

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

<b>Integral Diagnostics Limited</b>
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ABN/ARBN

<b>55 130 832 816</b>
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Financial year ended:

<b>30 June 2022</b>
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Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

☒ This URL on our website: **[www.integraldiagnostics.com.au/corporate-governance/](http://www.integraldiagnostics.com.au/corporate-governance/)**

The Corporate Governance Statement is accurate and up to date as at 29 August 2022 and has been approved by the board.

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

Date: 29 August 2022

Name of authorised officer: Kirsty Lally  
 authorising lodgement: Company Secretary

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(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</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(1) the measurable objectives set for that period to achieve gender diversity;</li> <li>(2) the entity's progress towards achieving those objectives; and</li> <li>(3) either: <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul> </li> </ul> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:  <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a>  and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement at:  <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a>  and IDX was included in the S&amp;P / ASX 300 Index at the commencement of the reporting period. Our measurable objective for achieving gender diversity in the composition of its board was a minimum of 40% of each gender representation on the Board.</p>
<p>1.6 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(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.</li> </ul>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at:  <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a>  and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a></p>
<p>1.7 A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>(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.</li> </ul>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement at:  <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a>  and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our Corporate Governance Statement at:  <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a></p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
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> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> AND in the Directors Report section of the Annual Report on pages 14 to 21 at: <a href="https://www.integraldiagnostics.com.au/reports/">https://www.integraldiagnostics.com.au/reports/</a></p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a></p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> and the length of service of each director in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a></p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>		
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> <b>AND</b> on our website at: <a href="https://www.integraldiagnostics.com.au/our-culture/">https://www.integraldiagnostics.com.au/our-culture/</a>
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a>
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
3.4	A listed entity should: <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a>
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>		
4.1	The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have an audit committee which:               <ul style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board, and disclose:                   <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(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</li> </ul> </li> </ul> </li> <li>(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.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> <b>AND</b> in the Directors Report section of the Annual Report on pages 14 to 21 at: <a href="https://www.integraldiagnostics.com.au/reports/">https://www.integraldiagnostics.com.au/reports/</a>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: <a href="https://www.integraldiagnostics.com.au/">https://www.integraldiagnostics.com.au/</a>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> <b>AND</b> in our Notices of Annual General Meeting on our website at: <a href="https://www.integraldiagnostics.com.au/general-meetings/">https://www.integraldiagnostics.com.au/general-meetings/</a>
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>		
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>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> <b>AND</b> in the Directors Report section of the Annual Report on pages 14 to 21 at: <a href="https://www.integraldiagnostics.com.au/reports/">https://www.integraldiagnostics.com.au/reports/</a></p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a></p>



## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a>
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> <b>AND</b> in the Operating and Financial Review section of the Annual Report on pages 22 to 34 at: <a href="https://www.integraldiagnostics.com.au/reports/">https://www.integraldiagnostics.com.au/reports/</a>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>		
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (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.	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> and the information referred to in paragraphs (4) and (5) in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> <b>AND</b> in the Directors Report section of the Annual Report on pages 14 to 21 at: <a href="https://www.integraldiagnostics.com.au/reports/">https://www.integraldiagnostics.com.au/reports/</a>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:
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.	<input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in our Corporate Governance Statement at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a> <b>AND</b> in our Remuneration Report section of the Annual Report on pages 35 to 53 at: <a href="https://www.integraldiagnostics.com.au/reports/">https://www.integraldiagnostics.com.au/reports/</a>
8.3	A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> <li>(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</li> <li>(b) disclose that policy or a summary of it.</li> </ul>	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it in our Securities Dealing Policy at: <a href="https://www.integraldiagnostics.com.au/corporate-governance/">https://www.integraldiagnostics.com.au/corporate-governance/</a>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	-	<input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable.
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	-	<input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	-	<input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable



# Corporate Governance Statement

2022



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## Acknowledgement of Country

Integral Diagnostics (IDX) acknowledges Aboriginal and Torres Strait Islander peoples as the First Peoples of Australia. We proudly recognise Elders past, present and emerging as the Traditional Owners of the lands on which we work and live. We're committed to supporting Indigenous self-determination and envision a future where all Australians embrace Aboriginal and Torres Strait Islander histories, cultures and rights as a central part of our Australian identity. IDX recognises the status of Māori as Tangata Whenua and embraces the guiding Principles of Te Tiriti o Waitangi. We seek to grow our understanding of Kaupapa Māori, Tikanga Māori and Te Ao Māori in order to uphold our Te Tiriti responsibilities.

# CORPORATE GOVERNANCE STATEMENT

Year ended 30 June 2022

This Corporate Governance Statement (Statement) of Integral Diagnostics Limited (IDX or the Company) outlines the main corporate governance practices in place for IDX and the entities it controls. It addresses the 4th Edition of the Australian Securities Exchange's (ASX) Corporate Governance Principles and Recommendations (the Recommendations). The Board of Directors (Board) believes that the Company accords with all of the principles and recommendations of the ASX Corporate Governance Council.

Both this Statement and the ASX Appendix 4G have been lodged with the ASX.

