

2023 Corporate Governance Statement

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The Pro Medicus Limited Board of Directors (**Board**) is pleased to present the Company's Corporate Governance Statement for 2023 (**Statement**). This Statement outlines our principal corporate governance practices in place during the financial year ended 30 June 2023. Copies of all governance documents referred to in this Statement can be found at Promed.com.au.

The Board and management team maintain high standards of corporate governance as part of our commitment to create and maintain value for our stakeholders through effective strategic planning, risk management, transparency, and corporate responsibility.

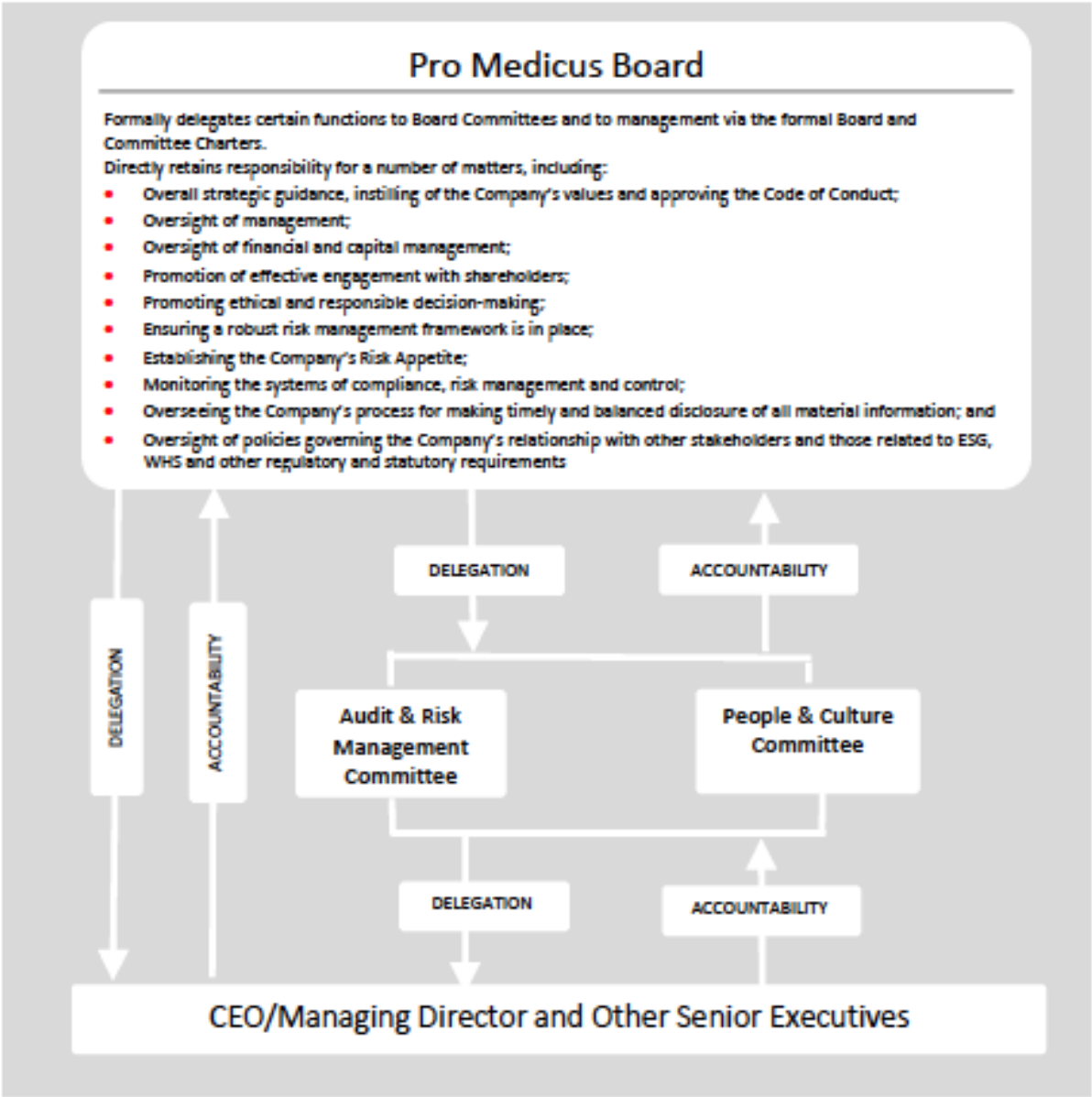
Our governance policies and practices have been largely consistent with the 4th edition of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (**ASX Governance Principles**) throughout the year. These policies and practices, together with reasons for any non-compliance with the ASX Governance Principles, are reflected in this Statement as well as our Appendix 4G.

We regularly review our governance practices both in consideration of Company's growth and emerging corporate governance developments and reported incidents affecting other company's operations such as cyber-attacks

Our governance framework ensures accountability, both of the Board and senior executives, to the Company and our shareholders. The diagram below summarises our governance framework, including the functions reserved for the Board. The functions carried out by the two standing Board Committees are outlined in section 2 of this Statement.

