

# Corporate Governance Statement

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## Neurotech International Limited ACN 610 205 402 (Company)

### Overview

The Company's Board of Directors (**Board**) is responsible for the overall corporate governance of the Company, and it recognises the need for the highest standards of ethical behaviour and accountability. It is committed to administering its corporate governance structures to promote integrity and responsible decision making. Accordingly, the Company has, where appropriate, sought to adopt the 'Corporate Governance Principles and Recommendations' (Third Edition) (**ASX Recommendations**) published by the ASX Corporate Governance Council.

The corporate governance principles and practices adopted by the Company may depart from those generally applicable to ASX-listed companies under ASX Recommendations where the Board considers compliance is not appropriate having regard to the nature and size of the Company's business. The Board will consider on an ongoing basis its corporate governance procedures and whether they are sufficient given the Company's nature of operations and size.

The Company's Corporate Governance policies are available on the Company's website:

<http://neurotechinternational.com/investor-centre/corporate-governance>

The Company sets out below its "if not why not" report in relation to those matters of corporate governance where the Company's practice departs from the ASX Recommendations to the extent that they are currently applicable to the Company. This statement is current as at 10 July 2017 and has been approved by the Board.

### ASX Corporate Governance Principles and Recommendations

**1. Principle 1: Lay a solid foundation for management and oversight – companies should establish and disclose the respective roles and responsibilities of board and management and how their performance is monitored and evaluated.**

**1.1 Recommendation 1.1**

A listed entity should disclose:

- (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.

**Compliance with ASX Recommendation: followed**

Under the Company's board charter, the Board is responsible for the overall operation and stewardship of the Company and its subsidiaries and, in particular, is responsible for:

- (a) providing leadership and setting the strategic objectives of the Company;
- (b) appointing the chairperson of the Board (Chairperson) and, if the Company has one, the deputy Chairperson and/or the "senior independent director";
- (c) appointing and, when necessary, replacing the chief executive officer (CEO);
- (d) approving the appointment and, when necessary, replacement of other senior executives;
- (e) overseeing management's implementation of the Company's strategic objectives and its performance generally;

- (f) approving operating budgets and major capital expenditure;
- (g) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (h) overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (i) ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;
- (j) approving the Company's remuneration framework; and
- (k) monitoring the effectiveness of the Company's governance practices.

In addition to the responsibilities listed above, the Board has the following particular responsibilities with respect to legal and compliance matters:

- (l) Ensure that procedures are in place designed to verify the existence and effectiveness of accounting and financial systems and other systems of internal control and business risk management.
- (m) Review the procedures the Company has in place to ensure compliance with laws and regulations.
- (n) Review the procedures in place to ensure compliance with insider trading laws, continuous disclosure requirements and other best practice corporate governance processes, including requirements under the ASX Listing Rules and the Corporations Act.

The responsibility for the day-to-day operation and administration of the Company is delegated by the Board to senior management. The Board ensures that the senior management team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of senior management and executive directors.

Whilst there is a clear division between the responsibilities of the Board and management, the Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board.

The Board has a number of mechanisms in place to ensure this is achieved including:

- (o) Board approval and monitoring of a strategic plan;
- (p) approval of annual and semi-annual budgets and monitoring actual performance against budget; and

procedures are in place to incorporate presentations to each Board meeting of the company's financial position and performance and the Company's operations.

A copy of the Board Charter is available at <http://neurotechinternational.com/investor-centre/corporate-governance>

## 1.2 Recommendation 1.2

A listed entity should:

- (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and
- (b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.

***Compliance with ASX Recommendation: followed***

The Company conducts specific checks of candidates prior to their appointment or nomination for election by shareholders. The Company does not propose to conduct specific checks prior to nominating an existing Director for re-election by shareholders at a general meeting on the basis that this is not considered necessary in the Company's circumstances.

The Board has assessed each Director prior to their election or appointment, and it considers that each candidate has had appropriate experience that was of value to the Company and had a strong professional reputation in their relevant industry.

As a matter of practice, the Company includes in its notices of meeting a brief biography of each Director who stands for election or re-election. The biography sets out the relevant qualifications and professional experience of the nominated Director for consideration by shareholders.

