

4DMEDICAL LIMITED

CORPORATE GOVERNANCE STATEMENT

The Board is responsible for establishing the Company's corporate governance framework, the key features of which are set out below. In establishing its corporate governance framework, the Board has referred to the 4th edition of the ASX Corporate Governance Councils' Corporate Governance Principles and Recommendations.

In accordance with ASX Listing Rule 1.1 Condition 16, the corporate governance statement discloses the extent to which the Company follows the recommendations. The Company will follow each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices will follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices will not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company will adopt instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at www.4dmedical.com:

- (a) Board Charter;
- (b) Code of Conduct;
- (c) Statement of Values;
- (d) Audit and Risk Committee Charter;
- (e) Remuneration and Nomination Committee Charter;
- (f) Securities Trading Policy;
- (g) Continuous Disclosure Policy;
- (h) Occupational Health and Safety Policy;
- (i) Diversity Policy;
- (j) Anti-Bribery and Corruption Policy; and
- (k) Whistleblower Policy.

The statement has been approved by the Board and is current as at 5 August 2020.

ASX Corporate Governance Council's recommendation	Compliance by the Company
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT	
<p>1.1 A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>The Company complies with this recommendation</p> <p>The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management, and has documented these roles and responsibilities in its Board Charter.</p> <p>The responsibilities of the Board include (without limitation) to:</p> <ul style="list-style-type: none"> • represent and serve the interests of shareholders by overseeing and assessing the Company's performance, strategic direction and policies; • optimise the Company's performance to build sustainable values for shareholders; • review the Company's compliance with the Company's values and its governance framework; and • ensure that shareholders are kept informed of the Company's performance. <p>In exercising its responsibilities, the Board recognises that there are many stakeholders in the operations of the Company, including employees, shareholders, the government and the community.</p> <p>The Board has delegated responsibility for the day-to-day business operations of the Company to the Chief Executive Officer (who is also the Managing Director) and the management team. The management team, led by the Chief Executive Officer, is accountable to the Board.</p> <p>Matters expressly reserved for the Board are set out in the Board Charter.</p>

1.2	<p>A listed entity should:</p> <ul style="list-style-type: none"> (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. 	<p>The Company complies with this recommendation</p> <p>The Company undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect a director.</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company complies with this recommendation</p> <p>The Company has a written agreement with each of the Directors and senior executives setting out the terms of his or her appointment.</p>
1.4	<p>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.</p>	<p>The Company complies with this recommendation</p> <p>The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for coordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies and ASX, and all statutory and other filings.</p>

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" 	<p>The Company complies/will comply with this recommendation</p> <p>The Company recognises the importance of diversity and inclusion in the business. In this regard, the Company has adopted a Diversity Policy in order to ensure that the Company's commitment to diversity and inclusion is clearly documented.</p> <p>The policy recognises that diversity not only includes gender diversity, but also includes other matters such as, age, ethnicity, religious, cultural background and sexual orientation.</p> <p>The policy includes a commitment to diversifying recruitment and merit-based appointments, as well as recognition that the Company will not tolerate workplace discrimination, harassment, vilification or victimisation.</p> <p>The policy also includes requirements for the Board to set measurable objectives for achieving gender diversity and to assess the Company's annual achievement of those objectives. These objectives and the progress in achieving them will be disclosed in the Company's annual corporate governance statement, along with the respective proportions of men and women on the Board and in senior executive positions throughout the Company.</p> <p>With regard to gender diversity, the Group has a healthy mix, with the proportion of female employees currently being 30%. The proportion of management positions held by female employees is currently approximately 27%.</p>
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	<p>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>	
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	<p>The Company complies/will comply with this recommendation</p> <p>Each year the Board will undertake a performance evaluation of the Board, individual directors and the Chairman in accordance with its performance evaluation process as set out at Annexure 2 of the Board Charter (Performance Evaluation Process). The Performance Evaluation Process includes a peer assessment by way of confidential survey and subsequent discussion in relation to the feedback from the peer assessment. A similar process will be undertaken by the Board for each Committee.</p> <p>This Performance Evaluation Process is to ensure:</p>

		<ul style="list-style-type: none"> • individual Directors and the Board as a whole work efficiently and effectively in achieving their functions; • the executive Directors and key executives execute the Company's strategy through the efficient and effective implementation of the business objectives; and • committees to which the Board has delegated responsibilities are performing efficiently and effectively in accordance with the duties and responsibilities set out in the board charter. <p>This policy will be reviewed annually. The Board will disclose during for the relevant reporting period, an evaluation of the Board, its committees and individual directors has taken place in accordance with the Company's policy.</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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>The Company will comply with this recommendation</p> <p>The Nomination and Remuneration Committee will be responsible for evaluating the performance of the Company's executive team (including the CEO) in accordance with the Performance Evaluation Process.</p> <p>The Company will disclose in its annual corporate governance statement whether the performance evaluation has been undertaken in accordance with the Performance Evaluation Process.</p>