Charters and policies referred to in this Statement can be found at:
<http://www.promed.com.au/investors/corporategovernance/>

Diagram 1



2022-23 Areas of governance focus

Key areas of governance focus and activities undertaken by the Board, its Committees and management during 2022-23 included

- **Our People**
Implementing a *Group Remuneration Policy*. With assistance from an external consultant, the People and Culture Committee completed external benchmarking for remuneration assessments. Following this review, and in line with our pay-for-performance philosophy, a base pay adjustment was made to the remuneration of the CEO, Dr Sam Hupert.
 - Implementing a number of people initiatives following the strategic HR review to “future-proof” the workforce, including succession planning and the introduction of a talent program.
 - Conducting our first Employee Engagement Survey to measure our workforce’s connection and commitment to the company and its goals.
- **Governance**
 - risk reporting, risk appetite statement and governance frameworks adopted under the oversight of the Audit and Risk Management Committee
 - meeting with shareholders and proxy advisors as part of Pro Medicus’ ongoing engagement to discuss matters relating to our business performance, governance and remuneration
- **Board**
 - Undertook a review of the Risk Management Plan, a Board endorsed Risk Appetite Statement and Risk Register
 - Undertook a Board performance review with assistance from an external consultant

1 The Board of Directors

Relevant governance document:

- Board Charter
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1.1 The responsibilities of the Board

The Board is accountable to our stakeholders and as such the Board is responsible for demonstrating leadership, establishing strategic objectives, approving our statement of values and Code of Conduct, establishing acceptable levels of risk, and oversight of the management of the Company. To clarify the roles and responsibilities of directors and management and assist the Board in discharging its responsibilities, our Board operates under a formal Charter that sets out the functions reserved to the Board and provides for the delegation of functions to Board Committees and to senior management.

The Board has reserved for itself the specific responsibilities summarised in Diagram 1.

Further detail around the responsibilities reserved for the Board and those specifically delegated to the CEO are outlined in the Board Charter, which is reviewed on an annual basis to ensure that the division of functions between the Board and management continues to be appropriate for the needs of the Company.

Our Board has delegated specific authority to two Board committees, which assist the Board by examining various issues and making recommendations. A description of each committee and its responsibilities are set out in section 2 of this Statement.

1.2 Board composition

As at 30 June 2023 there were seven directors on our Board. Table 1 below sets out each director, the commencement of their tenure, and their status as an independent or non-independent director.

Table 1

| Director | Tenure commencement | Independent / Non-independent |
|---------------------|---------------------|--|
| Mr Peter Kempen | 12 March 2008 | Independent, non-executive director and Chairman |
| Dr Sam Hupert | 1 March 1983 | Non-independent, Chief Executive Officer and Managing Director |
| Mr Anthony Hall | 1 March 1983 | Non-independent, executive director |
| Mr Anthony Glenning | 1 May 2016 | Independent, non-executive director |
| Dr Leigh Farrell | 8 September 2017 | Independent, non-executive director |
| Ms Deena Shiff | 1 August 2020 | Independent, non-executive director |
| Ms Alice Williams | 1 September 2021 | Independent, non-executive director |

Directors' qualifications and experience are contained in the Directors' Report in our Annual Report, including details of their other listed entity directorships. This information can also be found on the Company's website.

1.3 Director independence

Pro Medicus recognises that independent directors have an important role in assuring shareholders that the Board is able to act in the best interests of the Company and independently of management.

Because of this, the Board assesses all directors' independence annually. Our criteria for assessing director independence aligns with the guidance provided in the ASX Governance Principles.

Information about any such interests or relationships, including any related financial or other details, is assessed by the Board to determine whether the interest, position, or relationship could, or could reasonably be perceived to, materially interfere with the exercise of a director's unfettered and independent judgement. As part of this process, the Board considers each of the factors relevant to assessing the independence of a director set out in Box 2.3 of the ASX Governance Principles and other facts, information, and circumstances that the Board considers relevant. The Board considers the materiality of any given relationship on a case-by-case basis.

The Board also assesses the independence of new directors prior to their appointment.

The findings of the annual review of director independence are considered by the Board.

As illustrated in Table 1, the following directors have been determined as being independent as at 30 June 2023 – Mr Anthony Glenning, Dr Leigh Farrell Ms Deena Shiff and Ms Alice Williams. Our Board has made this assessment on the basis that none of these directors has been employed in an executive capacity by the Company within the last three years, has had a material business relationship with the Company within the last three years, is a substantial holder of Pro Medicus shares or fall within any other criteria listed in Box 2.3 of the ASX Governance Principles.

Further rationale for the determination of these directors being independent is they conduct themselves at arm's length in their engagement with the Company and bring their considerable skillsets to bear on matters before the Board. The approach of these directors to matters of the Board is always independent in both appearance and in fact.

Mr Peter Kempen was appointed as a non-executive director in March 2008. Despite his length of tenure and level of shareholding in the Company, the Board has concluded he should be classified as an independent director. The basis of this conclusion is that he is non-executive, conducts himself at arm's length, brings his expertise to Board deliberations and always acts independent in appearance and in fact.

Dr Sam Hupert and Mr Anthony Hall, by virtue of their executive positions with the Company, are considered non-independent, based on the criteria in Principle 2 of the ASX Governance Principles.

Based on these assessments, our Board has a majority of independent directors.

1.4 Our Chairman

As noted above, the directors have elected Mr Peter Kempen as Chairman of the Board. Mr Kempen is considered to be independent, and the rationale for his appointment is outlined above. He is non-executive, and his role is outlined in the Board Charter. The duties of the Chairman and the CEO are carried out by separate people.

1.5 Relationship between the Board and our CEO

Our CEO oversees the day-to-day management of the business and, with the support of senior management, reports to the Board on the exercise of his delegated authority. Our CEO has been delegated the authority to manage the Company in accordance with the strategy, plans and policies approved by the Board. The delegations are reviewed by the Board from time to time.

Our non-executive directors have the opportunity to meet at each Board meeting without the CEO or management present.

