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**Board, Committee
and Individuals
Performance
Evaluation Procedure**

1 Overview

This policy is to ensure individual directors and the Board as a whole work efficiently and effectively in achieving their functions. These performance evaluations provide an important opportunity for the Board, its committees, the Chair and individual directors to reflect, evaluate and discuss their performance.

As such MedAdvisor Limited (the **Company**) is committed to a continual process of assessing the performance of the Board, Board Committees, and Directors. This policy sets out the guidelines that will be in place to evaluate performance of the Board, Committees and individuals.

2 Assessment Methods

Assessment methods will be determined by the Board and can be undertaken through the following:

- **Internal Reviews:** Reviews are conducted by the Chair or delegated to another director; and
- **External Reviews:** External reviews can be commissioned as required who may engage a facilitator to conduct the performance evaluation processes.

3 Board of Directors

Each year the Board will undertake the following activities:

- the Chairperson will meet with each non-executive director separately to discuss individual performance and ideas for improvement; and
- the Board as a whole will discuss and analyse its own performance during the year including suggestions for change or improvement.

Evaluation may include, but is not limited to, the Board's:

- performance in line with objectives;
- completion of responsibilities as set out in the Board Charter;
- structure, skillset, and composition of the Board;
- strategic direction and planning of the Company;
- accountability, interaction and relationship between the CEO and senior management; and
- succession planning.

4 Board Committees

This policy is to ensure the committees to which the Board has delegated responsibilities are performing efficiently and effectively in accordance with the duties and responsibilities set out in their charter.

Each year the Board will undertake the following activities:

- the Board will review the necessity of establishing any committees and delegating certain responsibilities to the committee;
- the Board will review the committees' achievements during the year based on their duties; and

- the Board will review the charters of the committees once per year to ensure that they are up to date.

Evaluation may include, but is not limited to, the committee's:

- performance in line with objectives and delegated responsibilities;
- structure, skillset, and composition;
- communication and reporting to the Board; and
- accountability, interaction and relationship with relevant stakeholders and management.

5 Chairperson

One Non-Executive Director evaluates the performance of the Chairperson by way of discussions with the other Board members along with a similar to the process used for evaluating the performance of the Board (as set out above).

Evaluation of the Chair may include, but is not limited to:

- performance and diligence in leading the Board
- facilitating and guiding strategy development; and
- conducting Board meetings.

6 Managing Director and Key Executives

This policy is to ensure the Managing Director and key executives execute the Company's strategy through the efficient and effective implementation of the business objectives.

In order to accomplish this:

- the Board reviews the Company's strategy annually and then the Board sets the organisation performance objectives based on qualitative and quantitative measures;
- these objectives are reviewed periodically to ensure they remain consistent with the Company's priorities and the changing nature of the Company's business;
- these objectives are incorporated in the performance targets for the Managing Director; and
- performance against these objectives is reviewed annually by the Board and is reflected in the Managing Director's remuneration review.

7 Review

This evaluation will be formally reviewed by the Board no less than every 3 years.