



Medical Advisory Committee Charter

4DMedical Limited
ACN 161 684 831

Version:2.0
30 April 2024



1. Introduction

- 1.1 The Medical Advisory Committee (the **MAC**) is a committee of the Board of Directors (the **Board**) of 4DMedical Limited (the **Company**).
- 1.2 The MAC will guide and advise the Board on a broad range of clinical matters relating to the accepted and effective clinic standards expected within the Company.
- 1.3 The MAC has an ultimate function to promote and ensure clinical governance across the Company, with a focus on recognised best evidence-informed practice, continuous clinical improvement and risk minimisation.

2. Membership

- 2.1 It is intended that members of the MAC have an appropriate mix of skills, knowledge, experience, diversity and expertise necessary to endorse excellence in clinical care standards of the Company, to be able to discharge the MAC's responsibilities effectively.
- 2.2 The Board will review the composition and the fees of the MAC from time to time and make necessary changes to achieve the objectives specified in this Charter
- 2.3 The Board will appoint the Committee Chair.
- 2.4 The Board may appoint additional members to the MAC or remove or replace members of the MAC by resolution. Members may withdraw from membership by written notification to the Board.
- 2.5 Non-MAC members may attend all or part of a meeting at the invitation of the MAC Chair.
- 2.6 The Company Secretary, or his or her delegate, must attend all MAC meetings as minute secretary.
- 2.7 The MAC, along with senior management, is responsible for reviewing its members' skills and experience, including preparing a description of the role and responsibilities.

3. Role & Responsibilities

- 3.1 The Committee's key responsibilities and functions are to:
 - a) review and approve the Company's service delivery standards, including protocols and assessment processes across the clinical divisions;
 - b) provide guidance and feedback with regard to decisions that impact corporate risk, major investment or critical commercial pathway.
 - c) develop and review clinical policies and procedures;
 - d) identifying opportunities for clinical education and training within the Company to improve or expand clinical services;
 - e) identify and promote opportunities for the Company to support and engage in clinical research and development;
 - f) assess evidenced informed innovative technologies or products and their potential for application to clinical practice;

- g) review and assess clinical concerns or complaints, and development of recommendations on actions to be undertaken;
 - h) regular review, including monitoring and reporting on areas of clinical risk identified with the provision of health services; and
 - i) lead and uphold a culture that promotes ethical and responsible professional behaviour and compliance with the Australian Health Practitioner Regulation Agency's Code of Conduct.
- 3.2 Other than the responsibilities and functions specified above, the MAC does not have any other delegated authorities. All decisions will be referred to the Board.

4. Ethical Standards and Legal Duties

- 4.1 Each member shall abide by the terms of the Company's Code of Conduct and are expected to uphold the ethical standards and behaviour described in that Code.
- a) **Duties:** The MAC will operate in a manner reflecting the values of the Company and in accordance with all applicable laws and regulations.
 - b) **Conflicts of interest:** Each member has a duty not to place themselves in a position which gives rise to a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties.
 - c) **Material personal interest:** In addition to the above each member must give notice to the other members of any matter in which he or she has a material personal interest that relates to the affairs of the Company and must not participate in any discussions in relation to any such matter or participate in any vote in relation to the same.

5. Confidentiality

- 5.1 The MAC acknowledges that all proceedings of the MAC are strictly confidential and will not be disclosed to any person other than MAC members, except as agreed by the MAC or as required by law.

6. Disclosure

- 6.1 The Board will make available on the Company's website:
- a) the Medical Advisory Committee Charter; and
 - b) the relevant qualifications and experience of the members of the Committee.

7. Review

- 7.1 The Board will, at least annually, review the performance, membership and charter of the MAC to determine its adequacy for the Company's current circumstances, and the MAC may

make recommendations to the Board in relation to the MAC's membership, responsibilities, functions or otherwise.

- 7.2 The Charter will be available on the Company's website within a reasonable time after any such updates or amendments have been approved.

8. Administrative matters

- 8.1 The proceedings of the MAC will be conducted in accordance with the provisions set out in Annexure 1.

Annexure 1 – Administrative matters and procedure

1. Meetings

The MAC shall meet at least four (4) times per year, and otherwise as often as the members determine necessary for the duties and responsibilities to be fulfilled

2. Quorum

The quorum is at least 2 members present, either in person or by using technology.

3. Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the MAC.

Notice will be given to every member of the MAC, of every meeting of the MAC. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

The Company Secretary will distribute in advance of the meeting of the MAC the agenda and related papers to each of the MAC members or any other persons determined by the MAC.

4. Voting at meetings

The MAC should pursue collective decision-making and seek consensus where possible. The Committee Chair should test consensus and, if a unanimous view cannot be reached, decisions will be based on a majority view.

Each MAC member will have one vote. If any equal number of votes is cast for and against a resolution, the Committee Chair does not have a casting vote in addition to their vote as a Committee member and the resolution is not passed.

5. Independent advice

The MAC may seek the advice of the solicitors or other independent advisors, consultants or specialists as to any matter pertaining to the powers or duties of the MAC or the responsibilities of the MAC.

6. Minutes

Minutes of the meetings of the MAC must be kept by the Company Secretary and, after approval by the MAC chair, be presented at the next relevant Board meeting.

All minutes of the MAC must be entered in a minute book maintained for the purpose and will be open at all times for inspection by any Director.

7. Reporting

It is intended that the MAC Chair will report the actions of the MAC at the Board meeting next following a meeting of the Committee. The report may include provision of meeting agendas, papers and minutes of the MAC.

All Directors will be permitted, within the Board meeting, to request information of the MAC Chair or members of the MAC.