Quality, Safety and Regulatory Committee Charter

Fisher & Paykel Healthcare Corporation Limited

1. Establishment of the Quality, Safety and Regulatory Committee Charter

This Charter sets out the basis on which the Board has established a Quality, Safety and Regulatory Committee pursuant to the authority contained in, and subject to the provisions of, the Constitution.

2. Objectives

The objective and purpose of the Quality, Safety and Regulatory Committee is to assist the Board in fulfilling its responsibilities relating to:

i. the oversight of the Company's Quality Management System that supports the Company's commitment to providing high quality products and services, supports the Company's goals of continuous improvement and compliance with applicable regulations regarding the design, manufacture and sale of medical devices; and

ii. the Company's health and safety risk management system that supports the Company's commitment to implementing a best practice health and safety management programme to minimise health and safety risks to our employees and to ensure that resources are available to support the ongoing implementation of the Company's health and safety management programme.

The Committee will also oversee the Company's strategies, activities and policies regarding sustainability, corporate social responsibility and the environment.

3. Authority, Duties and Responsibilities

In addition to any other authorities, duties and responsibilities which have been assigned to it from time to time by the Board, the Quality, Safety and Regulatory Committee has the authority, duty and responsibility to:

i. review, monitor and make recommendations to the Board on the Company's quality and regulatory risk management framework and health and safety risk management framework to ensure that the Company has in place mechanisms and internal controls to identify and manage areas of material quality, regulatory and health and safety risks.

ii. review and monitor the Company's quality objectives to assess the suitability and effectiveness of the Company's Quality Management System.

iii. receive and monitor reports indicating the Company's compliance to applicable regulations regarding the manufacture and distribution of medical devices.

iv. oversee the establishment of appropriate health and safety objectives. Review and evaluate the Company's progress and performance against those objectives and ensure regular reports are received by the Board and members of the Company's senior management.

v. receive and monitor reports on the Company's compliance to applicable health and safety regulations and the effectiveness of the implementation of the Company's health and safety management programme, including by taking reasonable steps to:

    a. keep up-to-date knowledge of health and safety matters for the Company;

    b. understand the Company's operations and the associated risks and hazards;

    c. ensure that appropriate resources and processes are in place to eliminate or minimise those risks and hazards;

    d. ensure processes are in place to receive information about, and respond to, incidents, hazards and risks;

    e. ensure that the Company implements processes for complying with any duty or obligation relating to health and safety; and

    f. verify that such resources and processes are in place, and being used, through reviews and audits,

    and ensure that regular reports are received by the Board and members of the Company's senior management on these matters.

vi. review the Company's environmental risk framework and record of performance on environmental matters, along with any proposed actions based on the record of performance.

vii. review and monitor reporting to shareholders and other external stakeholders regarding sustainability, corporate social responsibility and environmental activities.

4. Quality, Safety and Regulatory Committee Composition

The Quality, Safety and Regulatory Committee shall consist of at least three members, each of whom will be appointed by the Board.

All of the members of the Quality, Safety and Regulatory Committee shall be Directors of the Company. The Quality, Safety and Regulatory Committee shall be chaired by an Independent Director and a majority of the members shall be Independent Directors[1].

The Board shall appoint one of the members of the Quality, Safety and Regulatory Committee who is an Independent Director to be the Chairperson of the Quality, Safety and Regulatory Committee. In that person's absence, any member may chair a meeting of the Quality, Safety and Regulatory Committee.

The Quality, Safety and Regulatory Committee may, if it considers it appropriate, appoint a secretary.

5. Meetings and Procedure

The Quality, Safety and Regulatory Committee will meet as frequently as required.

A quorum for a meeting of the Quality, Safety and Regulatory Committee is two members.

The Quality, Safety and Regulatory Committee may invite such other persons to attend their meetings as they consider appropriate and determine the procedures under which this occurs. Quality, Safety and Regulatory Committee meetings will normally be attended by the Chief Executive Officer, VP of Products and Technology and VP of Quality, Safety and Regulatory.

The Quality, Safety and Regulatory Committee shall ensure that minutes of its meetings are kept and provided to the Board in a timely manner.

[1] Independent Directors are as defined in the NZX Main Board Listing Rules

The dates, times and venues of each meeting of the Quality, Safety and Regulatory Committee will be notified to all members as far in advance as possible. Supporting papers shall also be sent to members as far in advance as possible.

The proceedings of the Quality, Safety and Regulatory Committee will be governed by the provisions of the Constitution that govern meetings of Directors, in so far as they are applicable.

6. Consultation

The Quality, Safety and Regulatory Committee shall have unrestricted access to executive management, all employees, company records, financial or legal advisers, and external consultants or specialists.

7. Reporting

The Chairperson of the Quality, Safety and Regulatory Committee (or a person nominated by the Quality, Safety and Regulatory Committee for that purpose) shall report to the Board on the Quality, Safety and Regulatory Committee's proceedings following each meeting on matters relevant to the Committee's duties and responsibilities.

The Chairperson of the Quality, Safety and Regulatory Committee (or a person nominated by the Quality, Safety and Regulatory Committee for that purpose) shall ensure an annual report is prepared and provided to the Board summarizing the activities of the Quality, Safety and Regulatory Committee during the previous 12 months.

8. Review

Every two years, the Quality, Safety and Regulatory Committee shall undertake the following review:

i. an evaluation of the performance of the Committee against the objectives set out in this Charter; and

ii. a review of the terms of this Charter, including the objectives, duties and responsibilities of the Quality, Safety and Regulatory Committee, and shall recommend to the Board any suggested changes to the objectives, duties and responsibilities of the Committee.

Approved by the Board on 25 September 2017