PRINCIPLE 2 – STRUCTURE THE BOARD TO 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; (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>	<p>The Company partially complies with this recommendation</p> <p>The Company's Nomination and Remuneration Committee is responsible for developing criteria for Board membership and identifying specific individuals for nomination.</p> <p>As at the date of Listing, the Nomination and Remuneration Committee will comprise two Directors:</p> <ul style="list-style-type: none"> • John Livingston (Chair); and • Julian Sutton. <p>The Nomination and Remuneration Committee will not contain a majority of independent Directors and the chair will not be an Independent Director. However, the Company considers that the current composition of the committee is suitable for the Company given its resources, size and operations. In particular, given the reason for John Livingston and Julian Sutton being considered not "independent" is due to both Directors having entered into historical material consultancy or services agreements with the Company in the last 3 years, and such agreements having been terminated prior to listing, the Company considers that their practical independence is not compromised by virtue of their historical commercial arrangements, and their appointment to the Nomination and Remuneration Committee is not inconsistent with the underlying policy of Principle 2.1.</p> <p>The duties of the Nomination and Remuneration Committee in relation to nominations are set out in the Company's Nomination and Remuneration Charter.</p>
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2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>The Company complies with this recommendation</p> <p>The professional skills, experience and expertise of each Director are set out in Section 6.1 of the Prospectus and which is replicated in Appendix A.</p> <p>The Directors possess a range of skills which, as a group, enable the Board to function effectively. The key skills of the Directors collectively are:</p> <ul style="list-style-type: none"> • Board experience; • Health Technology, • Industry and technical expertise; • Financial acumen; • Strategy and leadership; • Commercial; • Corporate governance; • Legal, risk and compliance; • Mergers & Acquisitions.
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, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise</p>	<p>The Company complies with this recommendation</p> <p>The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles and Recommendations.</p> <p>Currently the Board is structured as follows:</p> <ul style="list-style-type: none"> • Andreas Fouras (Chief Executive Officer and Managing Director) appointed on 17 December 2012;

	<p>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</p> <p>(c) the length of service of each director.</p>	<ul style="list-style-type: none"> • Heath Lee(Chief Financial Officer) appointed on1 July 2016; • Bruce Rathie (Independent Non-executive Chair) appointed on 11 December 2019; • Robert Figlin (Independent Non-executive Director) appointed on 9 December 2016; • Julian Sutton (Non-executive Director) appointed 15 September 2017; • Lusia Guthrie (Independent Non-executive Director) appointed 13 December 2017; • John Livingston (Non-executive Director) appointed 7 March 2018; and • Lil Bianchi (Independent Non-executive Director) appointed 11 December 2019. <p>Directors Andreas Fouras and Heath Lee are Executive Directors and therefore are not considered to be independent.</p> <p>Non-executive Directors Julian Sutton and John Livingston are currently considered by the Board not to be independent as:</p> <ul style="list-style-type: none"> • Julian has, up until the date the Prospectus was lodged, entered into a Services Agreement (which terminated prior to the date of the Prospectus) with the Company as well as having entered into an (also now terminated) Introducer Agreement with the Company; and • John (via his entity John Livingston Pty Ltd) entered into a Consultancy Agreement with the Company (and which terminated prior to the date the Prospectus was lodged). <p>Details of both Julian and John's historical commercial agreements referred to above are set out in the Prospectus at Section 6.4.1.</p> <p>In this regard, for the purposes of the Principles and Recommendations, Julian and John's historical commercial agreements with the Company may affect their characterisation as an "independent" Director under the Principles and Recommendations (as the agreements were in place in the last 3 years). Notwithstanding this, and given those agreements have now been terminated, the Board considers that both Directors are able to objectively analyse the</p>
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		<p>issues before the Board and act in the best interest of all Shareholders and the Company and in accordance with their duties as Directors.</p> <p>The Chief Executive Officer and Managing Director Andreas Fouras has a substantial holding in the Company via an associated entity Velocimetry Consulting Pty Ltd. However, no Non-Executive Director will hold a substantial holding in the Company upon completion of the offer of shares under the Prospectus.</p>
2.4	A majority of the board of a listed entity should be independent directors.	<p>The Company does not comply with this recommendation</p> <p>As at the date of Listing, the Board will not comprise of a majority of independent Directors. However, the Company considers that the current composition of the Board is suitable for the Company given its resources, size and operations. In particular, the current size and composition of the Board has been determined having regard to the operations and skill set of the Directors both individually and collectively, and the best interest of Shareholders.</p> <p>Furthermore, the reason the Board does not currently comprise of a majority of independent Directors is due to Directors Julian Sutton and John Livingston having entered into material consulting arrangements with the Company in the previous 3 years. As noted above in 2.3, these arrangements have now been terminated that the Board considers that both Directors are able to objectively analyse the issues before the Board and act in the best interest of all Shareholders and the Company and in accordance with their duties as Directors.</p>
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.	<p>The Company complies with this recommendation</p> <p>Bruce Rathie, the Chair of the Board, is an independent director and is not the same person as the Chief Executive Officer and Managing Director.</p>
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.	<p>The Company complies with this recommendation</p> <p>The Nomination and Remuneration Committee Charter requires that committee to be responsible for ensuring that processes are in place to support Director induction programs and provide continuing professional development opportunities for Directors, regularly review the effectiveness of these processes and recommend professional development opportunities to address any gaps in the Directors' skills, knowledge and experience.</p>

