

27 April 2023

EBR SYSTEMS, INC.

(ARBN 654 147 127) (“COMPANY”)

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement sets out the position of the Company with regards to the ASX Corporate Governance Council’s 4th edition Corporate Governance Principles and Recommendations (**Principles and Recommendations**). While the Principles and Recommendations are not mandatory, the Company is required to disclose the extent to which it complies with the Principles and Recommendations each year.

	Recommendations	Compliance	Comment
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.	Complies	The Company’s Board Charter sets out the specific roles and responsibilities of the Board and management, including those matters expressly reserved to the Board and those delegated to management. It is available for review on the Company’s website: https://ebrsystemsinc.com/investors/
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.	Complies	The Board undertakes appropriate background checks before appointing a new director or senior executive, or putting forward to security holders a candidate for election as a director (however this does not apply to the re-election of existing directors). Backgrounds checks have been undertaken in respect of all current directors. The Company seeks to 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.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	The Company has written appointment letters or agreements with each director and senior executive individually, setting out the terms of their appointment.
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.	Complies ⁴	The Company has a company secretary based in the United States, Mr John Sellers, as well as an Australian company secretary, Mr Brendan Case, who are both accountable directly to the Board, through the Chair. The Australian company secretary is also the Company’s representative for the purposes of ASX Listing Rule 12.6.

	Recommendations	Compliance	Comment
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (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 (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. 	Complies in part	<p>The Company's Diversity Policy applies to all directors, senior executives and employees and certain third parties representing the Company (such as consultants and contractors). It is available on the Company's website.</p> <p>The Company currently only has a small number of employees. When appropriate, having regard to its scale and resources, the Company intends to:</p> <ul style="list-style-type: none"> (a) establish appropriate and measurable objectives for achieving gender diversity; and (b) annually review and assess both the measurable objectives for achieving gender diversity and the Company's progress in achieving them. <p>There are currently two female directors (of seven).</p>

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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, for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	Complies	<p>In accordance with the Nomination and Remuneration Committee Charter, the Board has established a process for periodically evaluating the performance of the Board, its committees and individual directors. The process includes the completion of a questionnaire by each director which assesses the performance of the Board, its committees and individual directors. The assessment covers a range of areas including:</p> <ul style="list-style-type: none"> • the composition of the Board; • the effectiveness of the Board and each committee on which they served; • the extent to which the responsibilities set forth in the respective charters of the Board and each committee are met; • the quality of reporting from and interaction with management; and • the extent to which substantive issues are appropriately prioritised and considered during Board meetings. <p>The results of the assessment are reviewed in detail by the Board.</p> <p>A Board, Committee and director performance evaluation was conducted for the 2022 financial year in accordance with this process and it was determined that the Board and its Committees continue to be effective and are focused on continuous improvement.</p> <p>The Nomination and Remuneration Committee Charter is available on the Company's website:</p> <p>https://ebrsystemsinc.com/investors/</p>

	Recommendations	Compliance	Comment
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>	Complies	<p>In accordance with the Board Charter, the directors' responsibilities include monitoring the performance of senior executives (including the CEO) and ensuring succession plans are in place. The Board has established a Nomination and Remuneration Committee which is responsible for advising the Board on a range of matters including determining executive remuneration policy, reviewing all equity based incentive plans and making recommendations to the Board regarding their adoption and implementation, and ensuring that the remuneration policies of EBR are balanced and do not reward behaviour that is inconsistent with its values.</p> <p>All senior executives of the Company are subject to an annual performance review. Each year during the budgeting process, the CEO sets senior executive key performance targets which are aligned to the performance targets set by the Board. These targets are aligned to the overall business goals and the Company's requirements. In the case of the CEO, these targets are negotiated between the Nomination and Remuneration Committee and approved by the Board. Remuneration incentives are dependent on the outcome of these evaluations.</p> <p>The Board and Nomination and Remuneration Committee ensure that an evaluation of the senior management team is undertaken annually.</p> <p>Further information regarding executive compensation can be found in the Remuneration Report in this Annual Report.</p>

