

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Resonance Health Limited

ABN/ARBN

96 006 762 492

Financial year ended:

30 June 2024

Our corporate governance statement<sup>1</sup> for the period above is enclosed with this Appendix 4G and can also be found at:<sup>2</sup>

☐ These pages of our annual report:

☒ This URL on our website:

<https://www.resonancehealth.com/investor/>

The Corporate Governance Statement is accurate and up to date as at **30 June 2024** 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: 30 August 2024

Name of authorised officer authorising lodgement:

Mitchell Wells, non-executive director and company secretary.

<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 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>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="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <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 <b>OR</b> <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 <b>OR</b> <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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<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/”).

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

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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:	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>
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:  <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:  <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a> and the information referred to in paragraphs (4) and (5) at: see the Company's FY2024 Annual Report which will be lodged on the ASX at the same time as this Appendix 4G <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a></p> <p>[If the entity complies with paragraph (b):]</p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ 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 at:</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input type="checkbox"/> and we have disclosed our board skills matrix at:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: see the Company's FY2024 Annual Report which will be lodged on the ASX at the same time as this Appendix 4G</p> <p>and, where applicable, the information referred to in para (b) at: and the length of service of each director at: see the Company's FY2024 Annual Report which will be lodged on the ASX at the same time as this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</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 <b>in full</b> for the <b>whole</b> 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>
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 <b>OR</b> <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 <b>OR</b> <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 <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<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 at: <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a>	<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: <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a>	<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: <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a>	<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: <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
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><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: see the Company's FY2024 Annual Report which will be lodged on the ASX at the same time as this Appendix 4G and also see at <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a></p> <p>and the information referred to in paragraphs (4) and (5) at: see the Company's FY2024 Annual Report which will be lodged on the ASX at the same time as this Appendix 4G and also see at <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<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="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a>	<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
<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="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a>	<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: <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a>	<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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<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, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a></p> <p>and the information referred to in paragraphs (4) and (5) at: see the Company's FY2024 Annual Report which will be lodged on the ASX at the same time as this Appendix 4G and also see at <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at:</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: <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	<input type="checkbox"/> <i>[If the entity complies with paragraph (a):]</i> and we have disclosed how our internal audit function is structured and what role it performs at: ..... <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: ..... <i>[insert location]</i>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: <i>see the Company's FY2024 Annual Report which will be lodged on the ASX at the same time as this Appendix 4G</i> and, if we do, how we manage or intend to manage those risks at:	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):]</p> <p>and we have disclosed a copy of the charter of the committee at: <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a> and the information referred to in paragraphs (4) and (5) at: <a href="http://www.resonancehealth.com/investor/">http://www.resonancehealth.com/investor/</a></p> <p>[If the entity complies with paragraph (b):]</p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ 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 type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>see the Company's FY2024 Annual Report, and particularly the Remuneration Report, which will be lodged on the ASX at the same time as this Appendix 4G</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></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 type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at:</p> <p>.....</p> <p>[insert location]</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></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

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> 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 type="checkbox"/> and we have disclosed information about the processes in place at: ..... [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <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 <b>OR</b> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <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 <b>OR</b> <input 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
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<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

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:	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>
-	<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><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

**RESONANCE HEALTH LTD**  
**CORPORATE GOVERNANCE STATEMENT**  
**2024**

This Corporate Governance Statement outlines the governance practices that were in place during the financial year, which comply with the Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) (**Corporate Governance Principles & Recommendations**) as published by the Australian Securities Exchange (**ASX**) Corporate Governance Council, unless otherwise stated. Where a recommendation has not been followed, this is stated along with an explanation for the departure.

**PRINCIPLE 1 - Lay solid foundations for management and oversight**

The Board of Resonance Health Ltd (**Resonance Health** or **Company**) is the governing body of the Company. The Board and the Company act within a statutory framework – principally the Corporations Act 2001 (**Corps Act**), and the Company's constitution (**Constitution**). Subject to this statutory framework, the Board has the authority and the responsibility to control the affairs of Resonance Health. The Board must ensure that the Company acts in accordance with prudent commercial principles consistent with the objective of maximising the Company's long-term value.