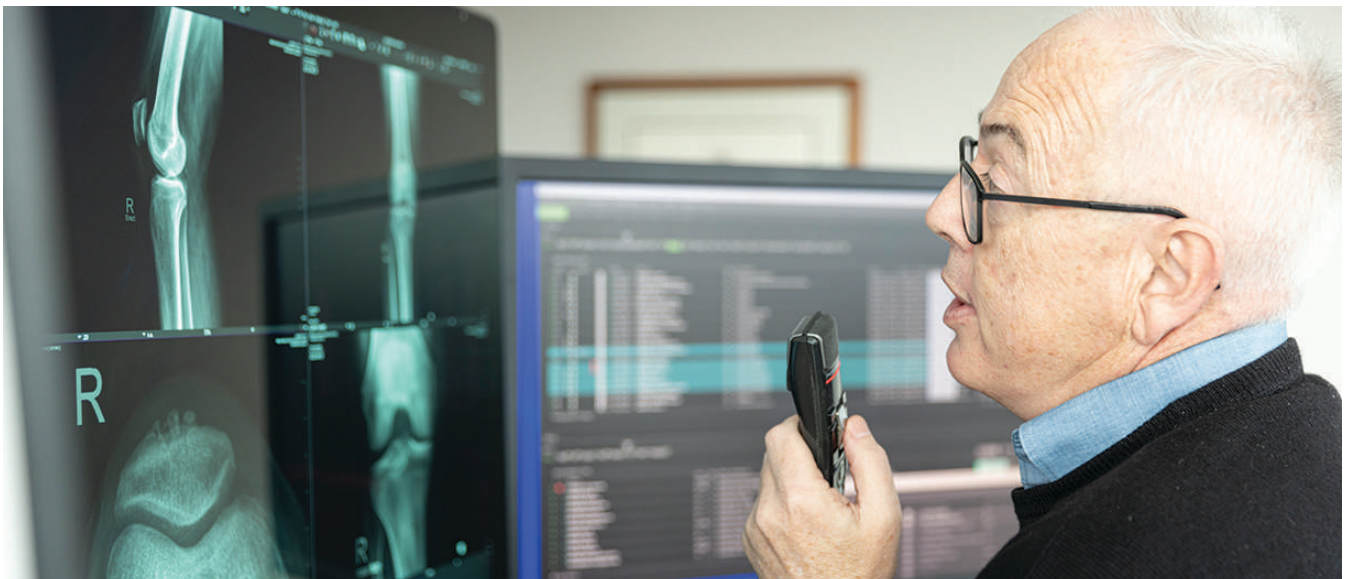
This Statement was approved by the Board on 29 August 2022 and is current as at that date.

The corporate governance policies and practices described below have been in place for the entire year, or as at the date of this report where indicated. The Board and management of the Company are committed to acting responsibly, ethically and with high standards of integrity. The Company is committed to implementing the highest standards of corporate governance appropriate to it, taking into account the group's size, structure and nature of its operations.

The Board has established a number of corporate governance documents consistent with the Recommendations, which form the basis of the Company's Corporate Governance Framework. These documents are referenced in this Statement where appropriate and are as follows:

- Board Charter;
- Audit, Risk and Compliance Committee Charter;
- People and Remuneration Committee Charter;
- Integral Clinical Leadership Committee Charter;
- Nomination Committee Charter;
- Code of Conduct;
- Continuous Disclosure and Communications Policy;
- Diversity and Inclusion Policy;
- Securities Dealing Policy;
- Whistleblower Policy; and
- Anti-Bribery, Fraud and Corruption Policy.

These documents are available on the IDX website in the 'Investors' section and 'Corporate Governance' subsection at: [www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance).





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## Principle 1. Lay solid foundations for management and oversight

**Recommendation 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.**

The Board has adopted a written Board Charter to provide a framework for the effective operation of the Board. This Board Charter sets out the:

- Board composition and processes;
- Board's role and responsibilities;
- relationship and interaction between the Board and management; and
- authority delegated by the Board to management and Board Committees.

Pursuant to the Board Charter, the Board is responsible for, and has the authority to determine, all matters relating to the purpose, values, strategic direction, policies, practices, goals for management and the operation of the Company.

The Board is committed to a high standard of corporate governance practice and fosters a culture of compliance that values ethical behaviours, integrity, teamwork and respect for others. Accordingly, the Board has created a framework for managing IDX, including adopting relevant internal controls, risk management processes and corporate governance policies and practices, which it believes are appropriate for the Company's business, and designed to promote the responsible management and conduct of IDX.

The Board Charter clearly outlines matters expressly reserved for the Board's determination and those matters delegated to Management.

The Board has delegated the day-to-day management of the Company and the authority to control the affairs of IDX in relation to all matters, other than those responsibilities reserved to itself in its Charter, to the Managing Director/Chief Executive Officer (CEO). The CEO is supported by management, which is responsible for implementation of Board-directed strategies at an operational level. Management must supply the Board with information in a form, time frame and quality that will enable the Board to discharge its duties effectively. The delegations of authority are reviewed by the Board on an annual basis.

A copy of the Company's Board Charter can be found on the Company's website: [www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance)

**Recommendation 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.**

Before appointing an Executive or Director, or putting forward a Director to shareholders for appointment, the Company procures comprehensive reference checks that cover elements such as the person's character, experience, employment history, qualifications, criminal history, bankruptcy history and disqualified officer status.

A Director who has been appointed during the year must stand for election at the next Annual General Meeting (AGM). Directors are generally appointed for a term of three years. Retiring Directors are not automatically re-appointed.

The Company provides information to shareholders about each candidate standing for election or re-election as a Director that the Board considers necessary to make a fully informed decision. Such information is included in the explanatory memorandum to the Notice of AGM and includes the person's biography, inclusive of experience and qualifications, details of other directorships and whether the Board supports the appointment or re-election.

**Recommendation 1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.**

The terms of the appointment of a Non-Executive Director are set out in writing and cover matters such as the term of appointment, time commitment envisaged, required committee work and other special duties, requirement to disclose their relevant interests that may affect independence, corporate policies and procedures, indemnities and remuneration entitlements.

All Executive Directors and Executives are issued with written agreements that detail the above matters as well as the person or body to whom they report, the circumstances in which their service may be terminated (with or without notice) and any entitlements upon termination.

**Recommendation 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.**

The Company Secretary is accountable to the Board through the Chair on all Board matters and is accessible to all Directors. The Company Secretary is responsible for all matters relating to the proper functioning of the Board, including coordination of all Board business, agendas, board papers, minutes, communication with regulatory bodies and ASX and all statutory and other filings. The Company Secretary has a written position description and employment agreement.