	Recommendations	Compliance	Comment
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> <ul 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, <p>and disclose:</p> <ul style="list-style-type: none"> (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 the period and the individual attendances of the members at those meetings; or <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>	Complies in part	<p>The Board has a Nomination and Remuneration Committee, which has four members: Karen Drexler (Chair), Allan Will, Chris Nave and Trevor Moody. Whilst the Nomination and Remuneration Committee is chaired by an independent director and three of the four members are non-executive directors, a majority of the members (Mr Will, Dr Nave and Mr Moody) are not independent directors. The Board considers the composition of the Nomination and Remuneration Committee to be appropriate given the Company's stage of development.</p> <p>The qualifications and experience of the members of the Committee are provided on the Company's website at:</p> <p>https://ebrsystemsinc.com/#about</p> <p>The Nomination and Remuneration Committee Charter is available on the Company's website.</p> <p>https://ebrsystemsinc.com/investors/</p> <p>The Committee met four times in FY22 and two meetings of the Committee were fully attended. Dr. Nave was unable to attend one meeting and Mr. Will was unable to attend one meeting.</p>

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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.	Complies	<p>The Board has determined that, in terms of the mix of skills and diversity it is looking for in its membership, it is best served by having a mix of individuals with different perspectives that have deep expertise and a breadth of experience in a range of areas including:</p> <ul style="list-style-type: none"> • senior management; • business, corporate development and mergers and acquisitions; • strategy, innovation and oversight; • relevant research and development; • relevant marketing and sales; • relevant manufacturing; • relevant clinical research; • regulation and policy; and • financial management and corporate governance. <p>Details in relation to the qualifications, experience, mix of skills and diversity of the Board can be found on the Company's website at:</p> <p>https://ebrsystemsinc.com/#about</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 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>	Complies	<p>The Board considers that Bronwyn Evans, David Steinhaus and Karen Drexler are independent directors. These directors do not have any interest, position, association or relationship of the type described in Box 2.3 of the Corporate Governance Principles and Recommendations.</p> <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Director</th> <th style="text-align: left;">Joined the Board in:</th> </tr> </thead> <tbody> <tr> <td><i>Allan Will</i></td> <td><i>May 2003</i></td> </tr> <tr> <td><i>John McCutcheon</i></td> <td><i>June 2019</i></td> </tr> <tr> <td><i>Christopher Nave</i></td> <td><i>October 2017</i></td> </tr> <tr> <td><i>Trevor Moody*</i></td> <td><i>October 2017</i></td> </tr> <tr> <td><i>Bronwyn Evans</i></td> <td><i>October 2021</i></td> </tr> <tr> <td><i>David Steinhaus</i></td> <td><i>October 2021</i></td> </tr> <tr> <td><i>Karen Drexler</i></td> <td><i>October 2021</i></td> </tr> </tbody> </table> <p><i>*Mr Moody initially served as a director from May 2003 to April 2010.</i></p>	Director	Joined the Board in:	<i>Allan Will</i>	<i>May 2003</i>	<i>John McCutcheon</i>	<i>June 2019</i>	<i>Christopher Nave</i>	<i>October 2017</i>	<i>Trevor Moody*</i>	<i>October 2017</i>	<i>Bronwyn Evans</i>	<i>October 2021</i>	<i>David Steinhaus</i>	<i>October 2021</i>	<i>Karen Drexler</i>	<i>October 2021</i>
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	Recommendations	Compliance	Comment
2.4	A majority of the board of a listed entity should be independent directors.	Does not comply	Three of the seven members of the Board are independent directors. While the majority of the Board is not comprised of independent Directors, the Board believes that each of the non-independent Directors (Allan Will, John McCutcheon, Chris Nave and Trevor Moody) make an invaluable contribution to the Company through their deep understanding of the business. Dr Nave and Mr Moody are also non-executive directors. Consequently, having considered the Company's immediate requirements, the Board believes that the composition of the Board reflects an appropriate range of skills, expertise and experience for the Company after listing.
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.	Partially complies	The Chair of the Board, Mr Allan Will, is not an independent director. However, the Board considers Mr Will to presently be the most appropriate person to serve as Chair given the size of the Board and the Company's stage of development, as well as Mr Will's extensive knowledge of the Company and its industry. Mr Will does not serve in the capacity of CEO of the Company.
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.	Complies	The Company has established a formal program for inducting new directors in advance of any new directors joining the Board. In addition, the Company is prepared to provide professional development options to directors reasonably requested by directors.
3	Instil a culture of acting lawfully, ethically and responsibly		
3.1	A listed entity should articulate and disclose its values	Complies	The Company discloses its values in its Code of Conduct which is available on its website. The senior executive team is charged with the responsibility of inculcating those values across the business.
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.	Complies	The Company's Code of Conduct applies to directors, senior executives and employees. It is available on the Company's website (https://ebrsystemsinc.com/investors/) and has been included as part of the induction process for new directors, senior managers and employees. The Code of Conduct requires that material breaches are notified to the Board.