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

3.1 A listed entity should articulate and disclose its values.

The Company complies with this recommendation

As disclosed in the Prospectus, in order to reinforce the Company's values of acting lawfully, ethically and responsibly, it has adopted a Statement of Values. It seeks to ensure that its Directors, Senior Executives and employees reinforce and comply with these values. The Company values and behaviours are:

- **Care** – Caring is at the heart of everything we do. We are motivated by compassion. We believe in the humanity of our mission, and we are mindful of its importance. Caring is how we came to be. It is the value that underpins all others.
- **Better Healthcare** – We work to provide better information to patients and doctors, to empower better decisions, and to bring about better health outcomes for the millions of people around the world suffering from lung disease.
- **Innovation** – We drive innovation through unique technologies which deliver unprecedented insight into lung function. We strive to lead the way in improving global health through continuous improvement not only through our products, but in everything we do.
- **Impact** – Impact is the driving force behind every innovation we create. We push boundaries to develop clinically useful technologies that offer the greatest, positive impact. We measure our impact through the number of lives we touch, and the depth of the benefit that we deliver to them.
- **Excellence** – As knowledge seekers we strive for excellence and continuous improvement in every aspect. From the creativity and quality of our solutions, to the way we uphold the ethics of our industry.
- **Patient focus** – We are developers of technology, but helping people is our focus. By focussing on the people we interact with we can generate the highest quality outcome. For us, patients come first, which means providing patients and their doctors with the richest possible information, at the lowest risk to patient safety.

3.2	<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>The Company complies with this recommendation</p> <p>The Company has a formal Code of Conduct which outlines the manner in which the Company expects its Directors and employees to behave and conduct business in the workplace. The Code of Conduct applies to all employees, Directors, Senior Executives, temporary employees, contractors and consultants and relevant third parties of the Company.</p> <p>The objectives of the Code of Conduct are to:</p> <ul style="list-style-type: none"> • provide a benchmark for ethical and professional behaviour; • promote healthy, respectful and positive working environments for all employees and Directors; • ensure that there is compliance with laws, regulations, policies and procedures relevant to the Company; • ensure there are appropriate mechanisms and procedures in place for employees and Directors to report breaches of the Code of Conduct; • ensure that the Board or a committee of the Board is informed of any material breach of the Code of Conduct; and • ensure that employees and Directors are aware of the consequences for breaching the Code of Conduct. <p>The Code of Conduct will be available on the Company's website upon listing.</p>
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3.3	<p>A listed entity should:</p> <ul style="list-style-type: none"> (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. 	<p>The Company complies with this recommendation</p> <p>The Company has adopted a Whistleblowers Protection Policy. The purpose of Whistleblowers Protection Policy is to ensure that the Company maintains the highest standards of conduct and ethical behaviour and to promote a supportive, honest and ethical culture. The Whistleblowers Protection Policy also sets out that the Whistleblower Protection Officers will provide the Board with reports on investigations undertaken under the Whistleblowers Protection Policy (or as directed by the Chair) as well as quarterly reports to the Board that relate to disclosures made under the Whistleblowers Protection Policy.</p> <p>The Company has developed its Whistleblowers Protection Policy having regard to those matters set out in Box 3.3 of the Principles and Recommendations.</p>
3.4	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 	<p>The Company complies with this recommendation</p> <p>The Company has adopted an Anti-Bribery and Corruption Policy. The objectives of the Anti-Bribery and Corruption Policy is to ensure that all of the Company's people, including officers, directors, associates, contractors, consultants, employees, agents and representatives:</p> <ul style="list-style-type: none"> • do not give or accept gifts and/or benefits that will compromise or appear to compromise, their integrity and objectivity in performing their duties; • do not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest; • do not give or receive payment of a secret commission to a person in a fiduciary position; • educate employees on what gifts and benefits are acceptable and unacceptable; and • promote investor confidence in the integrity of the Company and its securities.