**Recommendation 1.5: A listed entity should:**

- a. **have and disclose a diversity policy;**
- b. **through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and**
- c. **disclose in relation to each reporting period:**
  - I. **the measurable objectives set for that period to achieve gender diversity;**
  - II. **the entity's progress towards achieving those objectives; and**
  - III. **either:**
    - 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 (WGEA), the entity's most recent 'Gender Equality Indicators', as defined in and published under that Act.**

**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.**

The Company has a Diversity and Inclusion Policy which requires the Board to consider measurable objectives for achieving gender diversity and to assess the objectives and the Company's progress towards achieving them on an annual basis. The People and Remuneration Committee (PRC) is responsible for the review of the effectiveness of the Diversity and Inclusion Policy in accordance with its Charter.

A copy of the Company's Diversity and Inclusion Policy can be found on the Company's website:  
[www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance).

The Diversity and Inclusion Policy aims to drive the Company's ability to attract, retain, motivate and develop the best talent, create an engaged and inclusive workforce, deliver the highest quality services to its patients and referrers and continue to grow the business. It also aims to address the representation of women in Senior Management positions and on the Board and to actively facilitate a more diverse and representative management and leadership structure.



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The Board continues its commitment to the measurable objectives for gender diversity. For 2022, those objectives were:

- i. a minimum of 40% of each gender representation on the Board by 2026;
- ii. a minimum of 30% of each gender representation to be achieved at the Executive level by 2026<sup>1</sup>;
- iii. a minimum of 40% of each gender representation to be achieved at Senior Management level by 2026<sup>2</sup>;
- iv. a minimum of 40% of each gender representation to be achieved at Executive and Senior Management levels by 2026;
- v. at least one of each of each gender to be included as shortlisted candidates for Board, Executive and Senior Management positions;
- vi. percentage of females employed across the Company should remain within 10% of industry levels as measured by WGEA (Pathology and Diagnostic Imaging Services within Medical and Other Health Care Services Industry Subdivision); and
- vii. continued improvement in the female participation rate of radiologists across IDX and within 10% range of Royal Australian and New Zealand College of Radiologists (RANZCR) gender membership data by 2026.

In 2022, the Company achieved its target female representation for Board, Executive and Senior Management levels. During the year, six appointments were made at the Executive and Senior Management levels, four of those appointments were female.

The Company's performance against its objectives are listed below:

Objective	Achievement
a minimum of 40% of each gender representation on the Board by 2026	50% of Board members were female.
a minimum of 30% of each gender representation to be achieved at the Executive level by 2026 <sup>1</sup>	33% of the Executive were female.
a minimum of 40% of each gender representation to be achieved at Senior Management level by 2026 <sup>2</sup>	50% of the Senior Management level were female.
a minimum of 40% of each gender representation to be achieved at Executive and Senior Management levels by 2026	45% of the Executive and Senior Management levels were female.
At least one of each gender are to be included as shortlisted candidates for Board, Executive and Senior Management positions	The following positions were recruited during the period – CFO, 2 General Managers (Apex and IQ). Of the three positions, all processes had at least one of each gender shortlisted. The process for recruiting a Board member commenced in FY22 and at least one of each gender was shortlisted for the position.
percentage of females employed across the Company should remain within 10% of industry levels as measured by WGEA (Pathology and Diagnostic Imaging Services within Medical and Other Health Care Services Industry Subdivision)	Female employees IDX: 74.8% Female employees WGEA: 76.7%
continued improvement in the female participation rate of radiologists across IDX and within 10% range of Royal Australian and New Zealand College of Radiologists (RANZCR) gender membership data by 2026	Female Radiologists IDX: 27.0% <sup>3</sup> RANZCR female members: 31.7% <sup>4</sup>

1. Executives include the following positions: CEO, CFO, COO, CPO, CIO and CMO.

2. Senior Management includes the following positions: General Managers, Group Commercial Manager, Group Strategy and Integration Manager, Group Business Development Manager, Group Risk Manager, Group Finance Manager, Group IT Projects and Operations Manager, Group People and Culture Manager.

3. This includes employed radiologists in Australia and consistent with the NZ private radiology model, all doctors work across the public and private sector and meet the criteria to be classified as contractors but are on terms and conditions similar to IDX employed radiologists.

4. Source RANZCR 20/21 Annual Report

<sup>1</sup>. Executives include the following positions: CEO, CFO, COO, CPO, CIO and CMO.

<sup>2</sup>. Senior Management includes the following positions: General Managers, Group Commercial Manager, Group Strategy and Integration Manager, Group Business Development Manager, Group Risk Manager, Group Finance Manager, Group IT Projects and Operations Manager, Group People and Culture Manager.

## Gender Diversity as at 30 June 2022



# CORPORATE GOVERNANCE STATEMENT

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The Board will continue to review annually the measurable objectives it has set for gender diversity.

The Board via the PRC reviewed its measurable objectives in the current year and has adopted the following objectives for 2023:

- i. a minimum of 40% of each gender representation on the Board by 2026;
- ii. a minimum of 40% of each gender representation to be achieved at the Executive level by 2026<sup>1</sup>;
- iii. a minimum of 40% of each gender representation to be achieved at Senior Management level by 2026<sup>2</sup>;
- iv. a minimum of 40% of each gender representation to be achieved at Executive and Senior Management levels by 2026;
- v. at least one of each of each gender to be included as shortlisted candidates for Board, Executive and Senior Management positions;
- vi. percentage of females employed across the Company should remain within 10% of industry levels as measured by WGEA (Pathology and Diagnostic Imaging Services within Medical and Other Health Care Services Industry Subdivision); and
- vii. continued improvement in the female participation rate of radiologists across IDX and within 10% range of Royal Australian and New Zealand College of Radiologists (RANZCR) gender membership data by 2026.

## Recommendation 1.6: A listed entity should:

- 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 accordance with that process during or in respect of that period.**

A comprehensive, formal performance evaluation process has been established and is documented for the Board, each of its Committees, the Chair and each individual Director.