**Principle 1.1**

The Company has established and disclosed those matters expressly reserved to the Board, in the Company's Board Charter which can be viewed on the "Investor Centre" link on the Company's website. The Board Charter summarises the role, responsibilities, policies, and processes of the Board and sets out the Board's approach to corporate governance.

Details of matters reserved to the Board and delegated to the CEO are outlined in the Board Charter. The Company undertakes appropriate checks before appointing a person or putting forward to security holders a candidate for election as a director and security holders are provided with all material information in the Company's possession relevant to a decision on whether to elect or re-elect a director. The primary responsibilities of the Board, as set out in the Board Charter, include:

- Charting the direction, strategies and financial objectives of the group.
- Ensuring that appropriate resources are available to deliver on the direction, strategies and financial objectives.
- Monitoring the implementation of those policies and strategies and the achievement of those financial objectives.
- Monitoring compliance with control and accountability systems, regulatory requirements and ethical standards.
- Ensuring the preparation of accurate financial reports and statements.
- Reporting to shareholders and the investment community on the performance and state of the Company.
- Appointing and monitoring the performance of senior executives.
- Establishing proper succession plans for the management of the Company.

The Board Charter summarises the role and responsibilities of the Chairperson, Chief Executive Officer (**CEO**), and the Company Secretary. The Board delegates responsibility for the day-to-day management of the Company to the CEO. However, the CEO must consult with the Board on matters that are sensitive, extraordinary or of a strategic nature. The Company Secretary supports the effectiveness of the Board.

**Principle 1.2**

The Company conducts due diligence and/or reference checks and other appropriate checks before appointing a director or a senior executive, and subject to these checks being satisfactory, an appointment may be made. The Company discloses all relevant material information on such persons in its possession, to security holders relevant to a decision of the security holders on whether to elect or re-elect a director.

**Principle 1.3**

The Company has a written agreement with each director and senior executive setting out the terms of their appointment, and the Company complied with this recommendation for the duration of the reporting period.

#### **Principle 1.4**

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board, and separate functions of the Board and management existed and were practised for the duration of the year.

#### **Principle 1.5**

During the 2024 financial year, the Company introduced and adopted a formal Diversity Policy, a copy of which is available on the Company's website. Pursuant to the Diversity Policy the Company recognises the benefits of diversity in the workplace and the policy establishes a framework within which the Board may elect to develop measurable objectives for diversity. At present the Board has not yet set measurable objectives, with the first stage of the evolution being the formal adoption of a Diversity Policy.

In addition to the Diversity Policy, pursuant to the Company's Code of Conduct all personnel must be treated with respect and not discriminated against either during their employment or through recruitment action, with respect to their gender, age, race, religion, cultural background, material status, sexual orientation, or disability. Resonance Health notes that there is occasionally some difficulty achieving diversity across all areas of the Company due to the relatively small size of the Company's workforce, which is not to diminish the Board's commitment to the aspiration of achieving a high mix of diversity in the workplace.

The Board confirms the Company's compliance with Principle 1.5 for the duration of the year, except as noted above. The respective proportions of men and women in the Resonance Health workplace are as follows:

	<b>No. of Employees</b>	
	<b>Male</b>	<b>Female</b>
Non-Executive Directors	5	0
Senior executive officers	7	5
<u>Other managers &amp; employees</u>	<u>20</u>	<u>22</u>
<b>Total employees</b>	<b>32</b>	<b>27</b>

#### **Principle 1.6**

The Company undertakes a periodical review evaluating the Board members. A questionnaire is distributed by the Company secretary to the directors and the directors provide their written responses. The responses are reviewed and discussed at a Board meeting. A questionnaire and a Board review was completed early in the reporting period, with respect to the previous reporting period. A review will likewise be completed for the FY24 reporting period and reviewed and discussed during the FY25 year.

#### **Principle 1.7**

The performance of senior executives is measured against key performance indicator (**KPI**) criteria agreed annually by the Board and is based predominantly on the achievement of milestones. A management review was undertaken during the reporting period and further details are available in the remuneration report which forms part of the Annual Report of the Company. Furthermore, during the year the Company appointed an independent third-party consultant to review aspects of the Company's remuneration practices.

