Governance Statement

July 2026

UNION MEDICAL BENEFITS SOCIETY LIMITED

UniMed

Contents

Date of Approval	Review Cadence	Version No.	Responsible Executive	Operational Owner	Approver
Aug 2026	2 years	2	CRO	GA	Board

1. Introduction

As a licensed insurer, financial institution and industrial and provident society, UniMed's Board is responsible for maintaining a sound and effective governance framework that supports prudent oversight, clear accountability, long-term sustainability and positive Member outcomes. This Governance Statement sets out the key governance principles, practices and supporting documents that guide how UniMed is governed in the context of the Financial Markets Authority's Corporate Governance Principles and Guidelines and the Reserve Bank of New Zealand's Governance Guidelines for Licensed Insurers.

2. UniMed Purpose, Vision and Values

Our core purpose: The Society exists to help New Zealanders stay in lifelong good health.

Our vision: To enable healthier, happier people, so our nation can thrive.

Our values: Our values define our organisation and underpin everything we do.

Aspire
We love what we do and aim to set the standard for personal service across our industry, all while delivering exceptional value for money. We're inquisitive and ready to learn, always eager to understand, innovate and implement better services and practices. By doing so, we can help people achieve better health and wellbeing outcomes.

Care
We genuinely care about our Members, our colleagues and our business partners. We are responsive and take time to fully understand people's different needs and tailor our interactions, products and services to meet those needs. Our commitment to maintaining a strong financial foundation, and to Aotearoa's environmental sustainability, means that we are resilient and responsible, ensuring we will be here for our Members, now and in the future.

Trust
We're judged by the way we act. At UniMed, this means we treat everyone with respect, equity and integrity, always seeking to do what's right. Our processes are transparent, we manage funds prudently and understand that trust is something we must strive to earn, every day.

3. Principles for Corporate Governance

Principle 1: Ethical Standards

Directors should set high standards of ethical behaviour, model this behaviour and hold Management accountable for delivering these standards throughout the organisation.

All employees, including Directors, are required to comply with the relevant UniMed Code of Conduct and Conflict of Interest policies.

UniMed maintains separate **Codes of Conduct** for Directors and staff. The Director Code of Conduct sets out the ethical standards and behavioural expectations that apply to Directors in the discharge of their governance responsibilities. The Staff Code of Conduct sets out the conduct expectations that apply to employees and contractors. Together, these documents support consistent ethical behaviour, sound decision-making and accountability across UniMed.

UniMed's **Conflict of Interest** policy sets out the applicable principles and processes for recognising, declaring and managing conflicts of interest at UniMed to ensure Directors and employees act fairly, with integrity and in the best interests of UniMed and our Members.

Directors are required to maintain an up-to-date interests register, which is reviewed at the start of each Board and Committee meeting. Directors are also required to declare any actual, potential or perceived conflicts of interest in relation to matters on the agenda, with conflicts managed in accordance with UniMed's Conflict of Interest Policy.

In addition to this, UniMed's **Fit and Proper** policy ensures that all Directors and Senior Managers (as defined in the Fit and Proper Policy) are assessed on appointment and on an ongoing basis to ensure that they remain fit and proper for the roles that they hold.

The Board also supports ongoing Director development and accountability through Director development plans and programmes, regular Board evaluations and the annual Board performance assessment.

Principle 2: Board Composition & Performance

To ensure an effective board, there should be a balance of skills, knowledge, experience, independence and perspectives.

UniMed's Board Charter sets out in detail the roles and responsibilities of the Board. The Board is accountable to Members for UniMed's performance and reviews its performance against the responsibilities outlined in the charter annually.

The Board's composition will reflect its responsibilities in representing Members' interests, setting the Society's strategy, and overseeing its execution. Board members will possess the skills, experience, competencies and capabilities required to govern, and a commitment to advancing Member interests and achieving the Society's goals.

On an annual basis, Board members attest that they are independent and free from any relationships that could compromise their judgment.

The Rules of UniMed set out the requirements for Director appointment, election, re-election and tenure. The Board considers its composition, collective skills and succession and ongoing development needs through its skills matrix, nomination and appointment processes, Director development plans and programmes, and regular Board evaluations.

The Board and its sub-committees agree an annual workplan at the start of each calendar year. The workplan schedules key governance activities, including the annual Board performance assessment, regular Board evaluations and Director development activities, to support ongoing oversight of Board effectiveness.

Principle 3: Board Committees

The board should use committees where this will enhance its effectiveness in key areas, while still retaining board responsibility.

The Board has three standing committees, the Audit and Risk Committee (ARC), the Investment Committee (IC) and the People and Culture Committee (PCC). The Board has the authority to form and dissolve other sub-committees for specific tasks as needed.