Performance is formally evaluated annually as well as informally on an ongoing basis to thoroughly assess effectiveness at every level and identify opportunities for improvement. The Nomination Committee (NomCo) has outlined a plan utilising a mixture of survey tools to ascertain quantitative data alongside qualitative insights. The NomCo considers the use of an independent consultant as an addition to the evaluation process every three years. An independent consultant was last used in the evaluation process in 2021.

The evaluation process for the Board, each Board Committee, the Chair and each individual Director during the financial year ended 30 June 2022 commenced in May 2022. A comprehensive process was undertaken using quantitative and qualitative survey tools and a formal summary report provided for the Board and each of its Committees. This was followed up with discussion with each Board Committee, individual Directors and the Board based on the performance evaluation. The performance of individual Directors was discussed by the Chair with each Director and in the case of the Chair, by the Chair of the PRC.

## Recommendation 1.7: A listed entity should:

- a. **have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and**
- b. **disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.**

The PRC, in accordance with its Charter, reviews the performance assessment processes of the CEO and CEO direct reports. The evaluation process comprises annual financial and non-financial key performance indicators (KPIs), a formal performance evaluation, and ongoing feedback discussions throughout the year. All KPIs of the CEO and CEO direct reports are considered by the PRC and approved by the Board.

A documented performance evaluation for the Executive and the Senior Management levels commenced in May 2022 and was completed in July 2022. A 360 degree feedback process to identify and support development goals and actions was also undertaken. Raters for the Executives comprised Board members, clinicians, peers/colleagues and direct reports.

<sup>1</sup>. Executives include the following positions: CEO, CFO, COO, CPO, CIO and CMO.

<sup>2</sup>. Senior Management includes the following positions: General Managers, Group Commercial Manager, Group Strategy and Integration Manager, Group Business Development Manager, Group Risk Manager, Group Finance Manager, Group IT Projects and Operations Manager, Group People and Culture Manager.

## Principle 2. Structure the board to be effective and add value

### Recommendation 2.1: The board of a listed entity should:

- a. **have a nomination committee which:**
  - i. **has at least three members, a majority of whom are independent directors; and**
  - ii. **is chaired by an independent director, and disclose:**
    - iii. **the charter of the committee;**
    - iv. **the members of the committee; and**
    - v. **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**
- 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.**

The Board has a Nomination Committee (NomCo), which assists the Board in carrying out its responsibilities, as set out in the Nomination Committee Charter. The composition of the NomCo consists of three members, all of whom are Non-Executive Directors and all of whom are independent Directors. The NomCo is chaired by an independent Director.

Current members of the NomCo are:

Names	Title	Independence
Helen Kurincic	(Chair) Non-Executive Director	Independent
John Atkin	Non-Executive Director	Independent
Raelene Murphy	Non-Executive Director	Independent

A copy of the Nomination Committee Charter can be found on the Company's website: [www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance)

Details of the NomCo's members' qualifications and meeting attendances are set out in the Directors' Report contained in the Annual Report.

### Recommendation 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.

The Board has reviewed its Board Skills Matrix (Matrix) that sets out the mix of skills, experience and expertise considered necessary at Board level for optimal performance of the Board. It has been used when recruiting new Directors and assessing which skills need to be outsourced, based on the attributes of the current Board members.

The Board believes that its membership adequately represents the required skills as set out in the Matrix. The Board considers that its current members have an appropriate mix of skills that enable Directors to collectively discharge their responsibilities to deliver the Company's strategy and objectives. The Board seeks external expertise as required to supplement its skills.

The Board has two NZ Advisory Members who report on a quarterly basis, or as required regarding New Zealand specific issues.

In 2021, the Company established an Artificial Intelligence (AI) Steering Committee, chaired by Executive Director Dr Bokani, to oversee the implementation of the Company's AI strategy and to advise the Board on AI related issues.

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## Board Skill and Experience Capabilities<sup>1</sup>

### Governance

Board experience as a Director of an ASX listed company, demonstrates commitment to highest standards of governance including experience with companies subject to rigorous governance standards and member of a governance body.



### Risk Management

Experience with the establishment of risk and compliance frameworks and the identification and monitoring key risks of the company.



### Leadership

Sustainable success in business at a Senior Executive level or practice leadership level in relevant sectors including health, IT, finance, consumer and professional services.



### Healthcare Sector Experience

Experience as a medical professional, senior executive or deep Board experience in the health care services sector.



### Strategy

Experience in developing, implementing and challenging a plan of action designed to achieve the long-term goals of the Company.



### Financial and Accounting

Experience in financial accounting and reporting, corporate finance and internal financial controls. Includes the ability to probe the adequacy of financial controls.



### Quality and Safety

Experience related to work health and safety governance and/or quality and safety clinical governance.



### Regulatory, Legal, and Public Policy

Experience in government relations, public and regulatory policy or as a qualified legal professional.



### Business Acquisition and Integration

Experience in M&A and implementation / business integration.



### People, Culture and Remuneration

Management experience in relation to workplace culture, remuneration, organisational development, succession, diversity and human resource management and/or ASX listed company Remuneration Committee membership.



### Technology Strategy and Governance

Knowledge and experience in IT including AI, privacy, data management and cyber security.



### Environment and Social

Expertise in social and environmental governance including climate change and the ability to advise the Company on its sustainability strategy, policies, and disclosures on these matters.



### Customer Experience and Innovation

Experience in serving patients and referrers or as a customer experience professional in the development and monitoring of customer perception of their experience with a business or brand, including digital experience.