### **PRINCIPLE 2 - Structure the Board to be effective and add value**

The composition of the Board has been determined based on providing the Company with the benefit of a range of technical, commercial, scientific, financial, and legal skills, combined with an appropriate level of experience at a senior corporate level. Details of each director's skills and experience are set out in the Directors' Report which forms part of the Annual Report of the Company.

#### **Principle 2.1**

The Board has a formal Remuneration & Nomination Committee (**RNC**) that is comprised of 4 non-executive directors and is chaired by Mr. Aaron Brinkworth who is an independent director. The majority of the RNC are independent

directors. The RNC is governed by a charter, a copy of which is available on the Company's website. The composition of the RNC along with their names and qualifications is contained in the Director's Report which forms part of the Company's Annual Report. The number of times the RNC met during the year is also disclosed there along with the attendance of individual RNC members.

#### **Principle 2.2**

The Board maintains a high-level skills matrix and reviews this in the context of the Company's requirements for a diverse set of skills on the Board. The skills matrix is not disclosed but the Board intends to do so in future periods. A description of the skills and experience of each director and their period of office is disclosed in the Directors' Report which forms part of the Annual Report of the Company.

#### **Principle 2.3**

The ASX guidelines recommend that a listed Company should have mostly independent directors and should disclose the names of the directors that it considers to be independent. This information, along with the length of service of each director is either set out below and/or it is disclosed in the Director's Report which forms part of the Company's Annual Report. A director is considered independent when they do not have any relationship with the Company that would be considered to materially affect the independence considerations (when viewed collectively) outlined in ASX Corporate Governance Council - Principle 2 Recommendation 2.4. In the context of director independence, 'materiality' is considered from both the Company and individual director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. During the year, the directors and the Board's assessment of their independence were as follows:

- Dr Martin Blake – independent – Chairperson of the Board & non-executive director
- Mr Simon Panton – not independent (substantial shareholder) – non-executive director
- Dr Travis Baroni – independent – Chair of Audit & Risk Committee – non-executive director
- Mr Aaron Brinkworth – independent – Chair of the Remuneration & Nomination Committee – non-executive director
- Mr Mitchell Wells – not independent (was MD in the past 3 years) – non-executive director & Company secretary

#### **Principle 2.4**

The Board was comprised of mostly of independent directors for the entirety of the reporting period, as outlined above and the Directors' Report which forms part of the Company's Annual Report.

#### **Principle 2.5**

The Chairperson of the Board is an independent director, and he is not the same person as the CEO of the Company or the CEO of any group company. The role of Chairperson was always performed by an independent director for the duration of the year.

#### **Principle 2.6**

The Company has a process for inducting new directors, and this is facilitated by the Company secretary and/or the Company's CFO. The Chairperson of the Remuneration & Nomination Committee may also play a role in induction. The Remuneration & Nomination Committee periodically reviews the Board's composition and considers whether additional professional development would be beneficial for directors. Directors are subject to re-election by rotation at annual general meetings (AGMs) as stipulated in the Corps Act and the Constitution. There is no maximum term for Non-executive Director appointments. Newly appointed Directors must seek re-election at the first general meeting of shareholders following their appointment.

### **PRINCIPLE 3 – Instil a culture of acting lawfully, ethically, and responsibly**

#### **Principle 3.1**

The Board places great emphasis on ethics and integrity in all its business dealings. With respect to Principle 3.1 the Board expects the business practices and ethics exercised by individual directors and key executives to be of the highest standards. The Company articulates and discloses its values in various charters, policies and procedures, including a



Code of Conduct, Board Charter, Continuous Disclosure Policy, Securities Trading Policy, Audit & Risk Committee Charter, Remuneration & Nomination Committee Charter, and Whistleblower Protection Policy. All these documents are available on the Company's website.

### **Principle 3.2**

The Company articulates and discloses its values in a Code of Conduct, a copy of which is available on the Company's website. Among other things, the Code of Conduct covers the following:

- Practices necessary to maintain confidence in the Company's integrity.
- Practices necessary to consider their legal obligations and the expectations of shareholders.
- Responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

### **Principle 3.3**

The Company has a Whistleblower Protection Policy which can be viewed on the Company's website.

### **Principle 3.4**

During the year the Board formally adopted an Anti-bribery & Corruption Policy which in the last reporting period was in the process of being finalised. A copy of the Anti-bribery & Corruption Policy has been published and is available on the Company's website.

