

Corporate Governance Statement

Doctor Care Anywhere Group PLC (08915336) (ARBN 645 163 873) (“Company”)

Corporate Governance Statement

Doctor Care Anywhere Group PLC (ASX:DOC, “Doctor Care Anywhere” or “the Company”) is pleased to provide its Corporate Governance Statement for the year ended 31 December 2023. This Statement was approved by the Board on 26 March 2024 and is current as at the date of approval.

The Company seeks to align its governance with the recommendations of the ASX Corporate Governance Council in the fourth edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**). Where its policies and processes of governance diverge from the ASX Recommendations (which are not mandatory), it identifies those areas and explains the reasons for diverging and what (if any) alternative governance practices the Company has adopted or will adopt instead of the relevant ASX Recommendation.

The Company’s corporate governance policies were first adopted on 30 October 2020 and are periodically reviewed. Copies are available in the “Investor” section of the Company’s website www.doctorcareanywhere.com.

Capitalised terms not defined in this Corporate Governance Statement have the same meanings as shown in the prospectus dated 30 October 2020 issued by the Company on listing (**Prospectus**).

Principles and Recommendations	Compliance by the Company
Principle 1 – Lay solid foundations for management and oversight	
<i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i>	
Recommendation 1.1	The Company complies with this ASX Recommendation.
A listed entity should review and disclose a board charter setting out:	The Board Charter reflects the responsibilities laid out in the ASX Recommendation. It sets out the principles for the operation of the Board and describes the functions of the Board and the functions delegated to management of the Company.
(a) the respective roles and responsibilities of its board and management; and	Clause 2 of the Board Charter sets out the responsibilities and functions of the Board. The Board may delegate certain matters to a committee of the Board specifically constituted for the relevant purpose.
(b) those matters expressly reserved to the board and those delegated to management.	Clauses 3, 8 and 9 of the Board Charter set out the responsibilities delegated to the Chief Executive Officer, the Chair and the Company Secretary. The Board Charter is available for inspection on the Company’s website.
Recommendation 1.2	The Company complies with this ASX Recommendation.
A listed entity should:	The Board undertakes appropriate checks (including checks in respect of character (criminal record and bankruptcy history), experience, education, directorships or executive commitments and any conflicts of interest) to satisfy themselves of the suitability and skillset of an appointee before making any recommendations for appointment or re-election.
(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and	Clauses 4, 5, 6 and 7 of the Board Charter set out how the Board carries out its responsibilities with regard to the appointment and performance of directors. The Remuneration and Nominations Committee is responsible for providing shareholders with all material information in its possession relevant to a proposal to elect or re-elect a director at the relevant General Meeting, including information on a director’s qualifications and experience and the benefit such an appointment brings to the Board. Details of all directors and Board officers are laid out in the Directors’ Report contained in the Company’s Annual Report
(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.	

Corporate Governance Statement cont.

Principles and Recommendations	Compliance by the Company
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has a written agreement with each director and senior executive setting out the terms of their appointment.</p>
<p>Recommendation 1.4</p> <p>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.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 9 of the Board Charter provides that the Company Secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.</p>
<p>Recommendation 1.5</p> <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>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) 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 the Act.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Company has a Diversity Policy which is disclosed on the Company's website.</p> <p>Clause 3 of the Diversity Policy sets out the Board's responsibilities for, among other things, annually setting and reviewing measurable objectives to promote gender diversity including in respect of women in leadership, age diversity and cultural diversity in the composition of its Board, senior management and workforce, and assessing annually the Company's progress in achieving them.</p> <p>As at the end of 2023 the Board had an equal gender balance of 2 male and 2 female Directors. With the appointment of the Chief Executive Officer to the Board, the balance has changed slightly, while senior management gender balance has improved with the appointment of a female Chief Financial Officer. The Company remains committed to diversity at all levels of the organisation; however, at this stage in the Company's development it has not set specific targets below Board level.</p> <p>The Board will disclose, in relation to each reporting period, the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation.</p> <p>The Company also undertakes an annual gender pay gap analysis which is presented to the Board for decisions on any remedial action that needs to be taken. Findings are also published on the Company's website.</p>
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for 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>The Company complies with this ASX Recommendation.</p> <p>Clause 7 of the Board Charter sets out the process for regular review of the performance of the Board, its committees and each director. Any director standing for election or re-election is individually reviewed before they are proposed, and the Board aims to undertake an annual Board evaluation, using external evaluators where appropriate.</p> <p>The 2023 Board evaluation was delayed in view of board changes and key transformational changes during the year, and was completed in January 2024. The conclusions are summarised on Page 27 of this Annual Report.</p>

Principles and Recommendations

Compliance by the Company

Recommendation 1.7

A listed entity should:

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

The Company complies with this ASX Recommendation.

