

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Trajan Group Holdings Limited

ABN/ARBN

152 617 706

Financial year ended:

30 June 2023

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

- These pages of our annual report:
- This URL on our website: <https://investor.trajanscimed.com/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 28 August 2023 and has been approved by the board.

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

Date: 28 August 2023

Mark Licciardo
Company Secretary



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

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

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

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

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

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

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

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://investor.trajanscimed.com/corporate-governance and we have disclosed the information referred to in paragraph (c) at : Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: https://investor.trajanscimed.com/corporate-governance and whether a performance evaluation was undertaken for the reporting period in accordance with that process at our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://investor.trajanscimed.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: our 2023 Annual Report: Director's Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<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 at: our 2023 Annual Report: Director's Report and, where applicable, the information referred to in paragraph (b) at: (Not applicable) and the length of service of each director at: our 2023 Annual Report: Director's Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://investor.trajanscimed.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://investor.trajanscimed.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://investor.trajanscimed.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://investor.trajanscimed.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://investor.trajanscimed.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: our 2023 Annual Report: Director’s Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity’s risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://investor.trajanscimed.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: our 2023 Annual Report: Directors Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity’s risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity’s risk management framework was undertaken during the reporting period at: our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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><input checked="" type="checkbox"/></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: our Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: our Corporate Governance Statement and, if we do, how we manage or intend to manage those risks at: our Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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

Key to Disclosures Corporate Governance Council Principles and Recommendations

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-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Statement

For the Year Ended 30 June 2023

Trajan Group Holdings Limited (“Trajan” or “the Company”) is committed to being ethical, transparent and accountable. We believe this is essential for the long-term performance and sustainability of the Company, and to protect and enhance the interests of our shareholders and other stakeholders.

The Corporate Governance Principles and related Charters and Policies for the management and operation of the Group, being Trajan Group Holdings Limited and its controlled entities, are available for review on the Corporate Governance section of the Group’s website: <https://investor.trajanscimed.com/corporate-governance>

This statement describes Trajan’s position in relation to each of the Recommendations as at the reporting period ended 30 June 2023 and up to the date of the Directors’ Report as contained in the 2023 Annual Report.

The Group regularly reviews its Principles, Policies and Charters to ensure they remain consistent with the Board’s objectives, current laws and best practice.

The Group’s Corporate Governance Principles provide direction to the business to help meet our responsibilities to shareholders, customers, employees and community. In relation to corporate governance, the Board aims to:

- embrace leading practice in corporate governance;
- remain mindful of operating practices in the international jurisdictions in which we operate;
- recognise and comply with the principles of the ASX Corporate Governance Council; and
- ensure Directors, executives, management, and staff are cognisant of the Group’s Corporate Governance Principles.

In accordance with the most recent edition of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (4th edition) (the Principles), the Corporate Governance Statement contains specific information and also reports on the Group’s adoption of the Council’s good practice recommendations on an exception basis, whereby disclosure is required of any recommendations that have not been adopted by the Company and why. The Group’s Corporate Governance Principles and Policies are therefore structured with reference to the Principles.

This statement should be read in conjunction with the materials in the Corporate Governance section of the Group’s websites.

Document history	
Effective date	<i>28 August 2023</i>
Approved by Board:	<i>28 August 2023</i>

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Principle 1: Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

The Board responsibilities and delegations

Trajan's Constitution provides that the business of the Company will be managed by the Board. The Board operates in accordance with the principles set out in the Company's Board Charter. The Board Charter sets out the role and the responsibilities of the Board, the Chair of the Board and the Company Secretary, the roles and the accountability of the CEO and management to the Board.

The Board Charter is available on the Company's website. The Board Charter is periodically reviewed as determined by the Company.

Role and Responsibilities of the Board

The responsibilities of the Board pertain to matters of strategy, appointment, management, performance monitoring, governance and risk management and are set out in detail in the Board Charter.

Role and Responsibilities of the Chair

The Chair's principal responsibility is to ensure the Board fulfils its obligations under the Board Charter.