**1.3 Recommendation 1.3**

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

***Compliance with ASX Recommendation: followed***

The Company seeks to engage or employ its Directors and other senior executives under written agreements setting out key terms and otherwise governing their engagement or employment by the Company.

The Company's Executive Directors are employed pursuant to written employment agreements with the Company and each Non-Executive Director is engaged under a letter of engagement.

**1.4 Recommendation 1.4**

The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

***Compliance with ASX Recommendation: followed***

The Company Secretary reports directly to, and is accountable to, the Board through the Chairman in relation to all governance matters.

The Company Secretary advises and supports the Board members on general governance matters, implements adopted governance procedures, and coordinates circulation of meeting agendas and papers.

## 1.5 Recommendation 1.5

A listed entity should:

- (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;
- (b) disclose that policy or a summary of it; and
- (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:
  - (i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or
  - (ii) 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.

### ***Compliance with ASX Recommendation: followed***

The Company has adopted a Diversity Policy pursuant to which, among other things, the Board: Establishes, and reviews on an annual basis, measurable objectives for achieving improvement in the diversity mix of the workforce and particularly gender diversity; takes action to prevent and stop discrimination, bullying and harassment; and actively monitors recruitment, promotions and turnover.

The Company makes employment decisions based on the experience and qualities displayed by those people who apply for roles, and engages the person most suitable for the role which the Company is seeking to fulfil.

The Company discloses its diversity targets and progress towards achieving these objectives in the Company Annual Report.

A copy of the Diversity Policy is available at <http://neurotechinternational.com/investor-centre/corporate-governance>

## 1.6 Recommendation 1.6

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

### ***Compliance with ASX Recommendation: partly followed***

The Company does not have in place a formal process for evaluation of the Board, its committees and individual Directors.

The small size of the Board and the nature of the Company's activities make the establishment of a formal performance evaluation strategy unnecessary. Other than evaluation of the performance of the Directors by the Company's Nomination and Remuneration Committee, which is conducted in the context of remuneration reviews, performance evaluation is a discretionary matter for consideration by the entire Board and in the normal course of events the Board will review performance of the management, Directors and the Board as a whole.

The Company's CEO, who is a director of the Company, is subject an annual performance review which is performed by the Nomination and Remuneration Committee. Disclosure is made in the Company's Annual Report whether or not the CEO's performance review has been performed.

## 1.7 Recommendation 1.7

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of its senior executives; and
- (b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

### **Compliance with ASX Recommendation: followed**

Neurotech has a standardized process for evaluating the performance of all Neurotech employees, including those identified as Senior executives.

The performance evaluation process involves a mid-year and end of year evaluation. At the commencement of each year, objectives are set for all employees. In the mid-year evaluation the employees progress towards meeting these objectives is assessed. At the end of year evaluation the extent to which each employee has met their objectives is assessed and the employee is given an evaluation grade. The evaluation grade is used to determine the value of the employee's bonus, where that particular employee is entitled to a bonus under the terms of their employment.

Disclosure is made in the Company's Annual Report whether or not the performance reviews for senior executives have been completed.

## 2. Principle 2: Structure the Board to add value – a listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively

### 2.1 Recommendation 2.1

The board of a listed entity should:

- (a) have a nomination committee which:
  - (i) has at least three members, a majority of whom are independent directors; and
  - (ii) is chaired by an independent director,and disclose:
  - (iii) the charter of the committee;
  - (iv) the members of the committee; and
  - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

### **Compliance with ASX Recommendation: 2.1(a) partly followed**

The Company has a Nomination and Remuneration Committee which consists of two Directors, being Mr Peter Griffiths and Mr Peter O'Connor. Mr O'Connor is the chairman of the Committee and is Independent.

The membership of the Nomination and Remuneration Committee, its meetings and the attendees at those meetings is disclosed annually in the Directors' Report in the Company's Annual Report.

The Nomination and Remuneration Committee Charter is available at <http://neurotechinternational.com/investor-centre/corporate-governance>

## 2.2 Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

### ***Compliance with ASX Recommendation: not followed***

The Company does not currently have a skills or diversity matrix in relation the Board members. The Board considers that such a matrix is not necessary given the current size and scope of the Company's operations. The Board may adopt such a matrix at a later time as the Company's operations grow and evolve.

## 2.3 Recommendation 2.3

A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;
- (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 (in the ASX Recommendations) but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and
- (c) the length of service of each director.