		<p>The Anti-Bribery and Corruption Policy also requires that all material breaches or suspected breaches of the Anti-Bribery and Corruption Policy are immediately reported to the Board or a another specified committee of the Board.</p> <p>The Company has developed its Anti-Bribery and Corruption Policy having regard to those matters set out in Box 3.4 of the Principles and Recommendations.</p>
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PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, all of whom are nonexecutive 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 <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>The Company partially complies with this recommendation</p> <p>The Company has an Audit and Risk Committee. However, the Company does not fully comply with Recommendation 4.1 as the committee will comprise of two members, both being independent Directors. However, the Company considers that the current composition of the committee are suitable for the Company given its resources, size and operations.</p> <p>The Audit and Risk Committee assists the Board in fulfilling its responsibilities for corporate governance and oversight of the Company's financial and corporate reporting, risk management and compliance structures and external functions.</p> <p>The Committee comprises of:</p> <ul style="list-style-type: none"> • Lil Bianchi (Chair); and • Lusia Guthrie. <p>The relevant qualifications and experience of the members of the committee are set out in section 6.1 of the Company's Prospectus.</p> <p>The Audit and Risk Committee Charter sets out:</p> <ul style="list-style-type: none"> • the composition of the Committee, including that the Committee should comprise of: <ul style="list-style-type: none"> • only Non-Executive Directors; • a majority of independent Directors of the Company; • an independent Chair, who is not Chair of the Board; and • a minimum of three members. • the Committee's ability to have access to Company records and employees and the external auditor for the purposes of carrying out its responsibilities;
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		<ul style="list-style-type: none"> • that the Committee may seek the advice of independent advisors on any matter relating to the responsibilities and duties of the Committee; and • the specific responsibilities of the Committee in relation to: <ul style="list-style-type: none"> • overseeing the Company's relationship with its external and internal auditors and audit functions generally; • overseeing the preparation of financial statements and reports; and • managing the process of identification of risk and the management of risk strategies. <p>The Audit and Risk Committee Charter sets out that the Board will make the Audit and Risk Committee Charter available on its website and at the end of each reporting period it will disclose the number of times the Audit and Risk Committee met throughout that year and the individual attendances of the members at those meetings.</p>
4.2	<p>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>The Company will comply with this recommendation.</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>The Company will comply with this recommendation.</p> <p>The Company will comply with this recommendation and the Audit and Risk Committee Charter provides that the Audit and Risk Committee will assist the Board in the implementation of the Company's processes 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>
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.	<p>The Company will comply with this recommendation.</p> <p>The Company is committed to:</p> <ul style="list-style-type: none"> • ensuring that shareholders and the market are provided with full and timely information about its activities; • complying with the continuous disclosure obligations contained in the Listing Rules and the applicable sections of the Corporations Act; and • providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner. <p>The Company has adopted a Continuous Disclosure Policy, which:</p> <ul style="list-style-type: none"> • provides reporting protocols and processes for determining whether information should be disclosed to the market; and • designates responsibility for managing and monitoring the Company's compliance with its continuous disclosure obligations. <p>All relevant information provided to the ASX will be posted on the Company's website after the ASX confirms the appropriate announcement has been made.</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>The Company will comply with this recommendation.</p> <p>The Continuous Disclosure Policy provides under its announcement protocol that the Board will be promptly provided with copies of all information disclosed to ASX.</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>The Company will comply with this recommendation.</p> <p>The Company's Continuous Disclosure Policy provides that the Company will not disclose any information in open briefing session that may have a material effect on the price or value of the Company's securities, unless such information has already been announced on ASX. The Company will advise the market in advance of open briefings via the ASX announcements platform and the Company's website, lodge all presentation materials with ASX prior to the presentation commencing and place such information on the Company's website promptly following completion of the briefing.</p> <p>The Company's Continuous Disclosure Policy further sets out that the same protocols are to be maintained in relation to presentations to investors or analysts and a record of all one-on-one briefings with the financial community or institutional investors will be kept to ensure the Company can comply with those same protocols in those briefings.</p>
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.	<p>The Company will comply with this recommendation.</p> <p>The Company provides information about itself and its governance to investors via its website at www.4dmedical.com. The Company is committed to maintaining a Company website with general information about the Company and its operations and information specifically targeted at keeping the Company's shareholders informed about the Company. In particular, where appropriate, after confirmation of receipt by ASX, the following will be posted to the Company website:</p> <ul style="list-style-type: none"> • relevant announcements made to the market via ASX; • media releases;

		<ul style="list-style-type: none"> • investment updates; • Company presentations and media briefings; • copies of press releases and announcements for the preceding three years; and • copies of press releases and announcements for the preceding three years.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<p>The Company will comply with this recommendation.</p> <p>The Company's Continuous Disclosure policy also incorporates a shareholder communication policy which is aimed at providing and promoting an effective framework for the Company for communication with Shareholders to ensure that the Shareholders have sufficient information to assess the performance of the Company and are informed of all major developments affecting the Company.</p> <p>The policy sets out:</p> <ul style="list-style-type: none"> • the manner in which Company announcements are to be made (including that they must be made in a timely manner, easily accessible, readable, clear and objective); • the regular communications to be received by Shareholders from the Company; • that Shareholders may elect to receive electronic communications; • the manner in which the Company's website is to be used to communicate with Shareholders; and • the manner meetings of Shareholders are to be conducted. <p>In addition, the Company is required by law to communicate to Shareholders through the lodgement of all relevant financial and other information with ASX and, in some instances, mailing information to Shareholders.</p> <p>The Company has an investor relations contact with whom investors will be able to contact.</p>