### Legend

**High** – Significant capability in most or all aspects

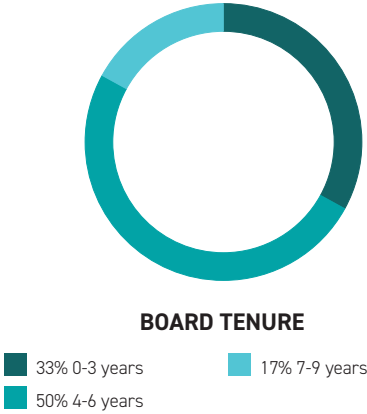
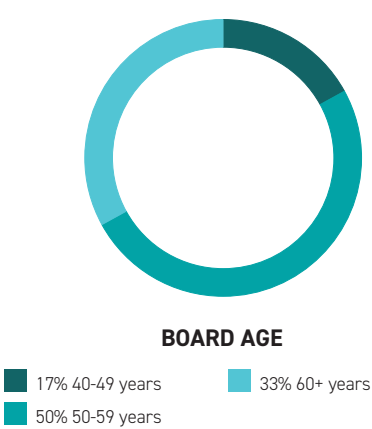
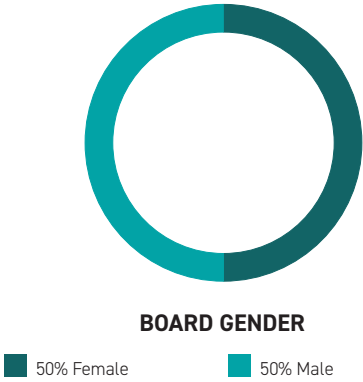
**Medium** – Capability in some aspects

**Low** – Limited or developing capability



<sup>1</sup>Board Skill and Experience Capabilities data includes Andrew Fay who was appointed 18 July 2022.

The Board is an advocate for diversity of thinking and its gender, age diversity and tenure at 30 June 2022 are depicted below:



Board Statistics at 30 June	FY22	FY21
% of Board members are female	50%	43%
Average age of Board members	57.17 years	57.43 years
Average tenure of Non-Executive Directors	6.53 years	5.63 years



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Year ended 30 June 2022

## Recommendation 2.3: A listed entity should disclose:

- the names of the directors considered by the board to be independent directors;
- 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 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
- the length of service of each director.

Outlined below are the names of current Directors, independence status and length of service:

Names	Title	Independence	Length of service
Helen Kurincic <sup>1</sup>	Chair, Non-Executive Director	Independent	7.7 years
Dr Ian Kadish	Managing Director/Chief Executive Officer	Non-Independent	5.3 years
Dr Jacqueline Milne <sup>2</sup>	Executive Director	Non-Independent	2.8 years
Dr Nazar Bokani <sup>2</sup>	Executive Director	Non-Independent	1.3 years
John Atkin	Non-Executive Director	Independent	6.9 years
Raelene Murphy	Non-Executive Director	Independent	4.9 years
Andrew Fay <sup>3</sup>	Non-Executive Director	Independent	0.1 years

1. Director of Lake Imaging Holdings Pty Ltd, prior to the Company's name change to Integral Diagnostics Limited.

2. Full-time radiologist employed by Integral Diagnostics Limited.

3. Commenced on 18 July 2022.

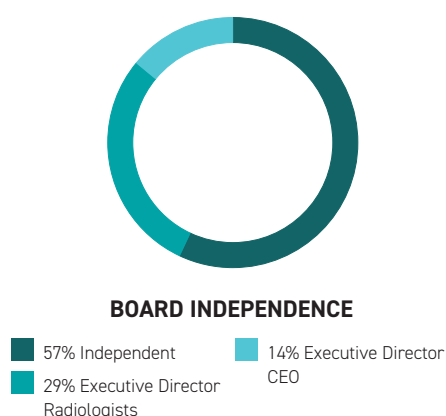
Biographies of the Directors are published on the Company's website at: [www.integraldiagnostics.com.au/our-directors](http://www.integraldiagnostics.com.au/our-directors)

The Board Charter sets out guidelines to assist in considering the independence of Directors. The Board considers a Director to be independent where he or she is not a member of Management and is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgement.

The Board will consider the materiality of any given relationship on a case-by-case basis. It reviews the independence of each Non-Executive Director in light of information disclosed and reviews the Director's standing disclosure of interests register at each Board and Board Committee meeting.

## Recommendation 2.4: A majority of the board of a listed entity should be independent directors.

The majority of the Board are independent Directors. The Board currently consists of four independent Non-Executive Directors and three Executive Directors (CEO and two employed radiologists).



57% of the Board are independent Non-Executive Directors.

Doctors Jacqueline Milne and Nazar Bokani are employed radiologists and as such, provide deep knowledge and medical expertise in diagnostic imaging. The Board believes they bring objective judgement to the Board's deliberations and that each of the non-independent Directors make an invaluable contribution through their deep understanding of IDX's specialist medical business of diagnostic imaging. They are both members of the Integral Clinical Leadership Committee and Dr Bokani is Chair of the AI Steering Committee. While they are not independent Directors by virtue of their employment, they are independent of senior management and their responsibilities do not extend to the day-to-day management of the Company.



**Recommendation 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.**

Ms Helen Kurincic is Chair of the Board and is an independent Non-Executive Director of the Company. Dr Ian Kadish is the CEO.

**Recommendation 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.**

The NomCo is responsible for the induction program and for providing appropriate professional development opportunities for Directors to enable them to develop and maintain the necessary skills and knowledge to perform their roles effectively.

A documented induction program is in place and is reviewed annually by the NomCo. Directors have previously participated in the induction program, which includes meetings with other Directors, Executives, management and radiologists, operational site visits and provision of documents such as plans, policies and other Board reference documents.

Directors have participated in ongoing professional development opportunities. This has included site visits throughout the year, attendance at the Company's Clinical Conference, and briefings from external experts on relevant regulatory, industry and legal developments. During 2022, we were able to hold the Company's Clinical Conference and a number of scheduled site visits.

