

1. BOARD CHARTER

1.1 Overview

- (a) The Directors (“**Board**”) of Anteo Diagnostics Limited (“**Company**”) are responsible for the stewardship of the business and affairs of the Company on behalf of shareholders by whom they are elected and to whom they are accountable. Together, the Directors form the Board which, in accordance with the Company’s Constitution, is responsible for management and the ultimate control of the business and affairs of the Company.
- (b) The Board exercises all powers which are not required by law or contained in the Constitution through regular communication with management and in Board meetings.
- (c) The Company’s Constitution sets out the rules surrounding appointment of Directors, their remuneration, disclosure obligations, powers and duties and the proceedings at meetings. This Charter operates in conjunction with the Constitution, outlining the composition of the Board, its responsibilities, how the Board interacts with the Committees and Executive Management and the evaluation of performance of the Board, Directors and Executive Management.

1.2 Appointment to Board

All persons appointed to the Board will have consented to the appointment and receive a formal letter of appointment setting out the key terms and conditions relative to appointment:

- . The term of the Director’s appointment
- . The time commitment envisaged
- . The powers and duties of Directors
- . Any special duties or arrangements attaching to the position
- . Circumstances in which an office of Director becomes vacant
- . Expectations regarding involvement with committee work
- . Remuneration and expenses
- . Superannuation arrangements
- . Requirement to disclose Director’s interests and any matters which affect the Director’s independence
- . The names of fellow Directors
- . The trading policy governing dealings in securities (including any share qualifications) and related financial instruments by Directors, including notification requirements
- . Induction training and continuing education arrangements
- . Access to independent professional advice
- . Indemnity and insurance arrangements
- . Confidentiality and rights of access to corporate information
- . A copy of the Company’s constitution

1.3 Composition of Board

The Board of Directors will comprise at least three Directors with independent Non- Executive Directors comprising at least one half to the Board.

The Chairman of the Board will be an Independent Non-Executive Director.

The Chairman of the Board and the Chief Executive Officer (“**CEO**”) shall be different individuals.

A director is an independent Non-Executive Director (ie is not a member of management) who:

- . is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company (5% or more of the total voting shares in the Company).
- . within the last three years, has not been employed in an executive capacity by the Company or another group member, or been a director after ceasing to hold any such employment.
- . within the last three years, has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided.
- . is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer.
- . has no material contractual relationship with the company or another group member other than as a director of the company.
- . has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the company.
- . is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

Independent Directors are requested to confirm their independent status in writing annually on or about 30 June of each year.

Should circumstances demand or dictate then the structure of the Board may not conform to that stated above. In these circumstances the Company will ratify its agreement of this structure at a meeting of the Board of Directors and ensure that the market, operated by the Australian Securities Exchange, is informed of the fact and the reasons for the variation.

1.4 Responsibilities of the Board

The role of the Board is to provide strategic guidance for the Company and its controlled entities, including:

- . Oversight of the Company, including its control and accountability systems;
- . Appointing, reviewing the performance of and, where appropriate, removing the CEO;
- . Ratifying the appointment and, where appropriate, the removal of the CEO and the Company Secretary;
- . Input into, and final approval of, the development of corporate strategy by executive management;
- . Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- . Monitoring the performance of executive management in implementing strategy and ensuring the appropriate resources are available to enable the application of the strategic plans;
- . Approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestitures and dividend policy;
- . Approving and monitoring financial and other reporting.

1.5 Duties of Directors

In discharging their duties, each Director must:

- . exercise care and diligence;
- . act in good faith in the best interests of the Company;
- . not improperly use his/her position or misuse information of the Company;
- . commit the time necessary to discharge effectively his/her role as a Director.

1.6 Access to Information

Directors may access or request such information as they consider necessary to diligently and independently fulfil their responsibilities and have the authority to seek any information required from any officer or employee of the Company or its associated entities and such officers or employees shall be instructed by the Board to respond to such enquiries.

Directors will be given advance notice of all scheduled meetings of the Board, provided with an agenda of items to be discussed and will be provided with documentation pertinent to the business of the meeting in advance of the appointed date.

1.7 Protection of Directors

Directors are entitled to protection under a deed of access, indemnity and insurance upon their appointment, which shall include provisions relating to:

- . access to Board papers;
- . confidentiality;
- . indemnity by the Company; and
- . the provision of Directors and Officers Insurance.

1.8 Independent Professional advice

Independent professional advice may be sought on Company related matters, at the Company's expense, subject to prior approval by the Chairman. Such approval will not be unreasonably withheld.

1.9 Chairman

The Chairman is:

- . to be an Independent Non-Executive Director who is an Australian citizen;
- . not to exercise the role of CEO; and
- . not to have previously held the position of CEO of the Company.

The responsibilities of the Chairman include:

- . leadership of the Board;
- . overseeing the Board in the effective discharge of its supervisory role;
- . facilitating effective contribution from all Directors;
- . committing the time necessary to discharge effectively his/her role as Chairman;
- . scheduling regular and effective evaluations of the Board's performance.

1.10 Relationship with CEO

The Board has delegated responsibility for day to day management of the Company to the CEO.

The CEO shall regularly report to the Board including in relation to strategic direction, vision and values, objectives and forecasts.

1.11 Relationship with Company Secretary

The Company Secretary shall be accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

1.12 Board Committees

The Board may operate through Committees that are responsible for particular areas of the business. The existing Committees are:

- . Audit & Risk Committee
- . Nomination & Remuneration Committee

Each Committee, or Board meeting, in dealing with matters within its responsibilities will operate in accordance with a written charter which is enshrined in policy documents specific to the committee. The Board and each committee will annually revisit its objectives and duties and evaluate the effectiveness of its performance.

These Committees enable a more detailed involvement of the Board with the business in line with the Committee charters.

1.13 Internal Policies Applicable to Directors

The Board is also ultimately responsible for ensuring compliance of the Board of the Company and its officers / employees with Company policies including:

- . Share Trading Policy
- . Code of Conduct
- . Continuous Disclosure
- . Equal Employment Opportunity
- . Harassment
- . Whistle-blower Policy
- . Diversity Policy
- . Occupational Health and Safety Handbook

Each of these policies are the subject of documents specific to the policy.