## **Principle 4 – Safeguard the integrity of corporate reports**

### **Principle 4.1**

The Board has established an Audit & Risk Committee that operates in accordance with the Company's Audit & Risk Charter, a copy of which can be viewed on the Company's website. The Audit & Risk Committee assists with the management of internal controls to deal with both the effectiveness and efficiency of significant business processes, including the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information. The Committee also provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial reports.

ASX Corporate Governance Council Principle 4.1 recommends that the Audit Committee should consist only of non-executive directors with mostly independent directors, and that it be Chaired by an independent director who is not Chairperson of the Board, and that it have at least three members. All members of the Audit & Risk Committee are non-executive directors, and the majority are independent directors. The members of the Audit & Risk Committee during the financial year were:

- Mr Travis Baroni (Chairperson) - independent
- Dr Martin Blake - independent
- Mr Simon Panton - not independent

The qualifications of each member of the Audit & Risk Committee and the number of meetings attended are detailed in the Directors' Report which forms part of the Company's Annual Report. The Audit & Risk Committee generally invites the CEO, Company secretary, and the external auditors to attend meetings. The Company discloses its Audit & Risk Committee Charter on the Company's website. The Company has complied with the ASX Corporate Governance Council Principle 4.1 Recommendation.

### **Principle 4.2**

In accordance with Recommendation 4.2, the Company's CEO and CFO provide written declaration statements at each financial reporting period regarding the integrity of the financial statements and the Company's risk management and internal compliance and control systems.

### **Principle 4.3**

In relation to audited periodic reports, the Company's external auditor is invited to attend meetings of the Audit & Risk Committee, and present to the Committee and/or the Board, at least annually. To safeguard the integrity of audits the Company's external auditors have a policy for the rotation of audit engagement partners. The external auditors attend the Company's annual general meeting, and they are available to receive questions from shareholders regarding the conduct of the audit and the preparation and content of the auditor's report.

## **PRINCIPLE 5 – Make timely and balanced disclosure**

### **Principle 5.1**

The Company complies with disclosure requirements to ensure that Resonance Health manages the disclosure of price sensitive information effectively and in accordance with the requirements of regulatory bodies. The CEO and the Company secretary are authorised to communicate with shareholders and the market in relation to Board approved disclosures. The Company has a Continuous Disclosure Policy which is designed to ensure compliance with the ASX Listing Rules pertaining to continuous disclosure and accountability at a senior executive level for that compliance. The Company's Continuous Disclosure Policy is available through the Company's website.

### **Principle 5.2**

The Company has a policy of providing the Board with a copy of all public market disclosures prior to, or immediately after, the release of such disclosure. Where practicable the Board is invited to provide comments to the CEO or CFO on such disclosures.

### **Principle 5.3**

In accordance with the Company's Continuous Disclosure Policy, all announcements made to the ASX are placed on the Company's website after public release on the ASX. Furthermore, any new substantive investor or analyst presentation is lodged on the ASX platform prior to the commencement of such presentation. The Board complied with the ASX Corporate Governance Council Principle 5 Recommendations during the year.

## **PRINCIPLE 6 – Respect the rights of security holders**

### **Principle 6.1**

The Company has a Communications Charter that sets out the Company's communications strategy with respect to shareholders including how to actively promote shareholder involvement in the Company. The Communication Charter aims to increase and improve the information available to shareholders through the Company's website.

### **Principle 6.2**

Company announcements, presentations to analysts, and other significant briefings are posted on the Company's website after release on the Australian Securities Exchange. The Company's website has functionality enabling investors and/or customers to contact the Company and the communication will be forwarded to the most appropriate person within the Company for a response.

### **Principle 6.3**

See responses to 6.1 and 6.2 above, especially in relation to the Company's Communications Charter. The Board complied with the ASX Corporate Governance Council Principle 6 Recommendation for the full duration of the year.

### **Principle 6.4**

Starting at the Company's most recent AGM in 2023, all resolutions put to security holders at meetings of security holders are decided on a poll rather than by a show of hands. This does not diminish the Board's commitment to two-

way communication at security holder meetings or otherwise. Security holders are invited to ask questions of the Board and/or management at meetings of security holders.