The Chair also has responsibility for

- Chairing Board meetings and general meetings of the Company;
- ensuring the efficient organisation and conduct of the Board's function;
- facilitating effective contribution by all members of the Board and monitoring Board performance;
- promoting constructive and respectful relationships between Board members and between the Board and the Company's executives; and
- managing and liaising with the Secretary.

Role and Responsibilities of the Management

The Board has delegated to the CEO authority to manage the day to day operations of the Company. The CEO may sub-delegate their powers to any other executives or senior management as they consider appropriate, however the responsibility for the exercise of any sub-delegation remains with the CEO.

This delegation of authority includes responsibility for:

- developing business plans, budgets and strategies for consideration by the Board and, to the extent approved by the Board, implementing those plans, budgets and strategies;
- operating the Company's business within the parameters set by the Board from time to time and keeping the Board informed of material developments in the Company's business;
- where proposed transactions, commitments or arrangements exceed threshold parameters set by the Board, referring the matter to the Board for its consideration;
- identifying and managing operational and other risks and, where those risks could have a material impact on the Company's business, formulating strategies for managing and mitigating those risks, including for considerations and endorsement by the Board, as applicable;
- managing the Company's financial and other reporting mechanisms, and control and monitoring systems, to ensure that these mechanisms and systems capture all relevant material information on a timely basis, are functioning effectively and are founded on a sound basis of prudential risk management;
- implementing the policies and processes of the Company and the Company's Code of Conduct and facilitating the monitoring and reviewing of, and reporting against, those policies, processes and code;
- ensuring that the Board is regularly provided with sufficient and accurate information in regard to the Company's operations and affairs, and in particular with respect to the Company's performance, financial condition, operations and prospects; and
- any other duties or responsibilities set out in any employment contract with the CEO.

Appointment of Directors and Senior Executives

Directors

Under the Constitution, the Board is comprised of a minimum of three Directors and a maximum of ten, unless the Shareholders pass a resolution varying that number at a general meeting. Directors are elected or re-elected at general meetings of the Company and the minimum number of Directors must never be less than three.

No Director (excluding managing director) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. The Board may also appoint a Director in addition to the existing Directors or to fill a casual vacancy on the Board, and that Director (apart from the managing director) will then hold office until the conclusion of the next annual general meeting of the Company. The Board aims to maintain a majority of independent directors.

When considering the appointment of an individual to the Board or the proposed nomination of an individual for election, the Board will undertake appropriate checks before appointing the individual as a director or nominating the individual for election as a director. These checks will include enquiries regarding the individual's character, experience, education, criminal record and bankruptcy history.

Senior Executives

Each senior executive, including the CEO, has a written service contract setting out the key terms of their appointment, remuneration arrangements and entitlements on cessation of employment.

Appointment letter

The Company has entered into a letter of appointment with each of its non-executive directors and a written agreement with each of its senior executives.

These documents set out the duties and responsibilities of the director or senior executive (including obligations to comply with relevant Company policies), and their remuneration, superannuation entitlements and any entitlements on termination.

The Company Secretary

The Company Secretary is accountable directly to the Board.

The Company Secretary's role is set out in the Board Charter, which includes reports and is accountable to the Board, through the Chair, on all matters to do with the proper function of the Board and any committee, including the obligations to:

- keep or cause to be kept a minute book of all minutes relating to the Board and any committee;
- keep or cause to be kept a minute book of all minutes relating to general meetings of the Company;
- keep or cause to be kept the company's share register; and
- give or cause to give notice of all Board meetings and general meetings of the Company.

Diversity

The Company recognises that diversity extends beyond gender and includes, but is not limited to, differences that relate to ethnicity, age, physical and mental disability, marital or family status, socio-economic, religious or cultural background, sexual orientation and gender identity.

The Board has formally approved a Diversity Policy in order to address the representation of women in management and on the Board, and to actively facilitate a more diverse and representative management and leadership structure.

