The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully informed basis.

The Company's Constitution governs the regulation of Board meetings and proceedings.

14 Committees

The Board may establish committees, including ad hoc committees, as considered necessary to assist in carrying out its functions, including the following Board committees:

- (a) Audit and Risk Management Committee; and
- (b) Remuneration and Nomination Committee.

The Board will determine and review as appropriate, the charters and memberships of its committees. The Board will undertake annual performance evaluation of each Board committee that compares the performance of the relevant Board committee against its Charter.

15 Review and evaluation

The Board must review this Charter annually. External reviews of this Charter may be undertaken at the request of the Board.

16 Miscellaneous

16.1 Inconsistency

- (a) To the extent that there is any inconsistency between this Charter and the Company's Constitution, the Constitution will prevail.

16.2 Publication on ASX and Company website

- (a) A copy of this document (or a summary of it) may be made available on the Company's website and to ASX to the extent necessary.

16.3 Endorsement

- (a) The Company is committed to this Charter and its implementation.
(b) This Charter was adopted by the Board on **22nd May** 2015.

17 Definitions

In this document:

ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the Board of the Company.
Chair	means the Director of the Company appointed as the chairperson of the Board from time to time.
CFO	means the chief financial officer or equivalent officer (by whatever title known) of the Company.
Company	means National Veterinary Care Ltd ACN 166 200 059.
Company Secretary	means the person appointed company secretary of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a Director of the Company.
Group	means the Company and its controlled entities.
Listing Rules	means the listing rules of ASX.
Managing Director/CEO	means the managing Director (or if there is no managing Director, the CEO) or equivalent officer (by whatever title known) of the Company.
Shareholders	means Shareholders of the Company.