	Recommendations	Compliance	Comment
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Complies	<p>The Company's Whistleblower Policy for accounting and auditing matters applies to all directors, senior executives and employees and certain third parties interacting with the Company. It is available on the Company's website and requires that all material incidents are reported to the Board.</p>
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 a committee of the board is informed of any material breaches of that policy.</p>	Complies	<p>The Company's Anti-Bribery and Anti-Corruption Policy applies to all directors, senior executives and employees and certain third parties acting for or on behalf of the Company. It is available on the Company's website and requires that all material breaches of the policy are reported to the Audit and Risk Committee or the Board.</p>

	Recommendations	Compliance	Comment
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> <ul style="list-style-type: none"> (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, <p>and disclose:</p> <ul style="list-style-type: none"> (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 <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>	Complies	<p>The Board has an Audit and Risk Committee which has three members: Dr Bronwyn Evans (Chair), Dr Chris Nave and Dr David Steinhaus. All three members are non-executive directors and a majority (Dr Evans and Dr Steinhaus) are independent directors.</p> <p>The chair of the Audit and Risk Committee is Dr Bronwyn Evans, who is an independent director and not the Chair of the Board. The qualifications and experience of the members of the Committee are provided on the Company's website at:</p> <p>https://ebrsystemsinc.com/#about</p> <p>The Audit and Risk Committee Charter is available on the Company's website.</p> <p>The Audit and Risk Committee met 3 times in FY22 and each meeting of the Committee was fully attended except for one meeting where Dr. Steinhaus was unable to attend.</p>

Recommendations	Compliance	Comment
<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.</p>	<p>Complies (applying the US concepts where necessary)</p>	<p>Before it approves the Company's financial statements for a financial period, the Board seeks from its Chief Executive Officer and Chief Financial Officer 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 fair and accurate 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.</p> <p>The Company is giving a "fair and accurate" view, which is appropriate as the Company applies the accounting principles generally accepted in the United States and further, the declaration of 'true and fair' standard is a Corporations Act requirement that does not apply to the Company because it is incorporated outside of Australia.</p>
<p>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.</p>	<p>Complies</p>	<p>The Company's external auditor will be invited to attend the 2023 annual meeting of stockholders and will be available to answer questions from security holders relevant to the audit at the annual general meetings.</p>
<p>5 Make timely and balanced disclosure</p>		
<p>5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>Complies</p>	<p>The Company's Continuous Disclosure Policy is available on the Company's website.</p> <p>https://ebrsystemsinc.com/investors/</p>
<p>5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	<p>Complies</p>	<p>The Company's Continuous Disclosure Policy charges the ASX Representative with responsibility for providing copies of all material market announcements to the Board promptly after they have been made.</p>
<p>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.</p>	<p>Complies</p>	<p>The Company's Continuous Disclosure Policy requires that if the Company gives a new and substantive investor or analyst presentation, it must release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</p>
<p>6 Respect the rights of security holders</p>		
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Complies</p>	<p>The Company's website contains information about the Company and its governance.</p>