A copy is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

The Board, with the assistance of the Remuneration and Nomination Committee, has set measurable objectives to achieve diversity including gender as well as diversity of background, skills and worldviews, in line with the Company's Diversity Policy. Objectives include a 40:40:20 gender mix goal.

The proportion of female employees, senior leadership, Executive and Board members during the Reporting Period are outlined below:

EMPLOYEE CATEGORY	TOTAL	FEMALE COMPONENT	FEMALE %
All employees	621	330	53.1%
Board	6	2	33.3%
Executive Team	12	6	50.0%
Senior Leadership	8	2	25.0%

Performance of the Board and Senior Executive

The Board is responsible for:

- approving criteria to assess the performance of senior executives and monitoring and, where necessary, evaluating senior executives against that criteria;
- developing and implementing a process for periodically evaluating the performance of the Board, any committees and individual Directors;
- developing and implementing a skills matrix setting out the mix of skills and diversity that the Board has or is looking to achieve in its membership and consider this skills matrix when reviewing, proposing or appointing directors to the Board;
- where appropriate, engaging external consultants to conduct independent performance evaluations of the Board;
- periodically, and in any event at least once annually, with the advice and assistance of the Remuneration and Nomination Committee, review and evaluate the Company's executive's compliance with this Charter, their employment agreement and any other governance policies that may apply; and
- periodically, and in any event at least once annually, with the advice and assistance of the Remuneration and Nomination Committee, review and evaluate the Board's compliance with this Charter and amend this Charter and the Company's other governance policies to meet the goals and objectives of the Board as they develop over time.

A performance evaluation of the Board, its committees, individual directors and executives was undertaken during the reporting period.

Principle 2: Structure the board to be effective and add value

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Remuneration and Nomination Committee

Clause 3 of the Remuneration and Nomination Committee (RNC) Charter notes that, to the extent practicable given the size and composition of the Board from time to time, the RNC will comprise a minimum of three members, a majority of whom should be independent directors (to the extent practicable) and the Chair of the RNC is to be an independent director.

The RNC comprises John Eales AM (Committee Chair), Tiffany Lewin, Dr Rohit Khanna and Sara Watts, each of whom are independent, non-executive directors.

A copy of the charter for the RNC is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

The RNC assists the Board with fulfilling its responsibilities to Shareholders and other stakeholders to ensure that the Company:

- has coherent and appropriate remuneration policies and practices which enable Trajan to attract and retain Directors and executives who will create value for Shareholders;
- fairly and responsibly remunerates Directors and executives having regard to the Company's performance, the performance of the executives and the general market environment;
- has policies to evaluate the performance and composition of the Board, individual Directors and executives on (at least) an annual basis with a view to ensuring that the Company has a Board of effective composition, size and diversity, expertise and commitment to adequately discharge its responsibilities and duties;
- has adequate succession plans in place (including for the recruitment or appointment of Directors and management); and
- has policies and procedures that are effective to attract, motivate and retain appropriately skilled and diverse people that meet the Company's needs and that are consistent with the Company's strategic goals and human resource objectives.

The Committee meets as frequently as required to undertake its role effectively, but no less than twice per year. For the reporting period ended 30 June 2023, the RNC has met on 2 occasions, attendance at those meetings is provided in the 2023 Annual Report.

Board Skills Matrix

The Board Charter adopted by the Board provides that the Board should comprise Directors with the appropriate mix of skills, experience, expertise and diversity which are relevant to the Company's businesses and the Board's responsibilities. A copy is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

During the reporting period, each Director undertook a self-assessment against the skills and experience listed below, and the results were discussed with the rest of the Board.

The Board collectively has the following key skills and experience.

Skill / Experience	Number of Directors classed 'Proficient' or 'Knowledgeable'
Industry/sector knowledge and experience	5 Directors
Commercial experience	6 Directors
Customer experience	6 Directors
CEO and board experience	6 Directors
Technology	6 Directors
Health, safety and environment	6 Directors
Strategic and commercial acumen	6 Directors
Financial acumen	6 Directors
Capital management	5 Directors
Governance	5 Directors
Listed experience	5 Directors
Sustainability	6 Directors
Marketing and business development	6 Directors
People, culture and remuneration	6 Directors
Risk management	5 Directors
ESG experience	5 Directors

To the extent that any skills are not directly represented on the Board, they are augmented through the senior executive team and external advisors.