6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders	<p>The Company will comply with this recommendation.</p> <p>The Board encourages full participation of Shareholders at meetings to ensure a high level of accountability and identification with the Company's strategies and goals. Due to the size and nature of the Company, the Board does not consider a policy outlining the policies and processes that it has in place to facilitate and encourage participation at meetings of shareholders to be appropriate at this stage. However, the Shareholder Communication Policy which is set out in the Continuous Disclosure Policy sets out how the company facilitates shareholder participation at shareholder meetings, including:</p> <ul style="list-style-type: none"> • Shareholders being encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or any other means included in the notice of meeting; • general meetings will generally be held in a location and at a time which is intended to maximise participation by shareholders; • full participation of shareholders at general meetings is encouraged to ensure a high level of accountability and identification with the Company's strategies and goals; • Shareholders having the opportunity to submit questions prior to each annual meeting; and • that the Manager, senior management and auditors will be present to assist with providing answers at annual meetings.
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.	<p>The Company will comply with this recommendation.</p> <p>The Company's Constitution provides that the Chair of the general meeting may demand a poll at a meeting of Shareholders. It is therefore the Chair's responsibility to demand a poll for all substantive resolutions at a Shareholders meeting.</p>

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.	<p>The Company will comply with this recommendation.</p> <p>Shareholders are given the option to receive communications from, and send communication to, the Company and its share registry electronically. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company has made available a telephone number and relevant contact details (via the website) for shareholders to make their enquiries.</p>
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,</p> <p>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>The Company partially complies with this recommendation.</p> <p>The Company has an Audit and Risk Committee. However, the Company does not comply with Recommendation 7.1 as the committee will comprise of two members, both being independent Directors. However, the Company considers that the current composition of the committee are suitable for the Company given its resources, size and operations.</p> <p>The Audit and Risk Committee assists the Board in fulfilling its responsibilities for corporate governance and oversight of the Company's financial and corporate reporting, risk management and compliance structures and external functions.</p> <p>The Committee comprises of:</p> <ul style="list-style-type: none"> • Lil Bianchi (Chair); and • Lusia Guthrie. <p>The relevant qualifications and experience of the members of the committee are set out in section 6.1 of the Company's Prospectus.</p> <p>The Audit and Risk Committee Charter sets out:</p> <ul style="list-style-type: none"> • the composition of the Committee, including that the Committee should comprise of: <ul style="list-style-type: none"> • only Non-Executive Directors;

	<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>	<ul style="list-style-type: none"> • a majority of independent Directors of the Company; • an independent Chair, who is not Chair of the Board; and • a minimum of three members. • the Committee's ability to have access to Company records and employees and the external auditor for the purposes of carrying out its responsibilities; • that the Committee may seek the advice of independent advisors on any matter relating to the responsibilities and duties of the Committee; and • the specific responsibilities of the Committee in relation to: <ul style="list-style-type: none"> • overseeing the Company's relationship with its external and internal auditors and audit functions generally; • overseeing the preparation of financial statements and reports; and • managing the process of identification of risk and the management of risk strategies. <p>The Audit and Risk Committee Charter sets out that the Board will make the Audit and Risk Committee Charter available on its website and at the end of each reporting period it will disclose the number of times the Audit and Risk Committee met throughout that year and the individual attendances of the members at those meetings.</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>The Company will comply with this recommendation.</p> <p>The Board will review the Company's risk management framework annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the Company faces and to ensure that the Company is operating within the risk appetite set by the Board. The Board will disclose at the end of each reporting period whether the Audit and Risk Committee has undertaken such review.</p>

	(b) disclose, in relation to each reporting period, whether such a review has taken place.	
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>	<p>The Company has an Audit and Risk Committee of the Board in place to provide suitable oversight of the internal audit function.</p> <p>The Company is currently rolling out an internal audit function as part of its ISO13485 quality management system and has approved audit documents including an audit operating procedure, audit checklist, internal audit report and internal audit schedule. The operating procedure outlines the responsible parties of internal auditing within the company, and details requirements of the internal audit schedule, audit preparation, conduct of internal audit, internal audit reports and records, as well as third party audits.</p> <p>Nominated employees of the company have been externally trained as internal auditors.</p> <p>Evaluation of effectiveness and continual improvement of the Company's governance, risk management and internal control processes are governed by the Company's quality management system.</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>	<p>The Company will comply with this recommendation.</p> <p>The Company is subject to general risks and certain specific risks as outlined in the Company's Prospectus.</p> <p>In addition to where the Company has identified those general and specific risks to which it has a material exposure, and disclosed how it intends to manage those risks, the Audit and Risk Committee will be responsible in respect to risk management as disclosed in the Audit and Risk Committee Charter.</p> <p>As at the date of the Prospectus, the Company has not identified any material exposure to environmental or social risks.</p>