1.6 Nomination and appointment of Directors

When considering the appointment of directors to the Board, a formal process is undertaken to identify various candidates, with interviews held and appropriate background checks carried out. In addition, the Board considers and formally resolves to support the election or re-election of directors to shareholders at general meetings/annual general meeting.

Before director candidates are selected, the Board considers the current collective skills and competencies and assesses its needs at that time and into the future and develops selection criteria for the candidates. Candidates are required to disclose their other commitments and confirm that they are able to dedicate sufficient time to their duties. A shortlist of candidates is considered by the Board relative to its selection criteria.

We provide shareholders, in the notice of meeting, with relevant information in our possession to assist them to make an informed decision on all directors standing for election or re-election. This information includes biographical details, covering relevant qualifications, experience, and skills directors bring to the Board, details of any other material directorships currently held by the candidate, the term of office currently served by the directors, a statement on the independence of the candidate and the reasons why, and a statement by the Board as to whether it supports the election or re-election of the candidate and the reasons why.

Directors are elected or re-elected in accordance with the Company Constitution, the *Corporations Act 2001* (Cth) (**Corporations Act**), and the ASX Listing Rules. At our 2022 Annual General Meeting, Mr Peter Kempen was re-elected, Mr Anthony Glenning was re-elected, and Dr Sam Hupert was re-elected by shareholders.

1.7 Induction and ongoing development

A director induction program has been designed, and our directors are expected to participate in this induction and orientation program on appointment. In addition, industry updates are regularly provided to the Board to ensure they are informed about developments within the company and the industry in which it operates.

1.8 Knowledge, skills, and experience

Last financial year, the Board established a Board Skills Matrix that outlines the skills and experience considered by the Board to be important for its directors to collectively possess. These skills are set out in Table 2, with each considered a competency that the Board believes it requires to effectively discharge its duties. In establishing the Board Skills Matrix, the Board identified that, collectively, the Board does have the necessary mix of skills and experience appropriate to the current size and complexity of the Company's business. However, there were several emerging areas identified where there are skills gaps and the Board is supplementing their collective skillset with external advisors who are experts in these areas.

The Board Skills Matrix and competency descriptions will be reviewed annually to ensure the skills remain relevant to the Company.

Diagram 2 illustrates the number of directors that have a level 3, 'high', or level 2, 'medium' competency, and experience in the described skill (where directors were asked to rate their own competency level for each skill) as follows:

High: Strong working knowledge or expertise and experience;

Medium: Solid working knowledge and some experience; and
Low: Limited knowledge and not an area of experience.

These numbers are extracted directly from the Board Skills Matrix, where directors rate their level of competence in each identified skill.

In addition to the skills and experience set out in Table 2, we consider that each director has the following attributes:

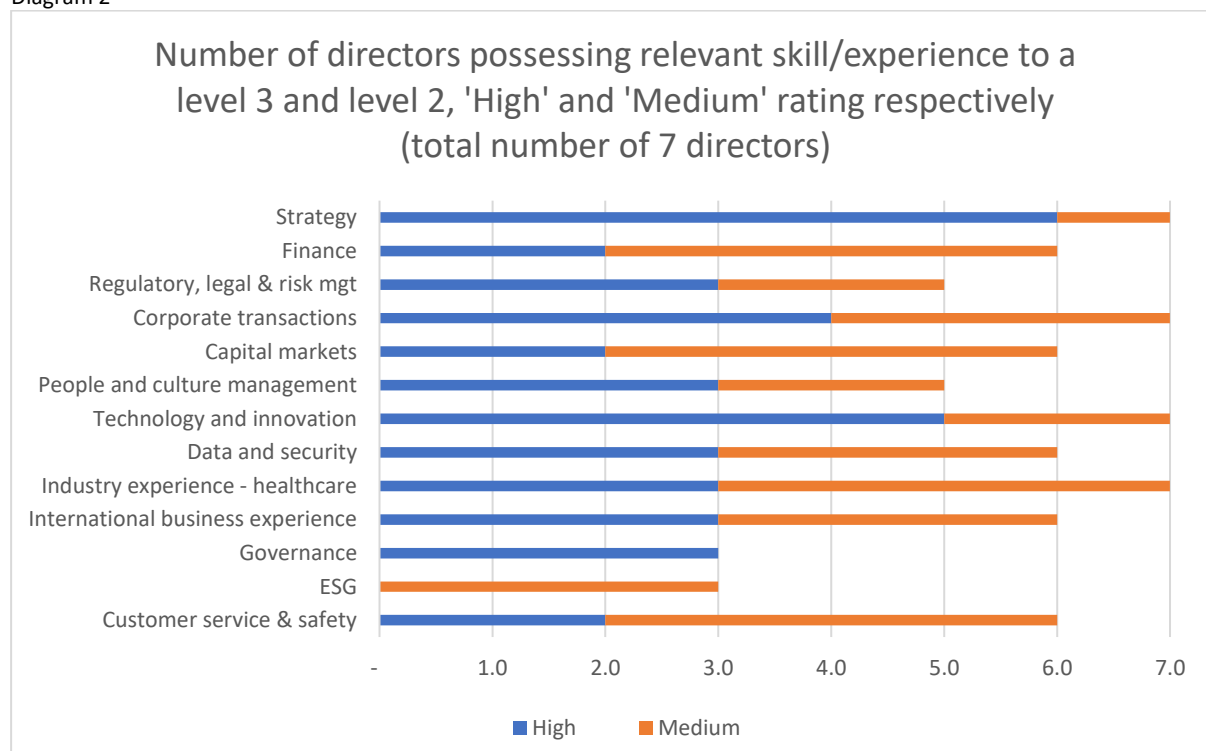
- honesty and integrity;
- the ability to think strategically;
- the time available to devote to Pro Medicus' business;
- a willingness to question and challenge; and
- a commitment to the highest standards of governance.