Skills and qualifications of each Director are outlined in their biographies in the Directors' Report in the 2023 Annual report.

Director independence

The Board comprises four non-executive Directors and two executive Directors. Further details of each Director are contained in the 2023 Annual Report.

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 materially interfere with, the exercise of their unfettered and independent judgement.

The Board considers the materiality of any given relationship on a case-by-case basis and has adopted materiality guidelines to assist in this regard. The Board reviews the independence of each Director in light of interests disclosed to the Board.

The roles of Chair and CEO are separate, and the Board Charter sets out the responsibilities of each office. The roles of Chair and CEO are not exercised by the same individual.

The directors were appointed on the following dates and their current independence as at the date of this Corporate Governance Statement is shown below:

Directors	Position	Appointed	Length of Service	Independent
John Eales AM	Independent Non-Executive Chair	23 Mar 2021	2 years 5 months	Yes
Stephen Tomisich	Managing Director and CEO	11 Aug 2011	12 years 0 months	No
Robert Lyon	Executive Director	3 Sep 2014	8 years 11 months	No
Dr Rohit Khanna	Independent Non-Executive Director	23 Mar 2021	2 years 5 months	Yes
Sara Watts	Independent Non-Executive Director	23 Mar 2021	2 years 5 months	Yes
Tiffany Lewin	Independent Non-Executive Director	23 Mar 2021	2 years 5 months	Yes

The Board considers that the following current Directors are independent:

- John Eales AM
- Sara Watts
- Tiffany Lewin
- Dr Rohit Khanna

Director induction training and continuing education

The RNC has established an induction program for new directors and Executives with all such information and advice that may reasonably be required or desirable for the individual to commence their appointment, including information regarding:

- the Company's financial, strategic, operations and risk position;
- their role and responsibilities; and
- if they are a director, their directors' duties.

The Committee also develops and reviews continuous professional development programs for directors and Executives in order to enhance their competencies and develop their skills and knowledge pertaining to matters in the Company's industry.

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

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Value and Code of Conduct

Trajan's mission today is to deliver value and impact through collaboration and agile commercial partnerships, developing leading technologies to deliver breakthrough analytical solutions to the world.

The Company is committed to maintaining ethical standards in the conduct of its business activities. The Company's reputation as an ethical business organisation is important to its ongoing success.

The Board has adopted a formal Code of Conduct which outlines how the Company expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards. All the Company's employees (including temporary employees, contractors and Directors) must comply with the Code of Business Ethics.

The Code of Conduct is periodically reviewed as determined by the Company.

A copy is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

Whistleblower Policy

The Whistleblower Policy is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

The purpose of the policy is to

- encourage people to raise any concerns and report instances of Reportable Conduct where there are reasonable grounds to support such action, without fear of intimidation, disadvantage or reprisal;
- outline the mechanisms for the reporting and investigation of reported matters;
- outline the measures in place to protect a whistleblower; and
- promote a workplace environment in which everyone feels safe, supported and encouraged to make reports about Reportable Conduct.

Anti-Bribery and Corruption Policy

Trajan is committed to operating in a manner consistent with the laws and regulations of the jurisdictions in which its businesses operate, including those relating to bribery and corruption.

Accordingly, the Board has adopted an Anti-Bribery and Corruption Policy which sets out the responsibilities of Trajan and its employees or other personnel or representatives in observing and upholding the prohibition on bribery and related improper conduct and provides information and guidance on how to recognise and deal with instances of bribery and corruption. The Board will be informed of any material breaches of the Anti-Bribery and Corruption Policy.

The Company will review this policy at least every two years. A copy is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

Board and Audit and Risk Committee responsibilities

The Board requires that management creates a culture within the Company which promotes ethical and responsible behaviour.