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> <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, <p>and disclose:</p> <ol 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 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>The Company partially complies with this recommendation.</p> <p>At the date of Listing, the Company does not comply with Recommendation 8.1 as the Nomination and Remuneration Committee will not contain at least three members and the majority of members will not be independent Directors nor is the Chair an independent Director. However, the Company considers that the current composition of the committee is suitable for the Company given its resources, size and operations.</p> <p>The role of the Nomination and Remuneration Committee is to make recommendations to the Board on remuneration packages and policies in respect of Directors and senior executives of the Company and to ensure that the remuneration packages and policies adopted by the Board are consistent with the strategic objectives of the Board.</p> <p>The Remuneration and Nomination Committee comprises of:</p> <ul style="list-style-type: none"> • John Livingston (Chair); and • Julian Sutton. <p>The Remuneration and Nomination Charter sets out the composition of the Committee, including that the Committee should comprise of:</p> <ul style="list-style-type: none"> • a minimum of three members; and • an independent Director of the Company as Chair. <p>The Remuneration and Nomination Committee is responsible for:</p> <ul style="list-style-type: none"> • reviewing and making recommendations to the Board on the Company's remuneration framework, remuneration packages and policies which apply to senior executives and Directors; • reviewing and making recommendations to the Board on the equity based remuneration plans available to the executive team and employees;
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		<ul style="list-style-type: none"> ensuring that the Company's remuneration packages and policies attract, retain and motivate high calibre executives and employees; and establishing a review processes for the performance of Directors, Board committees and the Board as a whole and the implementation of those processes.
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>The Company will comply with this recommendation.</p> <p>In addition to the disclosure of remuneration of the Board and senior executives in the Prospectus, details of the Company's policies on remuneration will be set out in the Company's "Remuneration Report" in each Annual Report published by the Company.</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>The Company will comply with this recommendation.</p> <p>The Company's Security Trading Policy includes a statement on the Company's policy on prohibiting restricted persons under that policy (ie directors, senior executives and specified employees) from entering into transactions (whether through the use of derivatives or otherwise) designed to hedge their exposure to the Company's securities.</p>

	(b) disclose that policy or a summary of it	<p>Further and more generally, in accordance with ASX Listing Rule 12.9, the Security Trading Policy sets out the following information:</p> <ul style="list-style-type: none"> • closed periods in which restricted persons must not deal in the Company's securities; • restrictions on trading that apply to the entity's key management personnel (amongst other personnel that are deemed to be "restricted persons"); • trading in the Company's securities which is not subject to the Company's trading policy; and • the procedures for obtaining written clearance for trading in exceptional circumstances. <p>The Company's Security Trading Policy will be available on the Company's website upon listing.</p>
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Appendix A - Professional skills, experience and expertise of the Directors

