

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

VOLPARA HEALTH TECHNOLOGIES LIMITED

ABN/ARBN

606 946 867

Financial year ended:

31st March 2021

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.volparahealth.com/investors/market-announcements/>

The Corporate Governance Statement is accurate and up to date as at 27 May 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 27 May 2021

Name of authorised officer authorising lodgement: Craig Hadfield

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.volparahealth.com/investors/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council's recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://www.volparahealth.com/investors/corporate-governance/ and we have disclosed the information referred to in paragraph (c) at: https://www.volparahealth.com/investors/corporate-governance/</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.volparahealth.com/investors/corporate-governance/ and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: Refer to our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>https://www.volparahealth.com/investors/corporate-governance/</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>Refer to our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: https://www.volparahealth.com/investors/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: Refer to our Corporate Governance Statement and Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: Refer to our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: Refer to our Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) at: Refer to our Corporate Governance Statement</p> <p>and the length of service of each director at: Refer to our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in the Annual Report located at: https://www.volparahealth.com/investors/overview/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.volparahealth.com/investors/corporate-governance/ There were no material breaches to report to the Board.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input type="checkbox"/> and we have disclosed our whistleblower policy at: [insert location]	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

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3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.volparahealth.com/investors/corporate-governance/</p> <p>There were no material breaches to report to the Board.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: https://www.volparahealth.com/investors/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: https://www.volparahealth.com/volpara/about-us/ and the Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.volparahealth.com/investors/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://www.volparahealth.com/investors/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.volparahealth.com/investors/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: Refer to our Corporate Governance Statement and Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>we have disclosed a copy of the charter of the committee at: https://www.volparahealth.com/investors/corporate-governance/</p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: Refer to our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: Refer to our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: https://www.volparahealth.com/investors/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at: Refer to our Corporate Governance Statement and Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: Refer to our Corporate Governance Statement and Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: Refer to our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	-	<input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input checked="" type="checkbox"/> Refer to our Corporate Governance Statement	
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<input type="checkbox"/> <p>and we have disclosed the information referred to in paragraphs (a) and (b) at:</p> <p>.....</p> <p>[insert location]</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<input type="checkbox"/> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<input type="checkbox"/> set out in our Corporate Governance Statement



Volpara Health Technologies Limited
(NZ Company no. 2206998 / ARBN 609 946 867)

Appendix 4G

Corporate Governance Statement

for the year ending 31 March 2021

Corporate Governance Statement

The Board of Directors of Volpara Health Technologies Limited (“Volpara” or “Company”) is responsible for the governance of the Company. Good corporate governance is a fundamental part of the culture and business practices of the Company.

The Board of Directors confirms that the Company’s corporate governance framework complies in almost all respects with the ASX’s Corporate Governance Council’s *Corporate Governance Principles and Recommendations* (4th Edition) (“Recommendations”) and that where it does not comply, it is due to the current relative size of the Company, its stage of development, and the scale and nature of its operations. The Council recognises that different entities may legitimately adopt different governance practices, based on a range of factors, including their size, complexity, history and corporate culture.
















The Company provides below a review of its corporate governance framework using the same numbering as adopted for the Recommendations.

Further details in relation to the Company’s governance framework are set out in a dedicated corporate governance information section of the Company’s website <https://www.volparahealth.com/investors/corporate-governance/>. This section of the Company’s website contains copies of all of the corporate governance policies and Board Committee charters.

This Corporate Governance Statement was been approved by the Board of Directors of the Company on, and is current as at 27 May 2021.