#### **Principle 6.5**

Consistent with the Company's Communications Charter, all security holders can receive communications from or in relation to the Company via electronic means. The Company's share registry is Automic and their systems are very electronic friendly for security holders. Security holders may lodge a proxy for meetings via the Automic registry user portal. Investors and/or customers can sign up to receive information on the Company from the Company's website.

### **PRINCIPLE 7 – Recognise and manage risk**

#### **Principle 7.1**

The Board has established an Audit & Risk Committee comprising of 4 directors most of whom are independent, and the Committee is chaired by an independent non-executive director. The Audit & Risk Committee is governed by the Audit & Risk Committee Charter which can be viewed on the Company's website. The members of the Committee and their attendance at meeting of the Committee during the year are included in the Directors' Report which forms part of the Company's Annual Report.

#### **Principle 7.2**

The Audit & Risk Committee and the Board is working on a comprehensive risk review, which is in addition to the extensive quality and regulatory regime in which the Company operates (being medical services and medical devices). The Company expects to perform this review in the FY25 year, possibly with input from external consultants specialising in risk assessments. In accordance with the Company's Quality Management System (QMS), the Company already maintains a significant amount of risk management documentation, and procedures aimed at managing risk. As such, the Board considers that this recommendation was complied with for the duration of the year. The Board notes that the Company is periodically audited by Australian and global regulators including one or more of the Australian TGA and the US FDA. The Company's QMS requires the appointment of a 'Management Representative' that reports directly to the Board and this person is the CEO of the Company. The Company also has in place classes of insurance at levels which are recommended for its size and operations. Management has reported the effectiveness of the Company's management of its material business risks to the Board during the reporting period. The Company's Audit & Risk Committee Charter is available on the Company's website.

#### **Principle 7.3**

Due to the Company's size no separate internal audit function has been established, noting that the Company maintains a comprehensive QMS to international standards ISO13485:2016, which was maintained for the full duration of the financial year, and which encompass formal risk analysis processes.

#### **Principle 7.4**

The Company does not have material exposure to economic, environmental, and social sustainability risks other than normal trading business risks, and other than as outlined in the Company's Annual Report. The Company's ability to trade is contingent upon the Company maintaining registrations and clearances to sell its products and services in various jurisdictions including the USA, UK, EU, and Australia. Should these clearances not be forthcoming or discontinued, the Company could suffer economic risk.

### **PRINCIPLE 8 – Remunerate fairly and responsibly**

#### **Principle 8.1**

The Board has established a Remuneration & Nomination Committee (RNC) which is chaired by an independent non-executive director, and which is comprised of mostly independent directors, all of whom are non-executive directors. The Committee is chaired by Mr. Aaron Brinkworth who is an independent director, and most of the Committee are independent directors. The RNC is governed by the Remuneration & Nomination Committee Charter, a copy of which is

available on the Company's website. The composition of the RNC along with their names and qualifications is contained in the Director's Report which forms part of the Company's Annual Report. The number of times the RNC met during the year is also disclosed there along with the attendance of individual RNC members. The members of the RNC during the year are outlined under Principle 2 above.

#### **Principle 8.2**

The RNC regularly reviews the level and composition of remuneration of non-executive directors, executive directors (if any), and senior management with regards to industry best practice, Company and individual performance. All employees receive a base salary and superannuation, and some senior executives receive a short-term bonus based on achievement of KPIs. The Company has a Long-Term Incentive Plan (Employee Share Incentive Plan) (**LTIP**). Directors do not receive any equity-based remuneration unless specifically approved by shareholders by resolution at a meeting of shareholders. Details on the remuneration practices of the Company are included in the Remuneration Report which forms part of the Company's Annual Report.

#### **Principle 8.3**

The Company does not have a written policy specifically on whether participants are permitted to enter transactions (whether through using derivatives or otherwise) which limit the economic risk of participating in the LTIP. However, the Directors discourage employees from doing so especially if it is a short-term trading activity. The Company's Securities Trading Policy emphasizes the strict prohibition on personnel acting on material information until it has been released to the market and an adequate time has been given for this to be reflected in the securities' prices. The Company's Securities Trading Policy is disclosed on the Company's website.