<p>Bruce Rathie – Chair and Non-Executive Director</p> <p>B.Comm, LLB, MBA, FIML, FAICD, FGIA</p>	<p>Bruce is the Chair and Non-Executive Director of 4DMedical.</p> <p>Bruce is a professional Non-Executive Director of nearly 20 years standing having completed successful prior careers in law and finance. He holds degrees in law (LLB), commerce (B. Commerce) and business (MBA Geneva). He is particularly strong in governance being a Fellow of the Australian Institute of Company Directors and holding its Diploma Company Director, a Fellow of Australian Institute of Managers & Leaders and a Fellow of the Governance Institute of Australia and holding its Graduate Diploma in Company Secretarial Practice (Governance).</p> <p>His legal career included being a partner of a prominent private law firm and then Senior Corporate Counsel to Robert Holmes a Court's Bell Resources Limited in the 1980's.</p> <p>After completing his MBA in Switzerland, he went into investment banking in 1986 which took him to New York for 3 years returning to Sydney in 1990. He spent the 1990's as an investment banker in Sydney, the last 5 of which as Director Investment Banking and Head of the Industrial Franchise Group at Salomon Brothers and then Salomon Smith Barney where he lead the firm's joint lead manager roles in the privatisations or IPOs of Qantas, Commonwealth Bank and Telstra amongst other major transactions of the day.</p> <p>Bruce has been a professional Director since 2000 in roles with ASX listed and unlisted companies predominantly in the financial services, biotechnology and technology sectors. He is currently a Non-Executive Director of ASX 200 PolyNovo Limited, Capricorn Society Limited, ASX listed Netlinkz Limited and Australian Meat Processors Corporation Limited. He is also Chair of Capricorn Mutual Limited and 4DMedical.</p> <p>Previously, he has been a Non-Executive Director of ASX listed companies Compumedics Limited, Anteo Diagnostics Limited (Chair), USCOM Limited, Mungana Goldmines Limited and Datadot Technology Limited (Chair). He also served as an inaugural CSIRO nominated Non-Executive Director of Polynovo Biomaterials Pty Ltd when the Polynovo technology was first spun out of the CSIRO in 2004, as with several other CSIRO technology commercialisations and served as Chair of a number of these vehicles.</p> <p>Bruce is an independent Director</p>
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<p>Dr Andreas Fouras – Managing Director and Chief Executive Officer</p> <p>BEng, MEngSci(Res), PhD (Monash), MAICD</p>	<p>Andreas is the Managing Director and Chief Executive Officer of the Group.</p> <p>Andreas started his career in academic research studying experimental fluid dynamics in the Department of Mechanical and Aerospace Engineering at Monash University in Melbourne, Australia. His early research in wind tunnel quantification placed him as a young leader in the area of imaging (within fluid dynamics) developing a number of new approaches to the imaging of gas and liquid flow.</p> <p>Completing a Masters and PhD, and then rising to the position of Professor and Director of the Laboratory for Dynamic Imaging, Andreas was recognised by various accolades from a wide range of premier research bodies including the National Health and Medical Research Council and the American Asthma Foundation.</p> <p>Andreas was able to apply novel concept to clinical use through the development of XV Technology, uniquely measuring airflow within the breathing lungs, at every stage of the breath, with both high spatial and temporal resolution at very low dose. Andreas' research has been documented in over 100 peer reviewed publications and over 40 patents and patent applications.</p> <p>Andreas founded 4DMedical in December 2012 from a desire for his work to reach and positively influence as many people globally as possible.</p> <p>A recognised leader, as evidenced by an Australian Davos Connection Australian Leadership Award (2013), Andreas is now dedicated to applying his business acumen, drive and innovation to the commercialisation of 4DMedical's technologies.</p>
<p>Lil Bianchi – Non-Executive Director</p> <p>BSc(Econ), MSc, GAICD</p>	<p>Lil is a Non-Executive Director of 4DMedical.</p> <p>Lil brings to 4DMedical an invaluable history of experience in technology products and business transformations, helping lead boards to build an agile and robust strategy through expansive growth. She has participated in business transformations for US listed technology companies and risk collaborations across financial risk modelling, climate science and primary industry productivity models. She is an experienced contributor to business transformations for US-listed technology companies with technology product expertise in AI and SaaS offerings and has vast international experience in the US, Australia, India, Singapore, UK, France, Germany, New Zealand, Italy and Spain.</p> <p>Lil's value to the 4DMedical board lies in her CEO, board, and senior executive track record in financial services, global listed billion dollar tech corporations, tech start-ups, tier 1 management consultancies, public sector organisations, and international research operations. Her governance, strategy and capital</p>

	<p>raising experience has helped her lead corporations in periods of growth, guiding them in the pivot to stock market listings and international sales.</p> <p>Lil is an independent Director, and is Chair of the Audit and Risk Committee.</p>
<p>Dr Robert A. Figlin – Non-Executive Director</p> <p>MD, FACP</p>	<p>Robert is a Non-Executive Director of 4DMedical.</p> <p>Robert is a Professor of Medicine and Biomedical Sciences and the Steven Spielberg Family Chair in Hematology-Oncology, Director of the Division of Hematology-Oncology, Deputy Director of the Samuel Oschin Comprehensive Cancer Institute and Deputy Director of Integrated Oncology at Cedars-Sinai Medical Center in Los Angeles, California.</p> <p>Robert received his medical degree from the Medical College of Pennsylvania. He completed his residency and chief residency in internal medicine at Cedars-Sinai Medical Center and a fellowship in hematology/oncology at the David Geffen School of Medicine at University of California, Los Angeles (UCLA). He is an Emeritus Professor of Medicine and Urology at the David Geffen School of Medicine at UCLA.</p> <p>A nationally recognised leader in genitourinary and thoracic oncology in the United States, Robert brings a wealth of clinical knowledge and medical expertise beneficial to 4DMedical's commercial success.</p> <p>Robert serves as Editor for Kidney Cancer Journal, and his studies have appeared in Clinical Cancer Research, Journal of Clinical Oncology, New England Journal of Medicine, Lancet, JNCI, Lancet Oncology, and Journal of Urology, among others. He has authored over 350 peer reviewed articles, more than 70 book chapters, and has published, as Editor, multiple books on kidney cancer. He is the Editor of the Springer Science book entitled, Renal Cell Carcinoma: Translational Biology, Personalized Medicine, and Novel Therapeutic Targets.</p> <p>Robert is an independent Director</p>
<p>Lusia Guthrie – Non-Executive Director</p> <p>BAppSc (Med Tech), MSSTC, MAICD</p>	<p>Lusia is a Non-Executive Director of 4DMedical.</p> <p>With over 35 years in the pharmaceutical and bioscience industries, Lusia is an experienced CEO, technology developer and medtech entrepreneur, with strong leadership skills and international industry networks. She started her career as a Medical Laboratory Scientist before joining the Manufacturing Division of pharmaceutical company FH Faulding & Co (now Mayne Pharma). Lusia then went on to co-found medical technology innovation company LBT Innovations Limited (ASX:LBT) where she was Chief Executive Officer and Managing Director until 2016.</p>