Under its Charter, the Board is responsible for receiving and evaluating reports from management about breaches of the Code of Conduct and the Anti-Bribery and Corruption Policy and for receiving and evaluating reports about matters reported under the Whistleblower Policy.

The Board is also responsible for encouraging voluntary reporting by employees of breaches of internal controls or company policies, having regard to the terms of the Whistleblower Policy.

The Audit and Risk Committee (**ARC**) will receive a summary of investigation reports made under this Policy and report to the Board. The ARC is also provided information about any material incidents reported in a timely manner outside normal reporting periods, which is subsequently provided to the Board. Anonymity and confidentiality requirements are observed by the ARC.

Principle 4: Safeguard the integrity of corporate reports

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Audit and Risk Committee

Clause 2 of the ARC Charter provides that the ARC should to the extent practicable, given the size and composition of the Board from time to time, comprise of a minimum of three members, only non-executive directors (where practicable), a majority of independent directors, and an independent Chairperson, who will be nominated by the Board from time to time, but who will not be the Chairperson of the Board.

The ARC comprises Sara Watts (Chair), John Eales AM, Tiffany Lewin and Dr Rohit Khanna, each of whom are independent, non-executive directors.

For the reporting period ended 30 June 2023, the ARC has met on 5 occasions, and the attendance at those meetings is provided in the 2023 Annual Report.

The Committee's charter provides for the Committee to oversee the internal programs to evaluate risk management and internal control processes for managing risk and to review whether the appointment of an internal auditor is recommended.

A copy of the charter for the ARC is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

The ARC assists the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reports and financial reporting process and internal control structure, risk management systems (financial and non-financial) and the internal and external audit process. This includes:

- oversee the Company's relationship with the external auditor and the external audit function generally;
- oversee the Company's internal audit plans;
- oversee the preparation of the financial statements and reports;
- oversee the Company's financial controls and systems; and
- manage the process of identification and management of financial risk.

Declaration from the CEO and CFO

In accordance with the Principles and Recommendations, for financial year ended 30 June 2023, the Board received written declarations from the Managing Director and CEO and the CFO that the declaration provided by them in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control, which is operating effectively in all material respects in relation to the reporting of financial risks.

Integrity of Periodic Corporate Reports

All periodic corporate reports that are not otherwise subject to audit or review by an external auditor are reviewed in accordance with an internal verification procedure to ensure the integrity and accuracy of the information included in those reports. This verification procedure involves a systematic checking and sign off procedure. Where possible, each statement or number is linked back to an independent external or internal source document.

External auditor

The Company's external auditor will attend AGMs in accordance with the Corporations Act. The Board recognises that it is important for shareholders to have the opportunity to question the auditor at the AGM, as an important safeguard for the integrity of the corporate reporting process.

Principle 5: Instil a culture of acting lawfully, ethically and responsibly

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Continuous Disclosure Policy

The Company places a high priority on communication with Shareholders and is aware of the obligations it has under the Corporations Act and the ASX Listing Rules, to keep the market fully informed of any information the Company becomes aware of concerning itself that a reasonable person would expect to have a material effect on the price or value of securities.

Information will be communicated to shareholders through the lodgement of all relevant financial and other information with the ASX and continuous disclosure announcements will be made on the Company's website.

The Company has adopted a Continuous Disclosure Policy, which establishes procedures to ensure that Directors and employees are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information. The Continuous Disclosure Policy will be reviewed at least every two years.

A copy is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

Circulation of material market announcements to the Board

The Company Secretary is responsible for circulating to the Board copies of all material ASX announcements released by the Company promptly after they have been released on the ASX Market Announcements Platform.

Investor and analyst presentations and shareholder briefings

All new and substantive investor and analyst presentations are released to the ASX Market Announcements Platform ahead of the presentation. The Company also provides a live-streamed audio briefing on its full year and half year financial results, following the release of those results to ASX. These briefings are available to all shareholders via a link announced to the ASX, and recordings of the briefings are then made available on the Company's website.