#	Description	Complied	Explanation
Principle 1: Lay Solid Foundations for Management and Oversight			
1.1	<i>A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.</i>	Yes	The Board's responsibilities are defined in the Board Charter, a copy of which is available at https://www.volparahealth.com/investors/corporate-governance/ , and there is a clear delineation between the functions reserved for the Board and those conferred upon the Chief Executive Officer ("CEO") and certain other officers of the Company.
1.2	<i>A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward to election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</i>	Yes	The Company undertakes checks the Board considers appropriate before appointing a person or putting forward to security holders a candidate for election, as a director. However, this will not apply to the re-election of existing directors. Subject to any legal obligations to the contrary, the Company will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.
1.3	<i>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</i>	Yes	The Company has written agreements with all directors relating to the terms and conditions of their appointment as directors of the Company. The Company has written agreements with its senior executives (including the CEO) setting out the key terms and conditions of their appointment.
1.4	<i>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</i>	Yes	The Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.
1.5	<i>A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either:</i>	No	The Company has adopted a Diversity Policy, which includes the requirement for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. However, due to the stage of development and the relatively small number of employees (compared to others listed on the ASX), the Board did not set objectives for diversity for the past financial year. As the Company moves closer to achieving its commercialisation goals and increases its number of employees, it will re-examine its approach in this regard. There were five men and two woman on the Board for the financial year ended 31 March 2021 and at the date of this Corporate Governance Statement. As at the date of this Corporate Governance Statement, the proportion of women in the Company

	<p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or</p> <p>(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act</p>		<p>as a percentage of its total employees was 66 out of 174, or 37.9% (2020: 40.8%). The proportion of women as a total of the senior executive positions (not including the CEO) is 2 out of 6, or 33%. For this purpose, senior executives are members of management who report directly to the CEO.</p> <p>The Company is not a “relevant employer” under the Workplace Gender Equality Act as it does not have 100 or more employees in Australia.</p> <p>A copy of the Diversity Policy is available at https://www.volparahealth.com/investors/corporate-governance/.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>The Company has a performance evaluation process documented in the Board Charter, available at https://www.volparahealth.com/investors/corporate-governance/</p> <p>A review of the Board was conducted during the year with all members providing feedback to the Chairman.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Yes	<p>The Company’s Board Charter requires the Board to be responsible for the evaluation of the performance of the Company’s CEO. The Board Charter is available at https://www.volparahealth.com/investors/corporate-governance/.</p> <p>The Board has conducted a performance evaluation of the CEO for the financial year ended 31 March 2021.</p> <p>The CEO reviews the performance of the Company’s executives against key performance targets set by the CEO and based upon the CEO’s key targets which were set by the Board for FY21. Performance evaluations were conducted in April 2021 in relation to the 2021 financial year.</p>
Principle 2: Structure the Board to be effective and add value			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 3) the charter of the committee; 	Yes	<p>The Company complied with Recommendation 2.1 during the financial year. The Board has a Nomination Committee, which jointly forms the Remuneration and Nomination Committee. The three members include, Mr. Diddams, Mr. Reid (Chair) and Mr. Roger Allen. Mr. Diddams and Mr. Reid are independent non-executive directors. The qualifications and experience of the members of the Committee are disclosed on the Company’s website at https://www.volparahealth.com/volpara/about-us/</p>