All directors are expected to use their range of relevant skills, knowledge and experience, and to apply their judgement, to all matters discussed at Board meetings.

Table 2

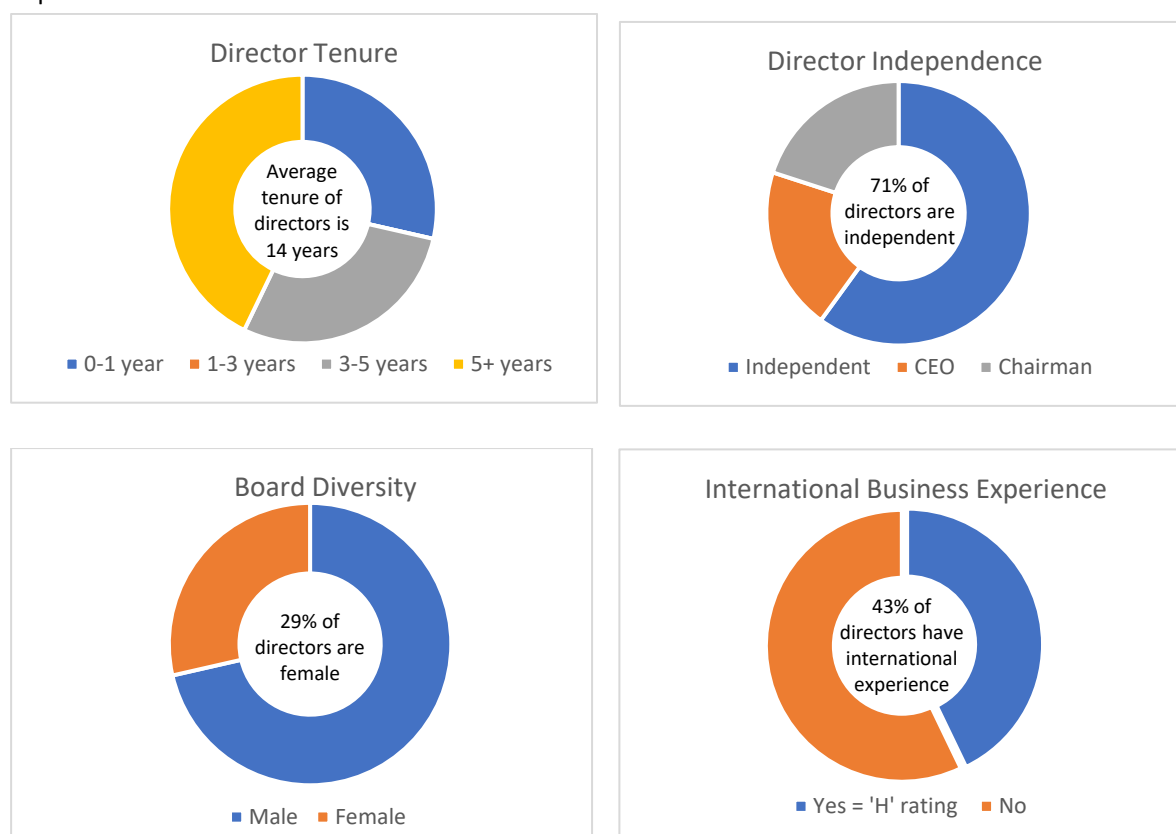
| Desired Skill | Description |
|---------------------------------------|---|
| Strategy | Experience in defining strategic objectives, assessing business plans and driving execution. Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions. |
| Finance | Understanding the financial drivers of the business, experience in financial accounting and reporting, audit, corporate finance and internal financial controls. |
| Regulatory, Legal and Risk Management | Experience in identification, monitoring and management of material financial and non-financial risks, including legal and regulatory compliance, WHS, oversight of compliance management frameworks, controls and systems, ability to identify and oversee mitigation strategies for emerging risk and compliance issues in the organisation. Knowledge of legal and regulatory requirements of the group. |
| Corporate Transactions | Experience in assessing and completing complex business transactions, including mergers, acquisitions, divestments, capital management, major projects and business integration |
| Capital Management | Expertise in considering and implementing efficient capital management, including alternative capital sources and distributions, yields and markets. |
| People and Culture Management | Board Committee or senior executive equivalent experience relating to people management and human resources, corporate culture and remuneration issues of a global organisation. |
| Technology and Innovation | Experience and expertise in the area of technology applied to consumer service companies, including governance of technology projects, digital, privacy and security, and keeping abreast of emerging technology relevant to the group. |
| Data and security | Understanding the use of data and requirements relating to data security, cyber risk and privacy. |
| Industry Experience - Healthcare | Experience and broad understanding of the healthcare industry including market drivers, risks and trends including policies, competitors, end users, regulatory policy and framework. Understanding of healthcare systems in the Company's key markets. |
| International business experience | Experience in international business, trade and/or investment at a senior executive level and exposure to global markets, and a range of different political, regulatory, and business environments. |
| Governance | Knowledge and experience in best practice governance structures, policies and processes, including experience with other ASX-listed entities. |
| ESG | Expertise in the areas of environment, social and governance (ESG), and the ability to advise the Company of required policies, actions and disclosures on these matters. |
| Customer Service and Safety | Experience developing customer-focussed strategies and delivering best-practice customer/client outcomes. |

Diagram 2



86% of directors have a high level of strategy experience
 100% of directors have a high or medium level of healthcare industry experience
 71% of directors have a high level of technology and innovation experience
 100% of directors have a high or medium level of corporate transactions experience

The following charts depict Board tenure, independence, gender diversity, and international business experience.