### ***Compliance with ASX Recommendation: followed***

The Board currently comprises the following members:

#### **(d) Mr Peter O'Connor – Independent Non-Executive Chairman**

The Board (excluding Mr O'Connor) considers Mr O'Connor to be independent as he holds a small number of shares in the Company and is not involved in the day-to-day management of the Company.

#### **(e) Ms Cheryl Tan – Independent Non-Executive Director**

The Board (excluding Ms Tan) considers Ms Tan to be independent as she holds a small number of shares in the Company and is not involved in the day-to-day management of the Company.

#### **(f) Mr Peter Griffiths – Non-Executive Director**

The Board (excluding Mr Griffiths) does not consider Mr Griffiths to be independent as he holds a significant number of shares in the company.

#### **(g) Mr Simon Trevisan – Non-Executive Director**

The Board (excluding Mr Trevisan) does not consider Mr Trevisan to be independent as he is an associate of a substantial shareholder of the Company.

#### **(h) Mr Adrian Attard Trevisan – Non-Executive Director**

The Board (excluding Mr Trevisan) does not consider Mr Trevisan to be independent as he is a beneficiary of a trust which holds a significant number of a shares in the company.

#### **(i) Mr Wolfgang Johannes Storf – Executive Director**

The Board (excluding Mr Storf) does not consider Mr Storf to be independent as he is an

employee of the Company.

The length of service of each director is disclosed in the Company's Annual Report.

#### 2.4 Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

***Compliance with ASX Recommendation: not followed***

The Board does not comprise a majority of "independent directors", as two of the six directors are considered to be independent.

#### 2.5 Recommendation 2.5

The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

***Compliance with ASX Recommendation: followed***

The Chairman of the Company, Mr Peter O'Connor, is an independent director in accordance with the criteria for independence as outlined in ASX Recommendation 2.3.

#### 2.6 Recommendation 2.6

A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

***Compliance with ASX Recommendation: not followed***

The Company does not currently have a formal induction program for new Directors and does not have a formal professional development program for existing Directors. The Board does not consider that a formal induction program is necessary given the current size and scope of the Company's operations, though the Board may adopt such a program in the future as the Company's operations grow and evolve. The Board seeks to ensure that all of its members understand the Company's operations.

**3. Principle 3: Act ethically and responsibly – a listed entity should act ethically and responsibly**

**3.1 Recommendation 3.1**

A listed entity should:

- (a) have a code of conduct for its directors, senior executives and employees; and
- (b) disclose that code or a summary of it.

***Compliance with ASX Recommendation: followed***

The Board believes that the success of the Company has been and will continue to be enhanced by a strong ethical culture within the organisation.

Accordingly, the Company has established a Corporate Code of Conduct (**Code**) which aims to develop a consistent understanding of, and approach to, the desired standards of conduct and behaviour with which the Directors, officers, managers, employees and consultants of the Company are expected to comply.

The Code details the Company's expectations in relation to matters including:

- (a) Compliance with Laws and Regulations;
- (b) Conflicts of Interest;
- (c) Fair Dealing;
- (d) Use of Company assets and property;
- (e) Knowledge and Information;
- (f) Confidential Information;
- (g) Continuous disclosure and securities trading;
- (h) Health, Safety and Environment;
- (i) Employment practices, and;
- (j) Gifts and Entertainment.

Directors are expected to satisfy the higher standard of conduct that is becoming of a director, including with respect to fiduciary duties, conflicts of interest and insider trading.

The Code also outlines the requirement that breaches of of a law or this Code, should be brought to the attention of the Managing Director/CEO or the Company Secretary for guidance. The code clarifies that any person reporting such breaches will be protected from retribution.

A copy of the Code is available at <http://neurotechinternational.com/investor-centre/corporate-governance>



**4. Principle 4: Safeguard integrity in corporate reporting – a listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting**

**4.1 Recommendation 4.1**

The board of a listed entity should:

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

***Compliance with ASX Recommendation: 4.1(a) partly followed***

The Company has an Audit Committee and which has adopted an Audit Committee Charter.

The Audit Committee is comprised of three Directors, being Mr Peter Griffiths, Ms Cheryl Tan and Mr Simon Trevisan.

