

IMPACT HEALTHCARE REIT PLC

THE CHAIR

ROLE AND RESPONSIBILITIES

The Chair leads and guides the board; the board as a whole provides governance and strategic direction to the company;

1. **Leadership:** The Chair provides leadership to the board, ensuring that it operates effectively and efficiently. This involves setting the tone for board discussions, setting board agendas, facilitating productive meetings, and ensuring both collaboration and accountability.
2. **Governance:** The Chair ensures that the board fulfils its governance duties effectively. This includes overseeing the development and implementation of corporate governance policies, ensuring compliance with regulatory requirements, and upholding ethical standards throughout the company.
3. **Strategy:** The Chair plays a key role in the strategic direction of the company by working closely with the Investment Manager and other board directors to develop and review the company's long-term objectives, business plans, and major decisions. The chairman helps to ensure that the board's decisions align with the company's purpose, investment policy, strategy and values.
4. **Relationship with the Investment Manager:** The Chair works to ensure that the Investment Manager is delivering the strategy of the board, reports accurately on progress to the board and seeks board input and approvals as necessary in a timely manner. The Chair may chair the Management Engagement Committee.
5. **Representation:** The Chair, when required, represents the company to external stakeholders, including shareholders, banks and debt providers, tenants and regulators. The Chair ensures that board directors have a good understanding of shareholders' views from his own meetings as well as those of the Investment Manager and from the brokers.
6. **Board dynamics:** The Chair is responsible for fostering constructive relationships among board members, encouraging open communication, and resolving conflicts or disagreements that may arise during board discussions. The Chair manages the board evaluation process, in line with the requirements of the Nomination Committee
7. **Succession planning:** The Chair leads succession planning for other board directors, although not for his own. The Chair may chair the Nomination Committee.

In order to do this, the Chair should be independent on appointment and should have no relationship that may create a conflict of interest between the Chair's interest and those of shareholders or the Investment Manager.

APPROVED BY THE BOARD ON 20 February 2024