Diagrams 3 - 6

2 Operation of the Board

Relevant governance documents:

- **Audit and Risk Management Committee Charter**
- **People and Culture Committee Charter**

2.1 Board Committees

Our Board has established the following standing Committees, which assist it with the execution of its responsibilities. The composition and effectiveness of the committees are reviewed on an annual basis:

- Audit and Risk Management Committee; and
- People and Culture Committee.

Each of these committees operate in accordance with specific charters approved by our Board, which sets out its composition, functions and responsibilities.

In addition, our Board may establish ad-hoc committees or delegate authority to existing committees to oversee specific activities. In 2022/23 a Board Investment Sub-Committee undertook a review of the investment strategy for surplus cash and appointed an independent financial institution to manage investments.

Details of the number of committee meetings held during the year and individual directors' attendance at these meetings can be found in the 2023 Directors' Report. Details of the qualifications and experience of committee members can also be found in the Directors' Report.

A description of the role of each committee and its composition is set out in the following table.

Table 3

| Committee | Members | Composition | Role |
|--|---|---|---|
| Audit and Risk Management Committee | Ms Alice Williams (Chair) Mr Anthony Glenning Dr Leigh Farrell Ms Deena Shiff Mr Peter Kempen | <ul style="list-style-type: none">- At least three members, all of whom must be non-executive directors and a majority of whom are independent directors.- The Chair must be an independent non-executive director, who is not the Chairman of the Board.- Comprise members who are financially literate and include at least one member who has accounting and/or related financial management expertise and some members who have an understanding of the industries in which the Company operates. | Our Audit and Risk Management Committee assists the Board in carrying out its oversight of the quality and integrity of the accounting, auditing and financial reporting of the Company. The Committee also reviews the adequacy of Pro Medicus' internal control structure, corporate reporting processes, financial recognition & statement policies and risk management framework, monitors the effectiveness, objectivity and independence of the external auditor and reviews reports from the external auditor. |
| People and Culture Committee | Ms Deena Shiff (Chair) Mr Anthony Glenning Dr Leigh Farrell Ms Alice Williams | <ul style="list-style-type: none">- At least three members, all of whom are non-executive and the majority of whom are independent directors.- The Chair should be an independent director.- All members should have sufficient technical expertise to discharge its mandate effectively. | Our People and Culture Committee assists and advises the Board on remuneration policies for directors and senior executives, induction and continuing professional development programs for directors, succession planning, composition and size of the Board, process for evaluating the |

2.2 Remuneration of Directors and Senior Executives

In FY23, a *Group Remuneration Policy* was implemented, which sets out the framework and principles which underpin how we manage remuneration. To achieve our vision of being the leading provider of best-in-class healthcare imaging software, the Group has a ‘pay for performance’ philosophy.

Remuneration of Executives

Our remuneration policy is designed to attract, motivate and retain high-calibre employees, including senior management, and ensure that the interests of the employees are aligned with those of the shareholders. In discharging its duties, the People and Culture Committee reviews and makes recommendations to the Board on the remuneration of the CEO, and senior executives, including:

- Short- and long-term remuneration, including both fixed remuneration and variable ‘at-risk’ remuneration;
- appropriate grants of securities under the Long Term Incentive Plan;
- and termination payments; and
- other employee benefit programs.

In making its recommendations the People and Culture Committee ensures that:

- remuneration is set with reference to prevailing market rates for similar positions, adjusted to account for experience, and performance;
- remuneration packages are designed to motivate senior management to pursue the long-term growth and success of the Company, and not reward conduct that is contrary to the Company’s values or risk appetite; and
- a clear relationship exists between performance and remuneration.

Details of the nature and amount of remuneration for each Executive KMP and Pro Medicus’ remuneration policies and practices are contained in the Remuneration Report in our Annual Report.

Remuneration of non-executive directors

We distinguish the structure of non-executive directors’ remuneration from that of executive directors and senior executives. Our non-executive directors are remunerated by way of fees which are set with reference to the prevailing market rates. They do not participate in the variable remuneration schemes designed for executives, nor do they receive any Company Shares or Company Share Options, or retirement benefits other than any required statutory superannuation.

To preserve independence and impartiality, no element of non-executive director remuneration is ‘at risk’ (that is, it is not based on the performance of the group).

2.3 Performance evaluation

The People and Culture Committee has been tasked with ‘developing procedures for the evaluation of the performance of the Board, each Board Committee and individual Directors’.

In FY23 a board performance review was undertaken. In addition, Executive KPIs were designed by Management and, endorsed by the People and Culture Committee in support of the Company’s strategic objectives.

These were then cascaded throughout the business.

In FY23 we implemented a framework for a more structured annual assessment of the performance of the CEO and all senior executives. The assessment is linked to individual goals and our corporate values. Under the framework, the Board assesses the CEO's performance and behaviour, while the CEO assesses the performance and behaviour of each of his direct reports, and makes recommendations to the Board on their performance and remuneration

A performance evaluation for all senior executives was undertaken in the reporting period in accordance with the process disclosed above.

Further information on directors' and executives' remuneration, including principles used to determine KPIs and remuneration, is set out in the Annual Report under the heading 'Remuneration Report'.

2.4 Independent Advice

In order to facilitate independent judgement in decision-making, each director has the right to seek independent professional advice at the Company's expense.