### Principle 3. Instil a culture of acting lawfully, ethically, and responsibly

**Recommendation 3.1: A listed entity should articulate and disclose its values.**

The Company has a set of core values which include:



**patients first**  
PATIENTS ARE AT THE HEART  
OF EVERYTHING WE DO



**medical leadership**  
IMPROVING OUTCOMES WITH  
EVIDENCE BASED CARE



**everyone counts**  
WE WORK SAFELY, INCLUSIVELY  
AND RESPECT EACH OTHER



**create value**  
DELIVER SUSTAINABLE VALUE  
TO ALL STAKEHOLDERS



**embrace change**  
STRIVE FOR EXCELLENCE,  
HAVE THE COURAGE TO INNOVATE

Everyone who works for IDX is expected to behave in a manner consistent with its values.

The Company's values are promoted through many communication channels, including emails, posters, intranet campaigns, booklets and key messaging to maintain their visibility and encourage self-reflection. Behaviour and conduct is assessed with respect to the Company values during performance reviews for each employee and the Board.

**Recommendation 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.**

The Board is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a formal Code of Conduct that outlines how IDX expects its representatives to behave and conduct business in the workplace, and includes legal compliance and guidelines on appropriate ethical standards. All employees of IDX including consultants, contractors and Directors, must comply with the Code of Conduct, with employees being required to complete online Code of Conduct training upon appointment. Managers have the responsibility to communicate the Code of Conduct to employees and take a leadership role in observing and promoting the behaviour and standards in the Code of Conduct and related policies.



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The Code of Conduct outlines the process for dealing with breaches of the Code, which are taken very seriously, with all material breaches being reported to the Board.

A copy of the Company's Code of Conduct can be found on the Company's website:  
[www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance).

## **Recommendation 3.3: A listed entity should:**

- a. **have and disclose a whistle-blower policy; and**
- b. **ensure that the board or a committee of the board is informed of any material incidents reported under that policy.**

IDX's Whistleblower Policy documents the Company's commitment to maintaining an open working environment in which employees and contractors can report instances of unethical, unlawful or undesirable conduct without fear of intimidation or reprisal.

The Audit, Risk and Compliance Committee (ARCC) is notified of disclosures received under the Whistleblower Policy and oversees any required investigations.

A copy of the Company's Whistleblower Policy can be found on the Company's website:  
[www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance)

## **Recommendation 3.4: A listed entity should:**

- 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.**

In addition to the Company's Code of Conduct, the Company has an Anti-Bribery, Fraud and Corruption Policy that provides guidance on what is expected and how to recognise and manage risks of bribery, fraud and corruption. The Company is committed to a zero-tolerance approach to acts of bribery, fraud or corruption and the Code of Conduct sets out the standards for how IDX expects its employees and contractors to behave and conduct business.

All reports made under the Anti-Bribery, Fraud and Corruption Policy are reported to the Group Risk Manager, who reports material breaches to the ARCC or the Board.

A copy of the Company's Anti-Bribery, Fraud and Corruption Policy can be found on the Company's website:  
[www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance)

## Principle 4. Safeguard the integrity of corporate reports

### **Recommendation 4.1: The board of a listed entity should:**

- a. **have an audit committee which:**
  - i. **has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and**
  - ii. **is chaired by an independent director, who is not the chair of the board, and disclose:**
  - iii. **the charter of the committee;**
  - iv. **the relevant qualifications and experience of the members of the committee; and**
  - v. **in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- b. **if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.**

The Board maintains a combined Audit, Risk and Compliance Committee (ARCC) to assist the Board in carrying out its accounting, auditing, financial reporting and risk management responsibilities.

The ARCC consists of four members, all of whom are Non-Executive Directors, and all are independent Directors. The ARCC is chaired by an independent Director, who is not the Chair of the Board.

Current members of the ARCC are:

Names	Title	Independence
Raelene Murphy	(Chair) Non-Executive Director	Independent
Helen Kurincic	Non-Executive Director	Independent
John Atkin	Non-Executive Director	Independent
Andrew Fay	Non-Executive Director	Independent

A copy of the Audit, Risk and Compliance Committee Charter can be found on the Company's website:  
[www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance)

The members have between them sufficient accounting and financial knowledge, and sufficient understanding of the industry in which the Company operates, to effectively discharge the ARCC's responsibilities. Details of the ARCC members' qualifications are set out in the Directors' Report contained in the Annual Report.

Details of meeting attendance for members of the ARCC are set out in the Director's Report contained in the Annual Report. The CEO, Executives and other employees and external parties may be invited to provide information or reports or attend ARCC meetings as required.

**Recommendation 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.**

Prior to Board approval of the financial statements for a financial period, the CEO and the CFO of IDX provide the Board with such declarations and in accordance with section 295A of the Corporations Act (2001) (Corporations Act). The Company also requires senior management and finance employees to complete a questionnaire and declaration similar to the declaration required by the CEO and CFO. The questionnaire covers their area of responsibility and the questions relate to the preparation of the Company's financial statements. This process assists the CEO and CFO in being able to make their declarations to the Board.

**Recommendation 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.**

IDX is committed to providing clear, concise and effective disclosure in its corporate reports. The Company's goal is that periodic corporate reports will be accurate and balanced and provide investors with appropriate information to make informed investment decisions.

The Company's process for verifying unaudited periodic corporate reports is as follows:

- reports are prepared by, or under the supervision of, subject matter experts;
- material statements in the reports are reviewed for accuracy and material requirements; and
- all announcements considered to be of fundamental significance to the Company must be approved by the Board.

This process is intended to ensure that all applicable laws, regulations and Company policies have been complied with, and that appropriate approvals are obtained before a report is released to the market.

Consistent with these principles, the non-audited sections of the Annual Report, the Investor Presentation, Modern Slavery Statements, Environment, Social and Governance (ESG) Report and Corporate Governance Statement for the reporting period were prepared by the relevant subject matter experts and reviewed and verified by relevant senior management personnel prior to review and consideration by the Board and, if thought fit, approval.