	<p>4) the members of the committee; and</p> <p>5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		<p>The number of meetings of the Remuneration and Nomination Committee and number of meetings attended by each of the members for the 2021 financial year are disclosed in the Annual Report issued in May 2021.</p> <p>The Remuneration and Nomination Committee Charter is available https://www.volparahealth.com/investors/corporate-governance/</p>																		
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	Yes	<p>The Board aims to be composed of Directors who have, at all times, the appropriate mix of skills, experience and expertise relevant to the Group’s businesses and the Board’s responsibilities. The Board considers that it currently has an appropriate mix of skills. The below table summarises the Directors relevant skills.</p> <table><tr><th>Capability</th><th>Description</th><th>Number of Directors with the capability</th></tr><tr><td>Healthcare expertise – Medical Technology</td><td>Medical technology / device expert, ideally including medical imaging.</td><td></td></tr><tr><td>Healthcare expertise – US Healthcare system</td><td>Depth of insight on the U.S healthcare system. May include clinical expertise, including medical physics, science and genetics.</td><td></td></tr><tr><td>B2C digital marketing and sales</td><td>Extensive digital sales and marketing background (including B2C) across the US market. Customer-centric strategies identifying new growth opportunities for tech innovation and disruption that align with business priorities.</td><td></td></tr><tr><td>Modern technologist (medical or adjacent industry) SaaS, AI and cloud</td><td>Deep knowledge in technology and driving growth - including SaaS, cloud-based platforms and integrated solutions. Global innovation practice and process in AI.</td><td></td></tr><tr><td>Listed company governance and breadth</td><td>Experienced driving best practice in corporate governance, risk and compliance. Brings understanding and networks across ASX, NZX, and/or Nasdaq.</td><td></td></tr></table>	Capability	Description	Number of Directors with the capability	Healthcare expertise – Medical Technology	Medical technology / device expert, ideally including medical imaging.		Healthcare expertise – US Healthcare system	Depth of insight on the U.S healthcare system. May include clinical expertise, including medical physics, science and genetics.		B2C digital marketing and sales	Extensive digital sales and marketing background (including B2C) across the US market. Customer-centric strategies identifying new growth opportunities for tech innovation and disruption that align with business priorities.		Modern technologist (medical or adjacent industry) SaaS, AI and cloud	Deep knowledge in technology and driving growth - including SaaS, cloud-based platforms and integrated solutions. Global innovation practice and process in AI.		Listed company governance and breadth	Experienced driving best practice in corporate governance, risk and compliance. Brings understanding and networks across ASX, NZX, and/or Nasdaq.	
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2.3	<p><i>A listed entity should disclose:</i></p> <p><i>(a) the names of the directors considered by the board to be independent directors;</i></p> <p><i>(b) if a director has an interest, position, association or relationship of the type described in [Box 2.3 of the Recommendations] but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</i></p> <p><i>(c) the length of service of each director.</i></p>	Yes	<p>The Board considers five of the directors to be independent directors. The Board does not consider them to have any interest, position, association or relationship of the type described in Box 2.3 of the Recommendations.</p> <p>The current composition of the Board and length of service of each member is as follows:</p> <table><tr><th>Name</th><th>Position</th><th>Date appointed</th><th>Independent</th><th>Audit Committee</th><th>Risk Committee</th><th>Remuneration & Nomination Committee</th></tr><tr><td>Paul Reid</td><td>Chairman (Non-Executive)</td><td>22/03/2018</td><td>Yes</td><td>Yes</td><td>Yes</td><td>Yes</td></tr><tr><td>Ralph Highnam</td><td>CEO & Director (Executive)</td><td>24/2/2009</td><td>No</td><td>No</td><td>No</td><td>No</td></tr></table>	Name	Position	Date appointed	Independent	Audit Committee	Risk Committee	Remuneration & Nomination Committee	Paul Reid	Chairman (Non-Executive)	22/03/2018	Yes	Yes	Yes	Yes	Ralph Highnam	CEO & Director (Executive)	24/2/2009	No	No	No	No
Name	Position	Date appointed	Independent	Audit Committee	Risk Committee	Remuneration & Nomination Committee																		
Paul Reid	Chairman (Non-Executive)	22/03/2018	Yes	Yes	Yes	Yes																		
Ralph Highnam	CEO & Director (Executive)	24/2/2009	No	No	No	No																		