2.5 Agreements with directors and senior managers

Our non-executive directors are appointed pursuant to formal letters of appointment which, among other things, set out the key terms and conditions of the appointment, the Board's expectations in relation to the performance of the director, procedures for dealing with a director's potential conflict of interest and the disclosure obligations of the director, together with the details of the director's remuneration.

All senior executives are currently direct reports to the CEO and have detailed service contracts in place, with performance criteria requirements for short- and long-term incentives outlined in incentive offer documents provided to them on an annual basis.

2.6 Company Secretary

The Board Charter expressly provides that the Company Secretary is directly accountable to the Board through the Chair on all matters to do with the proper function of the Board. All directors have access to the Company Secretary, who is appointed by, and accountable to, the Board on all governance matters.

2.7 Board Meetings

Details of Board meetings held during the year and individual directors' attendance at these meetings can be found in the Directors' Report in the 2023 Annual Report.

3 Diversity, Equity and Inclusion

Relevant governance document:

- Diversity, Inclusion and Equity Policy

3.1 Diversity, equity and inclusion at Pro Medicus

We recognise the value contributed to the organisation by employing people with varying backgrounds, experiences, approaches and viewpoints. The company believes having a diverse and inclusive workforce culture is important to its continued strategic growth, improved productivity and performance.

We actively value and embrace the diversity of our employees and are committed to creating an inclusive workplace where everyone is treated equally and fairly, and where discrimination, harassment and inequity are not tolerated. While we are committed to fostering diversity at all levels, gender diversity has been and continues to be a priority for the Company.

In FY23, our Diversity, Equity and Inclusion Policy was updated and adopted by the Board. It outlines the Company's commitment to providing an inclusive work environment in which everyone belongs. The Policy is reviewed annually and covers a variety of factors such as culture, race, religion, gender (including transgender), sexual orientation, age and disability. The Company has a diverse mix of employees with the appropriate qualifications and skills for roles within the current business.

3.2 Pro Medicus' diversity profile, diversity initiatives, and measurable objectives

The People and Culture committee has been tasked with:

- developing measurable objectives to achieve diversity in the composition of the Board, senior executives and workforce generally in accordance with the Company's Diversity, Equity and Inclusion Policy; and
- monitoring, reviewing and reporting to the Board on the Company's performance in respect of diversity and inclusion in accordance with the Company's Diversity, Equity and Inclusion Policy.

The People and Culture Committee recommended, and the Board agreed, to establish the gender diversity target of not less than 30% females in the composition of the Board, senior executives and the Company's workforce generally.

Initiatives to ensure these targets are achieved, management is required to regularly report diversity statistics to the People and Culture committee

A snapshot of the gender diversity levels in the Group, as at 30 June 2023, is set out below at Table 4.

Table 4.

| Employee Category | Female | Male | Total | % Female |
|---|--------|------|-------|----------|
| Board | 2 | 5 | 7 | 28.6% |
| Senior Executive | 1 | 6 | 7 | 14.3% |
| Company-wide (excluding Senior Executive & Board) | 24 | 75 | 99 | 24.2% |
| Total | 28 | 79 | 113 | 23.9% |

'Senior Executive' is defined as an executive who tasked with the strategic running of the organisation and includes attendees of strategy meetings and management meetings.

In addition to gender, the Company's Diversity, Equity and Inclusion Policy supports the Company's stance of a policy of non-discrimination that ensures all employees are treated fairly.

In addition, we ask employees for their feedback on diversity, equity and inclusion in our annual employee engagement survey.

4 Risk Management and Assurance

Relevant governance document:

- **Audit and Risk Management Committee Charter**
 - **Environment Position Statement**
 - **Modern Slavery Policy**
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4.1 Role of the Audit and Risk Management Committee

Our Audit and Risk Management Committee assists the Board in carrying out its oversight of:

- (a) the integrity of the Company's corporate reporting processes and financial statements, and the integrity and effectiveness of the internal control environment of the Group;
- (b) the effectiveness of the Company's system of risk management, and the Company's systems for compliance with applicable legal and regulatory requirements;
- (c) the adequacy of the Company's risk management framework;
- (d) disclosure of risks;
- (e) the appointment, remuneration, and, independence of the Company's external auditors, and the internal auditors where that is a co-sourced or outsourced function; and
- (f) the performance of the Company's external audit function and review of the audit.

The qualifications and experience of the members of the Audit and Risk Management Committee are outlined in the Directors' Report in the 2023 Annual Report.

Senior executives, senior members of Finance, and the external auditors attend meetings by invitation of the committee. Our committee holds regular meetings with the external auditor without management or executive directors present. A director who is not a member of the Audit and Risk Management Committee may attend any meeting of the committee.

4.2 Risk Management Framework

Our Audit and Risk Management Committee has been tasked with reviewing and assessing the Company's risk management framework at least annually. This process includes reviewing the implementation, management, and maintenance of appropriate enterprise-wide risk management systems, policies and procedures, reporting protocols, and internal controls to ensure they continue to be sound and that the Company is operating in line with the current risk appetite set by the Board.

A review of the risk framework as described above will be undertaken annually.

4.3 External auditor

One of the functions of our Audit and Risk Management Committee is to review and monitor the performance and independence of the external auditor.

Our current auditor is Ernst Young (EY). Our current lead audit partner, Mr Tony Morse, was appointed as a result of auditor partner rotation in FY2019.

EY has provided an independence declaration to the Board for the year ended 30 June 2023, and this declaration forms part of the 2023 Directors' Report. Details of non-audit services provided by the external auditor over the reporting period are included in the Financial Statements.