Principle 6: Respect the rights of security holders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Information about the Company and its governance via the Company's website

Trajan encourages the use of electronic communications by providing up-to-date information on the Company's website (<https://investor.trajanscimed.com/announcements-reports>). The Company's website contains a range of information relevant to the shareholders, in particular:

- copies of the Company's governance documents, including its Constitution, Board Charter, Board Committee charters and policies;
- Annual and Half-Year Reports;
- notice of the Annual General Meetings;
- ASX announcements made to the market, including annual and half year financial results;
- notices of meetings and explanatory material;
- investor presentations made to analysts and media briefings; and
- contact details for the Company's share register.

Shareholder engagement and participation

The Board recognises the importance of having an investor relations program which facilitates two-way communication and as such intends to have transparent and open engagement with both retail and institutional investors and other relevant stakeholders.

The Company informs shareholders of the date, time and location of AGMs via the Company's website in accordance with the Company's Constitution, the Corporations Act 2001 (Cth) and the ASX Listing Rules. Prior to all shareholder meetings, the Company circulates a notice of meeting and associated documents to shareholders and places a copy on the Company's website.

Given the cross-border nature of the Company's business activities, the Company recognises that shareholders may not be able to attend Company meetings. To enable shareholder participation in these circumstances, the Company recommends that shareholders vote by proxy where possible and forward any inquiries or concerns they have to the Company Secretary prior to the meeting.

The Company annually reviews its policies and procedures for encouraging shareholder engagement in Company meetings. This involves consideration of how technology can be used to facilitate shareholder participation, for example:

- live webcasting of meetings so shareholders can view and/or hear proceedings online;
- holding meetings across multiple venues linked by live telecommunications; and
- providing a direct voting facility to allow security holders to vote ahead of the meeting without having to attend or appoint a proxy.

The Company has a dedicated Investor Relations email address investorrelations@trajanscimed.com to assist shareholders with any queries.

Voting

To recognise the votes of shareholders present at Company meetings and those who vote by proxy, consistent with the approach in 2022, at the 2023 Annual General Meeting all items of business will be decided on a poll.

Shareholder Communication Policy

The Company's aim is to ensure that Shareholders are kept informed of all major developments affecting Trajan. In addition to the Company's continuous disclosure obligations, the Company recognises that potential investors and other interested stakeholders may wish to obtain information about Trajan from time to time and the Company will communicate this information regularly to Shareholders and other stakeholders through a range of forums and publications.

The Company's Shareholder Communication Policy provides securityholders the option to receive email communications and send email communications directly to the Company and to the Company's share registry.

The Shareholder Communication Policy will be reviewed periodically as determined by the Company. A copy is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

Principle 7: Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Risk Management

As detailed in Principle 4 above, the Board has established an Audit and Risk Committee (ARC), which comprises of Sara Watts (Committee Chair), John Eales AM, Tiffany Lewin and Dr Rohit Khanna.

The ARC Charter provides that the ARC must meet at least three times annually or as frequently as is required to undertake its role effectively. Details of the number of meetings held by the ARC, and the attendance at those meetings during the reporting period, are provided in the 2023 Annual Report.

The ARC responsibilities in respect of the risk management are detailed in the Committee's charter. A copy of the charter for the ARC is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

Risk management policy

The Board has adopted a risk management policy appropriate for its business, to ensure that

- the Company has appropriate processes in place to identify and manage to the extent reasonably practicable all material risks that may impact the Company;
- the financial impact of identified risks is understood, and appropriate internal control systems are in place to limit the Company's exposure to such risks; and
- establish the Board's responsibility for managing risk and ensure appropriate responsibilities are delegated to the Committee.

A copy is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

The Board is ultimately responsible for:

- designing and implementing the Risk Management Framework and the Company's risk appetite;
- satisfying itself that the Risk Management Framework implements a robust system of risk management; and
- detecting, evaluating, monitoring and reviewing risks.

The Board delegates the administration of the Risk Management Framework to the Committee, in accordance with the Audit and Risk Committee Charter, which is available on the Corporate Governance section of the Company's website. The Board will review the effectiveness of the Company's risk management twice every year in accordance with the Company's half year review and full year audit.