The Audit Committee is comprised of three members who are all non-executive Directors. Cheryl Tan is an independent director however the remaining members of the committee are not. The committee is chaired by Mr Peter Griffiths, he is not the Chairman of the board.

The membership of the Audit Committee, its meetings and the attendees at those meetings is disclosed annually in the Directors' Report in the Company's Annual Report.

The Audit Committee Charter is available at <http://neurotechinternational.com/investor-centre/corporate-governance>

**4.2 Recommendation 4.2**

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

***Compliance with ASX Recommendation: followed***

The Company obtains declarations from its CEO, Mr Wolfgang Storf, and Mr Simon Trevisan, a Non-executive director, before its financial statements are approved. The declaration is in the form referred to in ASX Recommendation 4.2.

The Company does not have a CFO.

#### 4.3 Recommendation 4.3

A 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.

***Compliance with ASX Recommendation: followed***

The Company requests that its external auditor attends each Annual General Meeting of the Company and is available to answer questions from shareholders in relation to the conduct of the audit and the preparation and content of the auditor's report.

#### 5. Principle 5: Make timely and balanced disclosure – 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

##### 5.1 Recommendation 5.1

A listed entity should:

- (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
- (b) disclose that policy or a summary of it.

***Compliance with ASX Recommendation: followed***

The Company is a “disclosing entity” pursuant to section 111AR of the Corporations Act and, as such, complies with the continuous disclosure requirements of Chapter 3 of the ASX Listing Rules and section 674 of the Corporations Act. Subject to the exceptions contained in the ASX Listing Rules, the Company is required to disclose to ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is committed to observing its disclosure obligations under the Corporations Act and its obligations under the ASX Listing Rules. All relevant information provided to ASX will be posted on the Company's website.

The Company has adopted a Continuous Disclosure Policy, the purpose of which is to:

- (a) ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules and, as much as possible, seeks to achieve and exceed best practice;
- (b) provide shareholders and the market with timely, direct and equal access to information issued by the Company; and
- (c) promote investor confidence in the integrity of the Company and its securities.

A copy of the Continuous Disclosure Policy is available at <http://neurotechinternational.com/investor-centre/corporate-governance>

**6. Principle 6: Respect the rights of security holders – A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively**

**6.1 Recommendation 6.1**

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

***Compliance with ASX Recommendation: followed***

Information on the Company's corporate governance, including copies of its various corporate governance policies and charters, is available at

<http://neurotechinternational.com/investor-centre/corporate-governance>

**6.2 Recommendation 6.2**

A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

***Compliance with ASX Recommendation: followed***

The Company has a Shareholder Communications Policy which facilitates effective two-way communication between the Company and its shareholders and potential investors. The policy establishes procedures for shareholder queries to be made to the Company Secretary generally at any time and also provides that shareholders are to be provided with opportunities to put questions to the Board at general meetings.

A copy of the Shareholder Communications Policy is available at

<http://neurotechinternational.com/investor-centre/corporate-governance>

**6.3 Recommendation 6.3**

A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

***Compliance with ASX Recommendation: followed***

As noted above, the Company has adopted a Shareholder Communications Policy.

In accordance with the Shareholder Communications Policy, the Company supports shareholder participation in general meetings and seeks to provide appropriate mechanisms for such participation. As a matter of practise, in its notices of meeting, the Company encourages those shareholders who cannot attend general meetings in person to appoint proxies on their behalf.

The Company's Shareholder Communications Policy sets out the Company's procedures in relation to shareholder participation.

Mechanisms for encouraging and facilitating shareholder participation will be reviewed regularly to encourage the highest level of shareholder participation.

**6.4 Recommendation 6.4**

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

***Compliance with ASX Recommendation: followed***

The Company considers that communicating with shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner.

The Company has, as a matter of practise, provided new shareholders with the option to receive communications from the Company electronically and the Company encourages them to do so. Existing shareholders are also encouraged to request communications electronically.

All shareholders that have opted to receive communications electronically are provided with notifications by the Company when an announcement or other communication (including annual reports, notices of meeting etc) is uploaded to the ASX announcements platform.