Each sub-committee has its own charter, which outlines the roles and responsibilities that have been delegated by the Board. These are available to view via the UniMed website.

Principle 4: Reporting & Disclosure

The board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures.

As a registered Industrial and Provident Society and a licensed insurer and financial institution, UniMed is required to adhere to a range of financial reporting requirements.

The annual report includes the audited UniMed financial statements. The CEO and Chief Corporate Services Officer certify to the Directors that to the best of their knowledge the financial statements are complete and fairly represent the financial position of UniMed.

UniMed's solvency position is disclosed on our website and updated on a quarterly basis, along with our credit rating. UniMed also engages an independent Appointed Actuary who provides regular solvency and financial condition reporting to support Board oversight.

Key governance documents are available to all stakeholders on our website.

Principle 5: Remuneration

The remuneration of Directors and Senior Management should be transparent, fair and reasonable.

Director remuneration is determined in accordance with the Rules of UniMed and the Director Remuneration and Expenses Policy. The Board reviews Director remuneration periodically, taking into account relevant market information and independent advice where appropriate. Director fees are disclosed in UniMed's annual report.

Senior management remuneration is set in accordance with UniMed's Employee Remuneration Framework. Senior Management remuneration is benchmarked against relevant market information and decided by the CEO with oversight from the People and Culture Committee.

CEO remuneration is reviewed by the People and Culture Committee, which then makes a recommendation to the Board for approval.

UniMed's Director Remuneration and Expense Policy is available to view via the UniMed website.

Principle 6: Risk Management

Directors should have a sound understanding of the key risks faced by the business and should regularly verify there are appropriate processes to identify and manage these.

The Board, with the support of the ARC, is responsible for setting UniMed's risk appetite, ensuring that UniMed does not operate outside of this and that UniMed maintains an effective Risk Management Framework (RMF). UniMed has a Board approved Risk Appetite Statement (RAS) and RMF. The RAS sets clear expectations around the level of risk that UniMed is prepared to take in pursuit of its strategic objectives and business plans. The RMF outlines how UniMed manages risk to ensure it remains within appetite.

The Audit and Risk Committee has responsibility for ensuring UniMed's RMF and underlying policies and procedures remain appropriate and risks are identified, considered and managed appropriately. Key risks together with associated management strategies are formally reviewed on a quarterly basis by the Board.

Principle 7: Auditors

Boards should ensure the quality and independence of the external audit process.

An independent auditor is appointed each year via resolution at the Annual General Meeting, on the basis of a Board recommendation.

The Auditor may attend Committee meetings as part of the external audit process. The Audit and Risk Committee has the authority to meet with the Auditor without Management being present and does so as part of its annual workplan.

The Audit and Risk Committee is responsible for reviewing the auditor's performance and will make recommendations to the Board regarding their appointment and terms of engagement. UniMed's terms of engagement with the Auditor requires the Auditor to communicate all relationships and matters that may have a bearing on their independence and to confirm compliance with relevant ethical requirements regarding independence.

Principle 8: Member Relations & Stakeholder Interests

The board should respect the rights of Members and foster constructive relationships with Members and stakeholders that encourage them to engage with the entity.

As a registered Industrial and Provident Society, UniMed is a membership based non-profit organisation where all members are issued with one member share. UniMed's relationship with its Members is governed predominantly through the Rules of UniMed and the applicable Policy Terms and Conditions, which are available to view via UniMed's website.

A copy of UniMed's annual report which includes audited UniMed financial statements is shared with all Members within four months of the end of the financial year.

A notice of UniMed's Annual General Meeting is sent to all Members at least 21 days prior to the meeting date and is held each year between 1st September and 30th November. This will include details of any resolutions tabled for voting. Each Member is entitled to one vote.

The Board, through Management, will seek to engage and consult with Members outside of the AGM on any matters that are material to the Members' relationship with UniMed.

4. Review

This Governance Statement will be reviewed every 2 years, or more frequently as required.

5. Associated Documents

Other documents relevant to this policy are listed below:

UniMed Documents	NZ Legislation
Rules of UniMed Board Charter Audit & Risk Committee Charter Investment Committee Charter People & Culture Committee Charter Risk Management Framework Risk Appetite Statement Fit & Proper Policy Director Code of Conduct Policy	Industrial and Provident Societies Act 1908 Financial Markets Conduct Act 2013 Insurance (Prudential Supervision) Act 2010

Employee Code of Conduct Policy Conflicts of Interest Policy Board Skills Matrix Director Remuneration and Expenses Policy Employee Remuneration Framework	