Our external auditor is required to attend the annual general meeting and is available to answer questions from shareholders about the conduct of the audit and the preparation and content of the external auditor's report, accounting policies adopted by the Company in relation to the preparation of the financial statements, and independence of the auditor in relation to the conduct of the audit.

4.4 Internal audit

We do not currently have an internal audit function nor do we engage an external internal auditor. However, our Audit and Risk Management Committee has been tasked with assessing the Company's internal control framework and compliance functions. Should it be deemed appropriate, the Company may consider separate internal audits in the future.

4.5 Risks

The management of the Company and the execution of its growth strategies are subject to a number of risks, which could adversely affect the Company's future development.

These risks are monitored and managed by the Board, Audit and Risk Management Committee and management in accordance with the framework set out in the Audit and Risk Management Committee Charter. Key business risks, their impact and mitigants are outlined in the Directors' Report in the Annual Report.

4.6 Integrity in Financial Reporting and Periodic Corporate Reports

We have a requirement that the CEO and CFO provide written assurance to the Board, prior to the approval of the Company's financial statements for each financial period, that, in their opinion, the Company's financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of Pro Medicus' financial position and performance, and that this opinion has been formed on the basis of a sound system of risk management and internal control which operates effectively.

This written declaration was received by the Board prior to its approval of the full year and half year financial statements for the financial year ended 30 June 2023.

We have a process in place to verify the integrity of any other financial or non-financial corporate reports not reviewed by the external auditor. Any periodic corporate report receives the approval of the Board prior to release to the market. This approval is based on a review of all relevant information provided by management. The specific process for each periodic corporate report will vary depending on the particular release but generally involves management analysis, discussion and recommendation, backed up by supporting documentation.

5 Corporate Responsibility

Relevant governance documents:

- **Code of Conduct**
 - **Whistleblower Protection Policy**
 - **Anti-Bribery and Corruption Policy**
 - **Privacy Statement**
-

5.1 Our values

We have an established set of values which define what type of organisation we aspire to be and what we expect from our directors, executives and employees to achieve that aspiration.

Our values are:

Service and Product Excellence

- Commit to provide well-supported, stable products and services to our customers enabling them to improve workflow and diagnoses, ultimately providing more efficient patient care.
- Commit to continuous improvement of our systems, products and services.

Integrity and Trust

- Doing the right thing by our people, customers and patients.
- Doing what we say we will do.
- Maintaining confidentiality.
- Commit to a culture that is inclusive, respectful, honest and transparent in all that we do.

Our **mission** is to provide the best value enterprise Healthcare Imaging software solutions, “moving the needle” on clinical outcomes.

Our **vision** is to be the leading provider of best-in-class enterprise medical imaging software.

These values form the foundation of our Code of Conduct.

5.2 Group Code of Conduct

Our Group Code of Conduct (the **Code**) is designed to promote and set the standard of behaviour expected of the Board, and our employees.

The Code provides general guidance as to the standards of work performance, ethical standards and behaviour required in line with our culture and values.

The purpose of the Code is to set out the values, commitments, ethical standards and policies of the Company and outline the standards of conduct expected of our business and people, taking into account the Company’s legal and other obligations to its stakeholders.

Any material breaches of the Code are reported through to the Board. The Company will take appropriate action against any employee whose actions violate the code, up to and including termination of employment.

5.3 Whistleblower Protection Policy

We have adopted a Whistleblower Protection Policy, the purpose of which is to allow people who are concerned about any improper conduct to feel comfortable reporting that conduct. It enables reporting of dishonest, fraudulent, illegal, or otherwise improper behaviour by employees, contractors, partners, former employees, and other relevant stakeholders.

The policy forms part of our risk management framework and is underpinned by our mission.

The policy provides information on how to raise concerns internally, by offering a reporting and investigative mechanism that is objective, confidential, independent and protects from reprisal or disadvantage.

The Board is informed of any material incidents reported under this policy.

5.4 Anti-Bribery and Corruption Policy

We are committed to directors, officers, employees, contractors, and consultants conducting themselves according to the highest standards of ethical conduct, including a zero tolerance for bribery and corruption.

To this end, we have adopted an Anti-Bribery and Corruption Policy which forms part of our risk management framework and is underpinned by our mission. The policy is applicable to all our operations worldwide and applies to employees (whether permanent, fixed term or temporary), contractors, consultants, secondees and directors.

The Board is informed of any material breaches of this policy.

5.5 Privacy

We have published a Privacy Statement, which ensures compliance with privacy laws where the Company operates.

We have implemented various systems and processes internally to manage privacy, ensure compliance and mitigate risks.

5.6 Environment, Social and Governance (ESG)

Sustainable and responsible business practices are important to the creation of value for our employees, residents, suppliers, shareholders, and the community and environment at large. Updates on our commitments, activities, and progress in relation to ESG matters will be disclosed in our Annual Report on an ongoing basis.

In 2023 we continued to focus on ESG related matters, this included preparatory work for reporting on our Modern Slavery obligations.

5.7 Economic, Environmental and Social Sustainability Risks (specifically in relation to Recommendation 7.4)

In the course of Pro Medicus' business operation, the Company is exposed to a variety of risks inherent in the sector. However, the company is not exposed to material direct environmental and social sustainability risks, but continues to seek to identify any risks and legal obligations that may arise through its operations.

Further information on our key business/industry risks and key financial risks, including economic, environment and social sustainability risks and the Company's management of these risks are provided within the ESG section of our Annual Report.