Clause 7 of the Board Charter requires the Board (with guidance from the Remuneration and Nomination Committee) to review annually the performance of the Chief Executive Officer and other senior executives against guidelines approved by the Board.

Given the changes at senior executive level during the year, the performance evaluation was deferred until early 2024: the outcomes are summarised on Page 27 of the Annual Report.

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.

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;
 - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Company complies with this ASX Recommendation.

The Company has a Remuneration and Nominations Committee. The Remuneration and Nominations Committee Charter (RNC Charter) which is disclosed on the Company's website sets out the roles and responsibilities of the Remuneration and Nominations Committee.

Clause 2(a) of the RNC Charter requires that, to the extent practicable given the size and composition of the Board from time to time, the Remuneration and Nominations Committee should comprise a minimum of three members, all of whom are independent directors and be chaired by an independent director.

The members of the Remuneration and Nominations Committee are Romana Abdin (Independent Non-Executive Director) who chairs the Committee, John Stier (Independent Non-Executive Chair of the Board) and Dr Aleksandra Spencer (Independent Non-Executive Director).

The Company has disclosed, as at the end of each reporting period, the number of times the Remuneration and Nominations Committee met throughout the period and the individual attendances of the members at those meetings.

Recommendation 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.

The Company complies with this ASX Recommendation.

Under Clause 4 of the RNC Charter, the Remuneration and Nominations Committee is responsible for managing and considering the board skills matrix setting out the mix of skills and experience that the Board currently has or is looking to achieve in its membership. The current board skills matrix is set out in the Remuneration Report of this Annual Report and Accounts which will be published on the Company's website.

Corporate Governance Statement cont.

Principles and Recommendations	Compliance by the Company
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none">(a) the names of the directors considered by the board to be independent directors;(b) if a director has an interest, position 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(c) the length of service of each director.	<p>The Company complies with this ASX Recommendation.</p> <p>The Directors' Report in this Annual Report and Accounts contains details of the current directors and whether they are considered to be independent.</p> <p>In accordance with the Company's Board Charter, directors must disclose their interests, positions, associations or relationships. Any such interests are reviewed by the Board regularly and at each meeting the directors must disclose any interests relevant to the matters under discussion to ensure they do not compromise the ability of the affected director to exercise their independent judgment. The independence of the directors is regularly assessed by the Board in light of such disclosures. Details of the Directors' interests, positions, associations and relationships are provided in the Directors' Report.</p> <p>The Directors' Report also shows the respective directors' length of service.</p> <p>As at the date of this Report, the longest-serving director was David Ravech, who joined the Board in 2015. None of the remaining directors had served more than four years in office as at the date of this Report.</p>
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 5 of the Board Charter provides that the majority of the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of independent directors. The Board consists of 3 Independent Non-Executive Directors, 1 Non-Executive Director and 1 Executive Director</p>
<p>Recommendation 2.5</p> <p>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.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>The Chair of the Board is an Independent Non-Executive Director. The Chief Executive Officer is a separate person.</p>
<p>Recommendation 2.6</p> <p>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 opportunities to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Under Clause 2 of the Board Charter, the Board is responsible for the Company's induction program for new directors and periodic review and facilitation of ongoing professional development for directors.</p> <p>Under Clause 9 of the Board Charter the Company Secretary, together with the guidance of the Board's Remuneration and Nomination Committee and the assistance of the Board, organises induction and facilitates ongoing professional development training for directors.</p> <p>The Remuneration and Nomination Committee is responsible for reviewing the Company's induction program and ensuring continuing directors are provided with appropriate opportunities to develop and maintain the skills and knowledge needed to perform their role.</p> <p>Clause 10 of the Board Charter provides that new directors will be briefed on their roles and responsibilities and time will be allocated at Board and committee meetings for continuing education on significant issues facing the Company and changes to the regulatory environment.</p>



Principles and Recommendations

Compliance by the Company

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

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

Recommendation 3.1

A listed entity should articulate and disclose its values

The Company complies with this ASX Recommendation.

The Company publishes its Statement of Values on its website. The core values are:

- **patient oriented** – the patient is always at the heart of our thinking, and we fully are committed to delivering the best possible outcomes for all;
- **innovation** – every day, we are looking for new ways to make a difference and continuously push the boundaries of what is possible;
- **unity** – we know that we are at our best when we work together. Whether that be with our internal colleagues or external partners, we have the biggest impact when we team up to win;
- **excellence** – we maintain the highest standards when it comes to the quality of our work, and this attracts the brightest and best minds to join our team; and
- **Integrity** – our people do the right thing regardless of who is watching. We do not take shortcuts that will compromise our commitments to clients or patients.