**7. Principle 7: Recognise and manage risk – a listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework**

**7.1 Recommendation 7.1**

The board of a listed entity should:

- (a) have a committee or committees to oversee risk each of which:
  - (i) has at least three members, a majority of whom are independent directors; and
  - (ii) is chaired by an independent director,  
and disclose,
    - (iii) the charter of the committee;
    - (iv) the members of the committee; and
    - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

***Compliance with ASX Recommendation: 7.1(a) followed***

The Company has a Risk Committee and which has adopted a Risk Committee Charter.

Risk Committee meetings are attended by three Directors, being Mr Wolfgang Storf, Mr Adrian Attard Trevisan and Mr Peter Griffiths or Mr Peter O'Connor depending on availability.

Mr Peter O'Connor is an independent director however the remaining members of the committee are not. The committee is chaired by Mr Peter Griffiths, he is not the Chairman of the board.

The membership of the Risk Committee, its meetings and the attendees at those meetings is disclosed annually in the Directors' Report in the Company's Annual Report.

The Risk Committee Charter is available at

<http://neurotechinternational.com/investor-centre/corporate-governance>

## 7.2 Recommendation 7.2

The board or a committee of the board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.

### ***Compliance with ASX Recommendation: partly followed***

The Board reviews assessments of the effectiveness of risk management and internal compliance and control for the Company on an ongoing basis.

As at the date of this statement, the company has not disclosed the fact that these reviews have been undertaken, but the Company intends to do so on an annual basis going forward.

## 7.3 Recommendation 7.3

A listed entity should disclose:

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

### ***Compliance with ASX Recommendation: 7.3(b) followed***

The Company does not currently have an internal audit function. This function is undertaken by the full Board.

The Company has adopted internal control procedures which are set out in its Audit Committee Charter. The Company's internal controls include the Audit Committee overseeing the following:

- (a) the adequacy and effectiveness of the Company's accounting and financial policies and controls, including periodic discussions with management and external auditors, seeking assurance of compliance with relevant regulatory and statutory requirements;
- (b) the Company's financial reporting process and reports on the results of its activities to the Board. Specifically, the Committee reviews with management and the external auditor, the Company's annual and interim financial statements and reports to Shareholders, seeking assurance that the external auditor is satisfied with the disclosures and content of those financial statements; and
- (c) the adequacy of the nature, extent and effectiveness of the internal control processes of the Company.

The Board considers that an internal audit function is not currently necessary given the current size and scope of the Company's operations.

As the Company's operations grow and evolve, the Board will reconsider the appropriateness of adopting an internal audit function.

#### 7.4 Recommendation 7.4

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

***Compliance with ASX Recommendation: followed***

The Company has a Risk Committee and other procedures to identify, mitigate and manage risks. No material exposure to economic, environmental or social sustainability risks has been identified.

**8. Principle 8: Remunerate fairly and responsibly – companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear**

**8.1 Recommendation 8.1**

The board of a listed entity should:

- (a) have a remuneration committee which:
  - (i) has at least three members, a majority of whom are independent directors; and
  - (ii) is chaired by an independent director,and disclose:
  - (iii) the charter of the committee;
  - (iv) the members of the committee; and
  - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

***Compliance with ASX Recommendation: 8.1(a) partly followed***

The Company has a Nomination and Remuneration Committee which consists of two Directors, being Mr Peter Griffiths and Mr Peter O'Connor. Mr O'Connor is the chairman of the Committee and is Independent.

The membership of the Nomination and Remuneration Committee, its meetings and the attendees at those meetings is disclosed annually in the Directors' Report in the Company's Annual Report.

The Nomination and Remuneration Committee Charter is available at <http://neurotechinternational.com/investor-centre/corporate-governance>

**8.2 Recommendation 8.2**

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

***Compliance with ASX Recommendation: followed***

The Company's policies and practices regarding the remuneration of Executive and Non-Executive Directors and other senior executives is set out in the Remuneration Report contained in the Company's Annual Report for each financial year.

### 8.3 Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- (b) disclose that policy or a summary of it.

**Compliance with ASX Recommendation: followed**

The Company's Securities Trading Policy includes a clause stating that:

*Where a Designated Person is entitled to equity-based remuneration arrangements, that Designated Person must not at any time enter into a transaction (e.g. writing a call option) that operates or is intended to operate to limit the economic risk of holdings of unvested Company Securities or vested Company Securities which are subject to a holding lock.*

The Company's Securities Trading Policy is available at

<http://neurotechinternational.com/investor-centre/corporate-governance>