6 Engaging with our Shareholders and Investors

Relevant governance documents:

- **Disclosure and Communication Policy**
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6.1 Communications and external disclosure

We have adopted a Disclosure and Communication Policy, the objectives of which are to:

- ensure that the Company is able to meet its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act; and
- establish internal procedures so that all Group Personnel understand their obligations to ensure:
 - confidential information is protected; and
 - disclosure of price sensitive information to the Disclosure Officer.

The purpose of this policy is to:

- a. ensure that the Company immediately discloses all price-sensitive information to the ASX in accordance with the ASX Listing Rules and the Corporations Act;
- b. confirm officers and employees are aware of the Company's continuous disclosure obligations; and
- c. establish procedures for:
 - the collection of all potentially price-sensitive information;
 - assessing if information must be disclosed to the ASX under the ASX Listing Rules or the Corporations Act;
 - releasing to the ASX information determined to be price-sensitive information and requires disclosure;
 - dealing with market rumours and speculation;
 - communicating with analysts and investors;
 - establish authorised Company spokespersons; and
 - responding to any queries from the ASX (particularly queries under Listing Rule 3.1B).

The overarching principle of this policy is governed by ASX Listing Rule 3.1, which requires the Company to immediately notify the ASX of any information that a reasonable person would expect to have a material effect on the price or value of Pro Medicus' quoted securities, provided that the information does not fall within the exceptions to disclosure under the Listing Rules. The Policy provides for the exceptions to Listing Rule 3.1 as outlined in Listing Rule 3.1A.

Further, all material ASX announcements are promptly circulated to directors prior to the release to the market.

6.2 Shareholder communications

We are committed to maintaining direct, open, timely and effective two-way communications with all shareholders. Our policy is that shareholders are informed of all material developments that impact the Company.

We communicate with shareholders via the following means:

- release of half-year and full-year financial statements;
- release of ASX Announcements relating to important strategic and financial initiatives;
- publication of an Annual Report;
- the Annual General Meeting;

- live audiocasts of results briefings and Annual General Meetings; and
- provision of information and resources through the online Investor Centre at www.promedicus.com.au/investors

We also invite shareholders to communicate directly with us and provide contact information and a dedicated email address on our Investor Centre. All shareholders have the option to receive communications from, and send communications to, the Company and our share registry electronically.

When we hold a new investor or analyst presentation, a copy of the presentation materials is released to the ASX ahead of the presentation.

6.3 General Meetings

We encourage shareholders to participate in general meetings and we aim to choose a date, time and venue convenient to shareholders. Our 2022 AGM was held as a hybrid. This allowed participants to vote and ask questions and make comments online, or face-to-face

Our annual general meeting is typically held in November each year.

Notices of meeting are accompanied by explanatory notes on the items of business and together they seek to clearly explain the nature of the business of the meeting.

If shareholders are unable to attend a general meeting, they are encouraged to vote on the proposed resolutions by appointing a proxy. The proxy form included with a notice of meeting explains how to appoint a proxy. Online proxy is also available to shareholders.

Unless specifically stated in a notice of meeting, all shareholders are eligible to vote on all resolutions. Pro Medicus's practice is that voting on each proposed resolution is conducted by poll.

Transcripts of the chairman's address, CEO's address and any investor presentation are released to the ASX prior to the commencement of the annual general meeting, and the outcome of voting on resolutions at the meeting is released to the market after the conclusion of the meeting. Both documents are also posted on the Company website.

All shareholders have the option to receive communications electronically from and send communications electronically to the Company's share registry, Link Market Services.

6.4 Investor engagement program

We have a dedicated investor engagement program for engaging with shareholders and the broader investment community.

Key activities in our investor engagement program include:

- the Annual General Meeting;
- the release of our Annual Report;
- regular releases of financial information, including half-year and full-year financial results, and trading updates as required;
- media and analyst calls with Pro Medicus's CEO and CFO following the release of key financial information;
- the provision of investor-related resources on our website at www.promedicus.com.au/investors including information on the operations of the group,

the Board, management, corporate governance charters and policies, ASX announcements, the share price, dividend distribution, and material ESG matters;

- one-on-one briefings with members of the investment community;
- responding to shareholder queries; and
- engaging with the Australian Shareholders' Association, retail stockbrokers, and proxy advisor organisations

6.5 ASX Releases to the Board

We have a process of ensuring that all material ASX announcements are distributed to directors for review immediately prior to the release to the market. This process is mandated in the Disclosure and Communication Policy.

7 Securities

Relevant governance document:

- **Share Trading Policy**
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7.1 Share Trading Policy

We have adopted a Share Trading Policy that is intended to explain the types of conduct in relation to dealing in securities that are prohibited under the Corporations Act and establish a best practice procedure for the buying and selling of securities that protects our directors, officers, management and employees against the misuse of unpublished information that could materially affect the value of securities.

Our Share Trading Policy sets out trading windows during which Designated Persons can deal with securities.

In all instances, buying or selling of shares is not permitted at any time by any person who possesses price-sensitive information.

Our Share Trading Policy provides that Designated Persons must not enter into any transaction that operates to limit the economic risk associated with holding securities in the Company. In addition, Designated Persons are prohibited from engaging in short-term dealing of Pro Medicus shares, where 'short-term' is considered 12 months.

This Corporate Governance Statement was approved by a resolution of the Board on 14 August 2023.

Our Corporate Governance Statement and Key to Disclosures (Appendix 4G) have been lodged with the ASX and are available at <http://www.promed.com.au/investors/corporategovernance/>