			<table><tr><td>Roger Allen</td><td>Director (Non-Executive)</td><td>14/6/2010</td><td>No</td><td>Yes</td><td>No</td><td>Yes</td></tr><tr><td>John Pavlidis</td><td>Director (Non-Executive)</td><td>1/2/2015</td><td>Yes</td><td>No</td><td>Yes</td><td>No</td></tr><tr><td>John Diddams</td><td>Director (Non-Executive)</td><td>20/10/2015</td><td>Yes</td><td>Yes</td><td>No</td><td>Yes</td></tr><tr><td>Monica Saini</td><td>Director (Non-Executive from 5/1/21)</td><td>23/8/2018</td><td>Yes</td><td>No</td><td>No</td><td>No</td></tr><tr><td>Karin Lindgren</td><td>Director (Non-Executive)</td><td>30/1/2020</td><td>Yes</td><td>No</td><td>Yes</td><td>No</td></tr></table> <p>The number of meetings of the Board and number of meetings attended by each of the directors for the 2021 financial year are disclosed in the Annual Report issued in May 2021.</p>	Roger Allen	Director (Non-Executive)	14/6/2010	No	Yes	No	Yes	John Pavlidis	Director (Non-Executive)	1/2/2015	Yes	No	Yes	No	John Diddams	Director (Non-Executive)	20/10/2015	Yes	Yes	No	Yes	Monica Saini	Director (Non-Executive from 5/1/21)	23/8/2018	Yes	No	No	No	Karin Lindgren	Director (Non-Executive)	30/1/2020	Yes	No	Yes	No
Roger Allen	Director (Non-Executive)	14/6/2010	No	Yes	No	Yes																																
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2.4	<i>A majority of the board of a listed entity should be independent directors.</i>	Yes	The composition of the Board included five out of seven Directors who were considered independent.																																			
2.5	<i>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</i>	Yes	The roles of Chairman and CEO are performed by different persons. The Chairman is an independent director.																																			
2.6	<i>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</i>	Yes	The Company has an induction program for new directors which provide a summary of the Company and its product and activities. The program includes one-on-one meetings with the Chairman, CEO and senior members of management. In addition, the Company is prepared to provide professional development opportunities to directors reasonably requested by directors.																																			
Principle 3: Instill a culture of acting lawfully, ethically and responsibly																																						
3.1	<i>A listed entity should articulate and disclose its values.</i>	Yes	The Company articulates and discloses its value on the Company website: https://www.volparahealth.com/investors/corporate-governance/																																			
3.2	<i>A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and</i>	Yes	The Company has adopted a Code of Conduct which applies to all directors, employees and contractors of the Company, as well as a Securities Trading Policy. Copies of the Code of																																			

	<i>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</i>		Conduct and the Securities Trading Policy are available on the Company's website at https://www.volparahealth.com/investors/corporate-governance/
3.3	<i>A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy</i>	No	The Company does not have a formal whistleblower policy in place. However, the Company believes that appropriate procedures are in place for employees to report any unlawful, unethical or irresponsible behaviour within the organisation.
3.4	<i>A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.</i>	Yes	The Company complies with the Australian anti-bribery legislation and has included a section on anti-bribery in the Code of Conduct. The Code of Conduct Policy is available on the Company's website at https://www.volparahealth.com/investors/corporate-governance/
Principle 4: Safeguard the integrity of corporate reports			
4.1	<i>The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</i>	Yes	<p>The Company complied with Recommendation 4.1 for the full financial year. The Board has an Audit Committee which has three members, Mr. Diddams (Chair), Mr. Reid and Mr. Roger Allen. Mr. Diddams and Mr. Reid are independent non-executive directors. The qualifications and experience of the members of the Committee are disclosed on the Company's website at https://www.volparahealth.com/volpara/about-us/</p> <p>The number of meetings of the Audit Committee and number of meetings attended by each of the members for the 2021 financial year are disclosed in the Annual Report issued in May 2021.</p> <p>The Audit Committee Charter is available https://www.volparahealth.com/investors/corporate-governance/</p>

4.2	<i>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</i>	Yes	Prior to the Board approving the Company's financial statements for the financial year ended 31 March 2021, the CEO and the CFO declared in writing to the Board that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
4.3	<i>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor</i>	Yes	The Company ensures that the corporate reports it releases are reviewed by Management and provided to the Board, or at a minimum a delegated sub-committee of the Board, to ensure the financial and technical content is accurate, balance and understandable.
Principle 5: Make timely and balanced disclosure			
5.1	<i>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</i>	Yes	The Company has adopted a Continuous Disclosure Policy. A copy of the Company's Continuous Disclosure Policy is available at: https://www.volparahealth.com/investors/corporate-governance/
5.2	<i>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</i>	Yes	The Company has a procedures in place which ensures the board receives a copy of all material market announcement either before or promptly after they have been made.
5.3	<i>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</i>	Yes	The Company has a procedure in place which ensures all investor or analyst presentations are released on the ASX Market Announcements Platform prior to the presentation
Principle 6: Respect the rights of security holders			
6.1	<i>A listed entity should provide information about itself and its governance to investors via its website.</i>	Yes	Information about the Company and its corporate governance is disclosed on the Company's website at: https://www.volparahealth.com/investors/corporate-governance/