	<p>Lusia has a proven track record in bringing innovative products to global markets, embracing the entire process from company formation, capital raising and concept development to product launch and sales. She has an ongoing interest in the development and commercialisation of innovative healthcare products that incorporate automation, robotics, machine learning and artificial intelligence.</p> <p>Lusia is a generous contributor to the Australian life sciences sector through various engagements including: Chair of BioMelbourne Network; Chair of the Medical Device Partnering Program in Victoria; and Chair Australian Lung Health Initiative. She is also a member of the Innovation Taskforce, an initiative of the Victorian Government Minister for Jobs, Innovation and Trade.</p> <p>Lusia also serves on several advisory boards: Medicines Manufacturing Innovation Centre at Monash University; Australian Institute for Machine Learning at the University of Adelaide; and Australian Regenerative Medicine Institute.</p> <p>Lusia is an independent Director, and is a member of the Audit and Risk Committee.</p>
<p>Heath Lee – Executive Director and Chief Financial Officer</p> <p>BEcon, CA (ICAA), FFin (FINSIA), GAICD</p>	<p>Heath is an Executive Director and Chief Financial Officer of 4DMedical.</p> <p>Heath brings significant business acumen to 4DMedical. Heath gained his Chartered Accountant qualification working with KPMG before moving into investment banking with BZW (Barclays Bank) which was later acquired by ABN AMRO.</p> <p>As a merger and acquisitions professional, Heath advised the Federal Government of Australia on the \$4 billion Phase 1 & 2 privatisation of Australia's airports and CSR on its \$6.7 billion demerger of Rinker Materials. With extensive experience advising companies in relation to trade sales, mergers & acquisitions and company strategy, Heath left ABN AMRO to launch his own business.</p> <p>Over a period of 9 years, as founder and CEO, Heath built OCIS from a startup contact centre and market research company with 10 staff in Melbourne to a business operating in Australia, New Zealand and Fiji with 637 staff servicing clients such as Optus, The Nielsen Company, Seek.com, Virgin Mobile and the New Zealand Government before the business was sold in 2013.</p> <p>As an active investor, advisor and non-executive board director, Heath holds a degree in Economics from Monash University and a Graduate Diploma in Applied Finance from FINSIA. Heath is also a Qualified Chartered Accountant, Fellow of the Financial Services Institute of Australasia and a Graduate of the Australian Institute of Company Directors.</p>

	Effective 1 January 2020, Heath Lee transitioned from Non-executive Director to Executive Director following his appointment as Chief Financial Officer of the Company
John Livingston – Non-Executive Director BAppSc (MedRad), GradDipHlthSc (HlthEdu), GradCertBusAdmin, GAICD	<p>John is a Non-Executive Director of 4DMedical.</p> <p>John Livingston was previously one of the founding partners of Lake Imaging, subsequently becoming part of Integral Diagnostics Ltd., where John was CEO and Managing Director. John was awarded the AGFA International Award for Development of Digital Imaging Solutions in 2005.</p> <p>He has lectured in Australia and abroad on the digital radiology environment, as well as business strategies and systems within the commercial sector. John has considerable commercial experience, having worked with the team at Lake Imaging and later Integral Diagnostics through acquisitions and the establishment of Greenfield facilities across Australia.</p> <p>During his career at Integral Diagnostics, John lead the group through private equity investment with Advent Partners in 2014 and in 2015 John worked with Advent to list Integral Diagnostics on the ASX.</p> <p>John is a former director of VicWest Community Telco and United Way, a current director at Comrad Medical Systems and Ballarat Clarendon College (Chair), and is a graduate member of the AICD.</p> <p>John is chair of the Remuneration and Nomination Committee.</p>
Julian Sutton – Non-Executive Director BSc, CFA	<p>Julian is a Non-Executive Director of 4DMedical.</p> <p>Julian started his career in 1995 as an actuarial analyst for Towers Perrin in Melbourne where he consulted to some of Australia's largest superannuation funds. He later transferred with Towers Perrin to Brussels and then to London, where he worked predominantly in an asset consulting capacity.</p> <p>In 2002, Julian joined Credit Suisse Asset Management in London as an assistant portfolio manager in their MultiManager team. Driven by strong performance, the team grew assets under management ten-fold from GBP50 million to GBP500 million over the following two years.</p> <p>In 2004, Julian joined Schroders Investment Management as a Senior Portfolio Manager in the Multi-Asset team, responsible for the management of a suite of investment funds with assets under management in excess of US\$1 billion.</p>

	<p>These funds were invested on a global basis and had exposure to a broad range of asset classes including private equity, hedge funds, property, commodities, equities, bonds and cash.</p> <p>After seven years with Schroders, Julian returned to Australia with entrepreneurial ambitions. Julian established a sales and marketing business that helps best-in-class international fund management companies establish a presence in the Australian and New Zealand market. Currently, Julian is responsible for the sales and marketing function of Brown Advisory in Australia.</p> <p>Julian is a member of the Remuneration and Nomination Committee.</p>
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