The Board and ARC reviews the risk management policy at least annually to ensure it continues to be sound and that Trajan is operating with due regard to risk parameters set by the Board.

Internal audit

The Board considers the Company is not yet of a sufficient size for a formal internal audit function. The Company relies on the external auditor and management to identify areas of non-compliance with internal controls which are then reported to the Audit and Risk Committee. As Trajan's business operations continue to develop, the Board, with the assistance of the ARC, will review the need for establishing an independent internal audit function.

Economic, environmental, and social sustainability risk

Trajan seeks continuous improvement of environmental sustainability, focusing on major impact areas such as responsible consumption and production and waste reduction.

An assessment of key risks was undertaken at the time of admission to ASX in May 2021 and these are set out in Section 5 of the Prospectus. Specific risks disclosure is also included in the Operational Review section of the Annual Report, which is available on the Company's website.

In FY23 the Company formalised a program to establish an ESG program with a cross functional team responsible for assessing ESG materiality specifically to Trajan and the industry in which it operates. An overview of the focus and activity during the year is available on page 19 of the Annual Report. The Company will be reporting at least annually on its priorities and progress.

Included in the Board skills matrix which was completed by all Directors during the reporting period was an additional skill / experience category of 'ESG experience'. It was noted that overall the Board have a sound working knowledge and understanding of ESG related matters.

The Board has not identified any material exposure to environmental and social sustainability risks.

Principle 8: Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Remuneration and Nomination Committee

As detailed in Principle 4 above, the Board has established a Remuneration and Nomination Committee (**RNC**), which comprises John Eales AM (Chair), Tiffany Lewin, Dr Rohit Khanna and Sara Watts.

A copy of the charter for the RNC is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

The RNC assists the Board with fulfilling its responsibilities to Shareholders and other stakeholders to ensure that the Company:

- has coherent and appropriate remuneration policies and practices which enable Trajan to attract and retain Directors and executives who will create value for Shareholders;
- fairly and responsibly remunerates Directors and executives having regard to the Company's performance, the performance of the executives and the general market environment;
- has policies to evaluate the performance and composition of the Board, individual Directors and executives on (at least) an annual basis with a view to ensuring that the Company has a Board of effective composition, size and diversity, expertise and commitment to adequately discharge its responsibilities and duties;
- has adequate succession plans in place (including for the recruitment or appointment of Directors and management); and
- has policies and procedures that are effective to attract, motivate and retain appropriately skilled and diverse people that meet the Company's needs and that are consistent with the Company's strategic goals and human resource objectives.

The Committee meets as frequently as required to undertake its role effectively, but no less than twice per year.

Details regarding the number of meetings of the RNC and the attendance at those meetings during the reporting period, are provided in the 2023 Annual Report.

Remuneration Policies and practices

The Company's policies and practices regarding the remuneration of non-executive directors, executive directors and other senior executives are set out in detail in the RNC Charter and the Remuneration Report (which forms part of all Annual Reports released by the Company).

Securities trading policy

The Company has adopted a policy for trading in securities which is intended to explain the types of dealings in securities that are prohibited under the Corporations Act and establish a best practice procedure for the buying and selling of securities that protects the Company and its Directors and employees against the misuse of unpublished

information which could materially affect the value of securities. The policy applies to all Directors, management, officers, senior executives and employees of the Company and its related bodies corporate and their connected persons (Relevant Persons).

The Securities Trading Policy will be reviewed periodically as determined by the Company.

A copy is available on the Company's website: <https://investor.trajanscimed.com/corporate-governance>

The policy provides that Relevant Persons must not deal in the Company's securities:

- when they are in possession of price-sensitive or 'inside' information or the Company is in possession of price-sensitive or 'inside' information and has notified them, they must not deal in the Company's securities;
- on a short-term trading basis (which excludes exercising rights under an equity plan and electing to immediately sell those shares issued on exercise of the rights); or
- during trading "blackout periods" (except in exceptional circumstances).