

DAVION HEALTHCARE PLC

Board Charter / Corporate Governance Guidelines

I. Purpose

The Board of Directors (the “Board”) of Davion Healthcare Plc (the “Company”) is responsible for directing and supervising the management of the Company’s business in order to create long-term shareholder value. This Charter sets out the framework within which the Board discharges its duties, in accordance with applicable Irish law, the rules of The Nasdaq Stock Market LLC (“NASDAQ”), and internationally accepted corporate governance practices.

II. Role of the Board

The Board’s responsibilities include:

- Overseeing the Company’s strategy, business plan, and risk management framework;
 - Appointing, supporting, and, if necessary, removing the Chief Executive Officer (“CEO”) and other senior executives;
 - Reviewing and approving significant transactions, financings, and capital allocations;
 - Ensuring that the Company maintains appropriate systems of internal controls, compliance, and accountability;
 - Monitoring the Company’s performance against objectives, budgets, and key performance indicators;
 - Ensuring effective communication with shareholders, regulators, and other stakeholders; and
 - Overseeing compliance with the Company’s Code of Business Conduct and Ethics.
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III. Composition of the Board

1. The Board shall currently consist of **six directors**: two executive directors and four independent non-executive directors.
2. The Chairman of the Board shall be a **separate independent non-executive director**, distinct from the CEO.

3. The balance of executive and independent directors shall ensure compliance with NASDAQ Listing Rules and good governance practice.
 4. The Board may adjust its size from time to time in accordance with the Company's Articles of Association and applicable law.
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IV. Committees of the Board

The Board shall establish the following standing committees, each with its own written charter:

- Audit Committee (including oversight of risk management);
- Remuneration (Compensation) Committee;
- Nomination & Corporate Governance Committee.

The Board may establish additional committees as it deems necessary.

V. Meetings

1. The Board shall meet **monthly**, with at least **14 days' notice** for regular meetings and shorter notice permitted for urgent matters.
 2. Meetings may be held in person, telephonically, or electronically.
 3. A quorum shall consist of at least 2 executive directors and one non-executive director.
 4. Decisions shall be taken by **simple majority**, with the Chairman having a **casting vote** in the event of a tie.
 5. Minutes of all meetings shall be prepared and maintained in the Company's corporate records.
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VI. Director Duties and Standards of Conduct

Directors shall:

- Act honestly, in good faith, and in the best interests of the Company and its shareholders;
- Exercise care, diligence, and independent judgment in carrying out their duties;
- Avoid conflicts of interest and disclose any actual or potential conflicts promptly;
- Comply with the Company's **Code of Business Conduct and Ethics**, insider trading policy, and other governance policies;
- Maintain the confidentiality of all non-public information entrusted to them.

VII. Director Tenure and Retirement

Independent non-executive directors shall serve for a maximum term of **nine years**, whether consecutive or non-consecutive, in line with international best practice. Extensions beyond this limit shall require specific Board approval and disclosure.

VIII. Access to Information and Management

Directors shall have access to the Company's management, records, and information necessary to fulfill their responsibilities. Requests for external professional advice shall be made through the Chairman of the Board.

IX. Corporate Governance Framework

1. The Company shall maintain a governance framework consistent with Irish corporate law, NASDAQ Listing Rules, and SEC requirements.
 2. As a **foreign private issuer**, the Company shall apply Irish corporate governance standards, **except where NASDAQ requires otherwise**, in accordance with the "comply or explain" principle.
 3. The Nomination & Corporate Governance Committee shall monitor governance developments and recommend updates to the Board.
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X. Amendments

This Charter shall be reviewed periodically and may be amended by resolution of the Board.

XI. Adoption

This Charter was approved and adopted by the Board of Directors of Davion Healthcare Plc on the date below.

/s/ Jack Kaye

Jack Kaye
Chief Executive Officer

Date: 7th April 2025