



Delegation of Authority Policy

Paragon Care Limited

ACN 064 551 426

1. Definitions

“**Board**” means the Board of directors of the Company from time to time.

“**Company**” means Paragon Care Limited.

“**EXCO**” means the Group CEO, Group CFO, EGM Paragon Care ANZ, EGM Paragon Care Asia; , General Counsel and/or Company Secretary of the Company.

“**Group CEO**” means the Group Chief Executive Officer.

“**Group CFO**” means the Group Chief Financial Officer.

“**Law**” means:

- (a) principles of law or equity established by decisions of courts;
- (b) statutes, regulations or by-laws of the Commonwealth of Australia or New Zealand, or any State or Territory of the Commonwealth of Australia or New Zealand or a Government Agency; and
- (c) requirements and approvals (including conditions) of the Commonwealth of Australia or New Zealand, or any State or Territory of the Commonwealth of Australia or New Zealand or a Government Agency that have the force of law.

“**Paragon Care Group**” means the Company and its subsidiaries and related entities.

2. Purpose

2.1 The purpose of this Delegation of Authority Policy (**Policy**) is:

- (a) to define authorities delegated by the Board to management to make binding decisions on the Paragon Care Group;
 - (b) to clarify powers that are reserved to the Board; and
 - (c) to ensure that all personnel understand their authority levels and know where to go for approval on resource and expenditure decisions.
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3. Scope

3.1 This Policy applies to:

- (a) the Board;
 - (b) all employees and contractors of the Paragon Care Group; and
 - (c) each entity in the Paragon Care Group.
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4. Delegations of Authority

4.1 Overview:

- (a) To facilitate the day-to-day operations of the Company, the Board has delegated certain authority to the Group CEO and other employees designated in the Table of Authority.

- (b) Any changes or amendments to the delegations in the body of this Policy and the Table of Authority must be approved by the Board.
- (c) The Group CEO may, at their discretion, delegate certain powers to their direct reports, including imposing any terms and restrictions they consider appropriate.
- (d) Direct reports to the Group CEO who wish to further delegate their authority can only do so with the prior approval of the Group CEO.
- (e) All sub-delegations from the Group CEO or their direct reports under clause 3 (c) or (d) are to be recorded and submitted to the Company Secretary in an employee delegation register.

5. Powers reserved by the Board

In addition to matters it is expressly required by Law to approve, the Board has reserved the following matters to itself:

5.1 Approval of strategic plan

In conjunction with the Board, the Board delegates responsibility for the development of the Company's strategic plan to the Group CEO. The Group CEO will work through an iterative process with the Board on refining management drafts with input from the Board.

Approval of the Company's strategic plan (and any variations to the approved plan) is the responsibility of the Board. The Group CEO will implement the strategy as approved by the Board.

5.2 Approval of business plan and budget

The Board delegates the preparation of the Company's annual business plan to the Group CEO, in conjunction with the senior leadership team. This document defines the key operating objectives for the business and outlines the plan to achieve those objectives, including operating budgets and resourcing requirements.

Approval of the annual budget process / timetable and the Company's annual business plan and operating budget is the responsibility of the Board.

5.3 Supervision of operating costs

The management and authorisation of operating costs is delegated by the Board to the Group CEO, subject to the limitations set out in this Policy and the Table of Authority.

The Board is responsible for supervising the reporting of operating costs against the approved budget.

6. Requirement for legal review

- 6.1 Any staff involved in negotiating any agreement, contract or deed (or their renewal, variation or termination) must involve Paragon's Group Counsel in the review process, have the agreement, contract or deed approved by the senior leadership team and EXCO member prior to finalising the agreement, contract or deed ready for signature so that any changes considered necessary can still be incorporated.

6.2 Contracts Register

All agreements, contracts and deeds must be sent to the Company Secretary for recording. It is the responsibility of all employees to ensure that copies of executed agreements, contracts and deeds in their possession are provided to the Company Secretary.

6.3 DocuSign

Wherever possible, agreements, contracts and deeds are to be signed via DocuSign.

7. **Specific Delegations**

7.1 Delegation to Group CEO and other employees

The annexed Table of Authority outlines the powers delegated to the Group CEO and other employees.

7.2 Execution of agreements, contracts and deeds

7.2.1. An agreement contract or deed may be executed by any two directors or by any one director and the Company Secretary.

7.2.2. The Board may approve specific delegations in regard to the signing of agreements, contracts or deed and set these delegations in the Table of Authority.

7.2.3. Non disclosure and confidentiality agreements must be referred to Paragon's General Counsel for review before signing.