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External assurance is conducted over selected information in the Company's ESG Report. A copy of the ESG Report and the Assurance Statement can be found on the Company's website: [www.integraldiagnostics.com.au/reports/](http://www.integraldiagnostics.com.au/reports/)

## Principle 5. Make timely and balanced disclosure

**Recommendation 5.1: A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.**

Listing rule 3.1 requires a listed entity, subject to certain exceptions, to disclose to the ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

The Company is committed to providing the market with complete and timely information about disclosure events in compliance with its continuous disclosure obligations and the Corporations Act.

The Company maintains a written Continuous Disclosure and Communication Policy, which outlines the responsibilities and procedures relating to:

- the Company's continuous disclosure obligations under the ASX Listing Rules and Corporations Act; and
- how IDX employees are required to deal with potentially price-sensitive information, and communications with external stakeholders such as the media, securityholders and the community to ensure that the Company meets its continuous disclosure obligations.

It is the Company's policy to ensure that all market participants have an equal opportunity to review and access material information made available by the Company, and that the Company complies with both the letter and spirit of its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act.

The Continuous Disclosure and Communication Policy sets out the procedures that apply to the collection, control, assessment and where required, release to the ASX of material information regarding the Company.

A copy of the Continuous Disclosure and Communication Policy can be found on the Company's website: [www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance).

**Recommendation 5.2: A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.**

The Company's Continuous Disclosure and Communication Policy requires that the Board receives copies of all material market announcements promptly after they are made. The Board receives copies of all ASX announcements promptly after they are made utilising the external notifications feature of the ASX Online Company Portal, and announcements are also available on the Company's website as soon as practicable after they are made at: [www.integraldiagnostics.com.au/asx-announcements](http://www.integraldiagnostics.com.au/asx-announcements). Stakeholders may also subscribe to receive copies of the Company's ASX announcements via the Company's website.

**Recommendation 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.**

It is the Company's policy to ensure that all market participants have an equal opportunity to review and access material information made available by the Company, and that the Company complies with both the letter and spirit of its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act. If the Company plans to give any substantive investor or analyst presentations, they are released to the ASX Market Announcements Platform prior to the presentation.

## Principle 6. Respect the rights of security holders

**Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.**

One of the Company's key communication tools is its website. The Company endeavours to keep its website up to date. Important information about the Company in relation to governance documents, Directors and Executives, Board and Board Committee Charters, Annual Reports, ASX announcements and contact details can be found on its website.

All ASX announcements made by the Company can also be accessed from the 'Announcements' section of the ASX website: [www2.asx.com.au/markets/trade-our-cash-market/todays-announcements](http://www2.asx.com.au/markets/trade-our-cash-market/todays-announcements), using the Company's ticker code: IDX.

**Recommendations 6.2 and 6.3: A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors (6.2). A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders (6.3).**

IDX aims to ensure that shareholders are kept informed of all major developments affecting the state of affairs of the Company. Additionally, the Company recognises that potential investors and other interested stakeholders may wish to obtain information about the Company from time to time.

In order for investors to gain a greater understanding of the Company's business, governance practices, financial performance and future prospects, the Company has implemented an Investor Relations Program.

The Company schedules interaction during the year where it engages with institutional and private investors, analysts and the financial media. Scheduled interactions take place following the announcement of half year and full year results. Where presentations are given to shareholders at institutional investor events, IDX discloses any presentations provided to the ASX prior to the time of the presentation if there is any new information provided in the presentation.

Meetings and discussion with analysts are conducted by the CEO and the CFO or approved representatives of the Company, who are authorised to speak with analysts and institutional investors. The discussions are restricted to explanation of information already within the market or which deal with non-price sensitive information. These meetings are not held within the blackout periods, which commence at the period end dates, 31 December and 30 June, in advance of the release of interim or full year results.

The Company also adopts a proactive approach to engaging with proxy advisers in relation to corporate governance matters. The Chair of the Board and the Chair of the PRC, or their delegates, are authorised to speak with proxy advisers and institutional investors, this will usually be on matters regarding governance and remuneration.

The Company encourages shareholders to attend the Company's AGM and are provided with, or have access to, explanatory notes on the resolutions proposed through the Notice of Meeting. A copy of the Notice of Meeting is also posted on the Company's website and lodged with the ASX.

In addition, a document is enclosed with the Notice of Meeting to invite shareholders to submit questions of the Board, management or the auditors prior to the AGM so that they may be answered during that meeting.

Shareholders are encouraged to vote on all resolutions and, unless specifically stated otherwise in the Notice of Meeting, all shareholders are eligible to vote on all resolutions. The transcripts of the Chair and CEO's address, together with the results of the AGM, will be provided to the ASX and posted on the Company's website.

For the current year, the 2022 AGM will be held in person and electronically in order to encourage access and to enable shareholders to vote and participate.

**Recommendation 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.**

The Company recognises the importance of shareholder participation in general meetings and supports and encourages that participation. Voting on all resolutions at an AGM is conducted by poll and supports the principle of one share one vote.

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**Recommendation 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.**

The Company provides shareholders with the option of receiving communications from, and sending communications to, the Company and Share Registry electronically. Shareholders are encouraged to elect to receive all communications electronically. Electronic communications are more timely, cost-effective and environmentally responsible, which benefits all the Company's stakeholders.

All shareholders are advised that the Annual Report can be found on the Company's website.

The Company's share register is managed and maintained by Computershare Investor Services Pty Ltd (Computershare).

Shareholders can elect to receive email notifications when the Annual Report and certain other information is posted to the Company's website. Shareholders can communicate with the Company or Computershare by mail, telephone, email or online via the Computershare Investor Centre portal.