6.2	<i>A listed entity should have an investor relations program that facilitates effective two-way communication with investors.</i>	Yes	The Company engages an external investor relations consultant to facilitate engagement with investors and address queries which arise from time to time from security holders. The Company through its investor relations consultant, Continuous Disclosure Policy, investor newsletters, market updates, financial reporting and website, provides investors with the opportunity to have an understanding of the Company's business, governance and financial performance.
6.3	<i>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</i>	Yes	The Company's Continuous Disclosure Policy and Shareholder Communications Policy sets out the Company's policies and processes to facilitate and encourage participation at meetings of security holders.
6.4	<i>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</i>	Yes	The Company's policy involves resolutions being decided by poll rather than a show of hands.
6.5	<i>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</i>	Yes	<p>The Company's contact details are available on its website at https://www.volparahealth.com/investors/overview/</p> <p>Security holders are able to submit an electronic query to the Company via the website or contact its registry, Boardroom, by mail, telephone, email or via online access.</p>
Principle 7: Recognise and manage risk			
7.1	<p><i>The board of a listed entity should:</i></p> <p><i>(a) have a committee or committees to oversee risk, each of which:</i></p> <p><i>1) has at least three members, a majority of whom are independent directors; and</i></p> <p><i>2) is chaired by an independent director, and disclose:</i></p> <p><i>3) the charter of the committee;</i></p> <p><i>4) the members of the committee; and</i></p> <p><i>5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</i></p> <p><i>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</i></p>	Yes	<p>The Company complied with Recommendation 7.1 for the full financial year. The Board had in place a Risk Committee which has three members Ms. Karin Lindgren (Chair), Mr. Pavlidis and Mr. Reid. The qualifications and experience of the current members of the Committee are disclosed on the Company's website at https://www.volparahealth.com/volpara/about-us/</p> <p>The number of meetings of the Risk Committee and number of meetings attended by each of the members for the 2021 financial year are disclosed in the Annual Report issued in May 2021.</p> <p>The Risk Committee Charter is available https://www.volparahealth.com/investors/corporate-governance/</p>

7.2	<i>The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.</i>	Yes	<p>Volpara operates various policies and procedures to identify, assess and manage business and operational risks. Responsibility for risk management is shared across the organisation. The Risk Committee has the primary responsibility for risk management and for setting the organisation's risk appetite with delegation from the Board. Senior Management has the responsibility and authority for the development of risk mitigation plans and the implementation of risk reduction strategies in the activities of their respective areas.</p> <p>The Board has delegated to both the Audit Committee (Financial Risks, including Fraud Risks) and Risk Committee (Enterprise Risks excluding Financial Risk) the responsibility for the strategic oversight of the Company's approach to risk management. In addition, the Audit Committee and Risk Committee are required, under their respective charters, to report on the adequacy of the Risk Management Policy, at least once annually. A review of the Company's exposure to key risks was undertaken during the period.</p>
7.3	<i>A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</i>	Yes	The Company does not have an internal audit function. In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy to assist it to identify, evaluate and mitigate business risks. The Audit Committee and Risk Committee together with oversight from the Board have the responsibility to review and assess the Company's processes for evaluating and continually improving the effectiveness of its risk management and internal control processes. Management reviews and assesses the key risks of the Company together with the controls in place to mitigate these risks prior to presenting the risk management framework to the Audit Committee and Risk Committee for review.
7.4	<i>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</i>	Yes	The Company's operations are not subject to any specific environmental regulations. Furthermore, while the Company has exposure to elements of risks relevant to the industry in which the Company operates, the Company does not consider, given the nature of its business, that it has any material exposure to environmental or social risks.
Principle 8: Remunerate fairly and responsibly			
8.1	<i>The board of a listed entity should: (a) have a remuneration committee which: 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, and disclose: 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout</i>	Yes	<p>The Company complied with Recommendation 8.1 for the full financial year. The Board has a Remuneration and Nomination Committee which has three members, Mr. Diddams, Mr. Reid (Chair) and Mr. Roger Allen. Mr. Diddams and Mr. Reid are independent non-executive directors. The qualifications and experience of the members of the Committee are disclosed on the Company's website at https://www.volparahealth.com/volpara/about-us/</p> <p>The number of meetings of the Remuneration and Nomination Committee and number of meetings attended by each of the members for the 2021 financial year are disclosed in the Annual Report issued in May 2021.</p>