	Recommendations	Compliance	Comment
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complies	The Company's website contains information about the Company and its governance. The website also contains the Company's contact details should investors wish to contact the Company.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complies	The Company's Continuous Disclosure Policy sets out the Company's policies and the processes it has in place to facilitate and encourage participation at meetings of security holders.
6.4	A listed entity should ensure that all substantive resolutions of a meeting of security holders are decided by a poll rather than by a show of hands.	Complies	All stockholder resolutions will be undertaken in accordance with the Company's amended and restated bylaws, amended and restated certificate of incorporation, Delaware law and the ASX Listing Rules. Resolutions will not be determined by a show of hands; rather every stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share held by such stockholder.
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.	Complies	<p>The Company's contact details are available on its website. Securityholders can submit an electronic query to the Company via its investor website or contact its registry, Computershare, from the time of the Company's listing on ASX.</p> <p>All CDI holders will have the option to receive communications by email.</p>

	Recommendations	Compliance	Comment
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 style="padding-left: 40px;">(1) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 40px;">(2) is chaired by an independent director,</p> <p>and disclose:</p> <p style="padding-left: 40px;">(3) the charter of the committee;</p> <p style="padding-left: 40px;">(4) the members of the committee; and</p> <p style="padding-left: 40px;">(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>	Complies	Please refer to response to recommendation 4.1.
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>	Complies	<p>The Audit and Risk Committee is responsible for reviewing the Company's risk management framework at least annually to assess whether it continues to be sound. The Company's Risk Policy is required to be reviewed annually.</p> <p>A Company's risk management framework was reviewed in FY22 by the Audit and Risk Committee.</p>

	Recommendations	Compliance	Comment
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	Complies	<p>The Company is not of the size or scale to warrant the cost of an internal audit function. This function is undertaken by the Board as a whole via the Audit and Risk Committee which is charged with responsibility for the review of risk management and internal control processes on a regular basis.</p>
7.4	<p>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.</p>	Complies	<p>The Company is not subject to material environmental or social risks.</p>
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 style="padding-left: 40px;">(1) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 40px;">(2) is chaired by an independent director,</p> <p>and disclose:</p> <p style="padding-left: 40px;">(3) the charter of the committee;</p> <p style="padding-left: 40px;">(4) the members of the committee; and</p> <p style="padding-left: 40px;">(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>	Complies in part	<p>Please refer to response to recommendation 2.1.</p>

Recommendations	Compliance	Comment
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.	Complies In accordance with its Charter, the Nomination & Remuneration Committee clearly distinguishes the structure of non-executive directors' remuneration from that of executive directors and senior executives. Disclosure of the directors' and executives' remuneration can be found in the Remuneration Report in the 2023 Annual Report.
8.3	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.	Complies The Company has a Securities Trading Policy which prohibits all participants in an approved share or option plan or who otherwise hold securities in the Company which are subject to performance or other vesting conditions or escrow from engaging in any conduct that seeks to secure the economic value attaching to the relevant securities and remove the element of price risk inherent in the value of those securities, while the securities remain unvested or subject to escrow. Please refer to the policy for further details. The Securities Trading Policy is available on the Company's website.
9	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.	Will comply but not currently applicable Not applicable to the Company's current directors.
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Complies The Company will hold its future meetings of security holders at a reasonable place and time for its security holders. The 2022 Annual Meeting of stockholders will be held as a virtual meeting on Thursday, 12 May 2022 at 9:00am Australian Eastern Standard Time (Wednesday, 11 May 2022 at 4:00pm U.S. Pacific Daylight Time).
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.	Complies The Company's external auditor will be invited to attend the annual meeting of stockholders (either in person or by telephone) and will be available to answer questions from security holders relevant to the audit at the annual general meetings.