Shareholders can access their shareholding details or make enquiries about their shareholding electronically through the link provided on the Company's website in the Investors section, or through the Computershare's website at: [www.computershare.com/au](http://www.computershare.com/au)

## Principle 7. Recognise and manage risk

**Recommendations 7.1: The board of a listed entity should:**

- a. **have a committee or committees to oversee risk, each of which:**
  - I. **has at least three members, a majority of whom are independent directors; and**
  - II. **is chaired by an independent director, and disclose:**
  - III. **the charter of the committee;**
  - IV. **the members of the committee; and**
  - V. **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**
- 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.**

The Board maintains a combined Audit, Risk and Compliance Committee (ARCC). The members of the ARCC are detailed in Recommendation 4.1.

A copy of the ARCC Charter can be found on the Company's website: [www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance)

The ARCC Charter covers the Committee's responsibilities, which include procedures for general risk oversight and monitoring, internal control and risk management, risk transfer and insurance and other responsibilities.

The Company also has an established Integral Clinical Leadership Committee to promote and support a collegiate culture across all practices and to provide advice on clinical governance matters, including patient care, clinical standards and quality assurance.

The Integral Clinical Leadership Committee's Charter can be found on the Company's website: [www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance)

Details of the ARCC members' qualifications and meeting attendances are set out in the Directors' Report contained in the Annual Report.

The CEO, Executives and other employees and external parties may be invited to provide information or reports or attend the ARCC meetings as required.

**Recommendation 7.2: The board or a committee of the board should:**

- a. **review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and**
- b. **disclose, in relation to each reporting period, whether such a review has taken place.**

The ARCC has reviewed and made recommendations for the improvement of the Company's Risk Management Framework during the period. This review occurs annually or more regularly as required. The ARCC also reviewed risk appetite statements and measures for each of its risk categories and reviewed the Company's material business risk assessments during the period.

**Recommendation 7.3: A listed entity should disclose:**

- a. **if it has an internal audit function, how the function is structured and what role it performs; or**
- b. **if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.**

The Company has an internal audit function. The internal audit function is outsourced and is accountable to the ARCC on all internal audit matters. In performing their work, members of the internal audit function have unrestricted access to review all aspects of the Company's operations. The ARCC has reviewed the effectiveness and the performance of the internal audit function, approved the Annual Internal Audit Plan, reviewed internal audit reports completed and agreed actions, and ensured that planned audit activities are in alignment with business risks. A risk-based methodology is used in setting the annual internal audit plan and all audits are conducted in accordance with the International Professional Practices Framework of the Institute of Internal Auditors.

Further details of what role the internal audit function performs can be found within the Audit, Risk and Compliance Committee Charter on the Company's website: [www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance).

**Recommendation 7.4: A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.**

The Operating and Financial Review contained in the Annual Report, details risks associated with IDX that are considered to be the core risks which could impact the future financial and operating results of the Company.

IDX adopts the approach of a responsible corporate citizen with regard to environmental and social matters and produces an Environmental, Social and Governance (ESG) Report, which deals with the Company's environmental, social and governance issues.

IDX has completed a high level materiality assessment to identify and prioritise its most material ESG risks and opportunities to address. The Board has responsibility for the governance oversight of environmental and social risks, which includes approval of the IDX ESG Strategy. This aligns with the United Nations Sustainable Development Goals and the ESG Report, which is prepared in accordance with the Global Reporting Initiative (GRI) Standards: Core Option. ESG is also integrated within the Board committee governance structure including relevant oversight and considerations at the Audit, Risk & Compliance Committee and the People and Remuneration Committee. The Company has a management level ESG Committee to ensure execution of the strategic initiatives.

A copy of the ESG Report can be found on the Company's website: [www.integraldiagnostics.com.au/reports](http://www.integraldiagnostics.com.au/reports).

# CORPORATE GOVERNANCE STATEMENT

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## Principle 8. Remunerate fairly and responsibly

**Recommendation 8.1: The board of a listed entity should:**

- a. **have a remuneration committee which:**
  - I. **has at least three members, a majority of whom are independent directors; and**
  - II. **is chaired by an independent director, and disclose:**
    - III. **the charter of the committee;**
    - IV. **the members of the committee; and**
    - V. **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**
- 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.**

The Board has established the People and Remuneration Committee (PRC) to assist the Board with discharging its responsibilities with regards to developing and monitoring remuneration policies and practices for the Board, the CEO, and the direct reports to the CEO.

The composition of the PRC currently consists of four members, all of whom are Non-Executive Directors and all of whom are independent Directors. The PRC is chaired by an independent Director, who is not the Chair of the Board. Current members of the PRC are:

Names	Title	Independence
John Atkin	(Chair) Non-Executive Director	Independent
Helen Kurincic	Non-Executive Director	Independent
Raelene Murphy	Non-Executive Director	Independent
Andrew Fay	Non-Executive Director	Independent

A copy of the People and Remuneration Committee Charter can be found on the Company's website:  
[www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance)

Details of meeting attendance for members of the PRC are set out in the Directors Report contained in the Annual Report. The CEO, Executives and other employees and external parties may be invited to provide information or reports or attend the PRC meeting as required.

**Recommendation 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.**

The Company's Remuneration Report is contained in the Annual Report. The Remuneration Report discloses the policies and practices regarding remuneration of Non-Executive Directors, Executive Directors and Key Management Personnel.

**Recommendation 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.**

The Company has an equity-based remuneration scheme, which last received shareholder approval at the 2020 Annual General Meeting. Any dealing in respect of an incentive is prohibited unless the Board determines otherwise, or the dealing is required by law and the participant has provided satisfactory evidence to the Company of that fact, and it is in accordance with the Company's Securities Dealing Policy. The Securities Dealing Policy specifically states that Company securities acquired under a Director or employee incentive plan must never be hedged prior to the vesting and that hedging includes entering into transactions in financial products that operate to limit the economic risk associated with holding Company securities.

A copy of the Securities Dealing Policy can be found on the Company's website:  
[www.integraldiagnostics.com.au/corporate-governance](http://www.integraldiagnostics.com.au/corporate-governance).

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