	<p><i>the period and the individual attendances of the members at those meetings; or</i></p> <p><i>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</i></p>		<p>The Remuneration and Nomination Committee Charter is available https://www.volparahealth.com/investors/corporate-governance/</p>
8.2	<p><i>A listed entity should separately disclose policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</i></p>	Yes	<p>The Remuneration and Nomination Committee is responsible for reviewing and approving executive director remuneration and incentive policies and practices, before being finally approved by the Board. The Company has a clear distinction between the structure of non-executive directors' remuneration and that of executive directors and senior executives. Disclosure in relation to the Company's share option plan that provides for the issuance of options to employees and directors is provided in the Annual Report.</p> <p>All senior executives of the Company are subject to an annual performance review. Each year the CEO sets senior executive key performance targets which are approved by the Remuneration and Nomination Committee. These targets are aligned to the overall business goals and the Company's requirements. In the case of the CEO, these key performance targets are negotiated between the CEO and the Remuneration and Nomination Committee, before being finally agreed to by the Board. Short term and long-term incentives are dependent on the outcome of these evaluations. All equity-based rewards require the approval of the Board.</p> <p>It has been resolved that the maximum total aggregate amount to be paid to the Directors (excluding any Executive Director) is NZ\$500,000 per annum.</p> <p>As at the date of this report, the Directors' fees payable by the Company to its non-executive directors, other than Mr. Ralph Highnam who is not paid a director's fee, are as follows:</p> <ul style="list-style-type: none"> • Chairman - NZ\$90,000 per annum; • Non-Executive Director - NZ\$50,000 or AU\$50,000 or US\$40,000 per annum; • Audit Committee Chair – an additional AU\$30,000 per annum; • Risk Committee Chair – an additional US\$10,000 per annum; • Remuneration and Nomination Committee Chair – an additional NZ\$20,000 per annum; • Committee member – NZ\$5,000 or AU\$5,000 or US\$3,000 per annum;

			No other fees are currently paid to the non-executive directors. Directors may however be reimbursed for travel and other expenses incurred in attending to the Company's affairs.
8.3	<i>A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.</i>	Yes	The Company's Securities Trading Policy prohibits participants in the Company's share option plans or who otherwise hold securities in the Company from engaging in any conduct that seeks to limit the economic risk attached to the relevant securities. Please refer to the policy for further details. A copy of the Securities Trading Policy is available at https://www.volparahealth.com/investors/corporate-governance/
Additional Recommendations that apply only in certain circumstances			
9.1	<i>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</i>	Yes	Not applicable.
9.2	<i>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</i>	Yes	The Company is established in New Zealand and ensures that meetings of security holders are held at an appropriate place and time.
9.3	<i>A listed entity established outside Australia, and an externally managed listed entity that has an AGM, A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</i>	Yes	Volpara is established in New Zealand. It is not an externally managed entity. The external auditor attends the AGM and is available to answer any questions from security holders.