7.3. Bank signatories

7.3.1. Either the Group CEO or Group CFO may authorise the opening or closing of any bank account for an entity in the Paragon Care Group.

7.3.2. Either the Group CEO or Group CFO may authorise any person to be a signatory for a bank account for an entity in the Paragon Care Group.

7.3.3. All bank accounts require two signatories to sign cheques or authorise EFT payments jointly.

7.3.4. A listing of all Bank accounts and signatories will be provided to the Board when Treasury policies are reviewed.

7.4. Administrative approvals

Approval sought	Delegate
Changes to the body of this Policy	Board
Changes to the Table of Authority	Group CEO – ratified at the next Board meeting
Approval of operations policies or procedures	Group CEO
Branding and communication approvals	Group CEO
Gifts to stakeholders	Group CEO

7.5. Human resources

The Board delegates authority to the Group CEO to approve new employment positions and the remuneration and terms of those positions.

The Board delegates specific Employment Authority to some employees, as outlined in the attached Table of Authority.

7.6. Litigation and commercial disputes

- 7.6.1. Approval by the Board is required prior to commencing or settling any litigation (including any administrative proceeding before a governmental or regulatory agency) or commercial dispute which has a value greater than \$100,000 or which is to commence in a jurisdiction above the Magistrates Court level, or equivalent.
- 7.6.2. To avoid doubt, Board approval is not required for the following events where approved by Paragon's General Counsel:
 - 7.6.2.1. commencing or settling litigation in the Magistrates Court (or such similar jurisdiction);
 - 7.6.2.2. commencing or settling any litigation where an entity in the Paragon Care Group is legally or contractually required to permit another party to conduct and settle litigation on its behalf by the Company's appointed insurers or bankers; and
 - 7.6.2.3. entering into an agreement, contract or deed which requires an entity in the Paragon Care Group to agree to permit another party to conduct and settle litigation on its behalf where Paragon's General Counsel forms the view that this is a reasonable requirement in the circumstances (for example an insurance contract or banking facility).

7.7. Emergency delegations

Where a matter requires urgent action to ensure the safety of employees, meet regulatory requirements or preserve the Paragon Care Group's business continuity and it is not reasonably practical to resolve the emergency within existing delegations or convene a Board meeting within a necessary timeframe, then to the extent it is necessary to resolve the emergency:

- 7.7.1. The Group CEO will use all reasonable endeavours to consult with the Board Chair. The Board Chair and Group CEO may jointly approve the exercise of any lawful power or authority of the Board;
- 7.7.2. If unable to consult with the Board Chair, the Group CEO may exercise any lawful power or authority of the Board; or
- 7.7.3. If the Group CEO is unavailable in any necessary timeframe, a member of the EXCO may act as though they were the Group CEO for the purposes of this section.

Powers and authorities delegated under this section only apply to the extent and duration of the emergency.

- 7.8. All Directors will be notified as soon as possible of any exercise of authority under this section and the Group CEO will report the matter at the next Board meeting. The Board will ratify the exercise of authority under this section and hold the Group CEO (and if applicable, Board Chair and/or EXCO) accountable for the exercise of authority.

7.9. Use of external legal advisors

External legal advisors may only be engaged with the prior approval of both the Group CFO and Paragon's General Counsel.

8. Responsibilities

Person	Description
All employees and contractors	To ensure that prior to: <ul style="list-style-type: none">• making any commitments or promises on behalf of the Company;• submitting any proposal to your manager or direct report; or• processing any payment, that those commitments, promises proposals and payments have been properly authorised within the framework for delegation of authority set out in this Policy.

9. Conflict of Interest

- 9.1 A delegation cannot be exercised where a person holding that delegation has a conflict of interest. They may not approve any action or transaction that provides them with a direct personal benefit, with the exception of transactions that require two signatures.
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10. Review and non-compliance

- 10.1 This Policy will be reviewed annually by the Board or as otherwise required to ensure it remains consistent with the Board's objectives and responsibilities.
- 10.2 Non-compliance with this policy may result in disciplinary action. The severity of the breach will determine the action to be taken.
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11. Inconsistency with Constitution or Law

- 11.1 To the extent there is any inconsistency between:
- (a) this Policy and the Constitution of the Company, the Constitution will prevail; and
 - (b) this Policy and any Law, the relevant Law will prevail.
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12. Assistance and Additional Information

- 12.1 Any questions about this Policy should be directed to the Group CEO.
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13. Approved and Adopted

- 13.1 This Policy was approved and adopted by the Board on 27 October 2022.