Recommendation 3.2

A listed entity should:

- (a) have 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 breach of that code.

The Company complies with this ASX Recommendation.

The Company has a Code of Conduct which applies to, among others, its directors, senior executives and employees.

Clause 18 of the Code of Conduct requires that, where appropriate, the Board will be informed of material breaches of the Code of Conduct.

Recommendation 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

The Company complies with this ASX Recommendation.

The Company has a Whistleblower Protection Policy which is disclosed on the Company's website.

Clause 13 of the Company's Whistleblower Policy provides for at least quarterly reports to the Board, where appropriate, whilst maintaining confidentiality on all active reported matters under the Policy. The Board must also be kept informed of material incidents reported under the Whistleblower Policy.

Recommendation 3.4

A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and
- (b) ensure the board or a committee of the board is informed of any material breaches of that policy.

The Company complies with this ASX Recommendation.

The Company has an anti-bribery and corruption policy (ABC Policy) published on the Company's website.

Under Clause 4 of the ABC Policy, all material breaches of the ABC Policy must be reported immediately to the Board.



Corporate Governance Statement cont.

Principles and Recommendations

Compliance by the Company

Principle 4 – Safeguard integrity in corporate reporting

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

Recommendation 4.1

The board of a listed entity should:

- (a) have an audit committee which:
 - (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
 - (ii) is chaired by an independent director, who is not the chair of the board,
- and disclose:
- (iii) the charter of the committee;
 - (iv) the relevant qualifications and experience of the members of the committee; and
 - (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

- (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Company complies with this ASX Recommendation.

The Company has an Audit and Risk Management Committee. The Audit and Risk Management Committee Charter (ARMC Charter), which is published on the Company website, sets out the Audit and Risk Management Committee's roles and responsibilities.

Clauses 2(a) and 2(d) of the ARC Charter provide that the Committee should to the extent practicable, given the size and composition of the Board from time to time, have at least three members, all of whom are non-executive directors and a majority of whom are independent directors, and the Committee should be chaired by an independent director who is not the chair of the Board.

The members of the Audit and Risk Management Committee are Dr Aleksandra Spencer (Chair of the Committee), Romana Abdin and John Stier. All three are Independent Non-Executive Directors.

The Company will disclose, 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.

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.

Under the ARMC Charter, the Audit and Risk Management Committee meets with management and with the Company's independent external auditors to review the financial statements before making any recommendation to the Board.

Clause 4.3(i) of the ARMC Charter requires the CEO and the CFO to provide assurance in these terms to the ARMC. The Company obtains a declaration in these terms from the CEO and CFO for each of its financial statements in each financial year.

The Audit and Risk Management Committee is also responsible for ensuring that appropriate systems and processes are in place as the basis upon which the CEO and CFO are able to form their opinion and provide the relevant declarations in relation to the Company's financial statements.

Recommendation 4.3

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The Company complies with this ASX Recommendation.

Clause 4.3(d) of the ARMC Charter requires the Audit and Risk Management Committee to ensure that before any periodic corporate report of the Company is released to the market that has not been subject to audit or review by an external auditor, it has satisfied itself that the report is materially accurate and balanced and provides the appropriate information for investors. The process by which the ARMC assures itself of the integrity of such reporting is disclosed in the Annual Report and Accounts.



Principles and Recommendations

Compliance by the Company

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.

Recommendation 5.1

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

The Company complies with this ASX Recommendation.

The Company has a Disclosure Policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1 which is published on the Company's website.

Recommendation 5.2

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

The Company complies with this ASX Recommendation.

All material market announcements are approved by the Board prior to release and copies circulated.

Recommendation 5.3

A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation material on the ASX Market Announcements Platform ahead of the presentation.

The Company complies with this ASX Recommendation.

Clause 9(b) of the Disclosure Policy requires that ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).

Principle 6 – Respect the rights of security holders

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

Recommendation 6.1

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

The Company complies with this ASX Recommendation.

Information about the Company and its governance can be found on the Company's website www.doctorcareanywhere.com.

Recommendation 6.2

A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company complies with this ASX Recommendation.

The Company's Shareholder Communication Policy provides for an investor relations program which actively encourages two-way communication with investors:

- through the Company's AGM, where shareholder participation is actively encouraged and facilitated; and
- by providing security holders with information via the "Investors" section of the Company's website and the option to receive company information electronically by registering their email address with the Company's share registry.
- The Chief Executive, the Chair and other senior management make themselves available for meetings and calls with investors at the time of publication of the annual and half-year results



Corporate Governance Statement cont.

Principles and Recommendations	Compliance by the Company
<p>Recommendation 6.3</p> <p>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Security holders are encouraged to participate at all general meetings and AGMs of the Company. The Company's constitution allows the Company to hold "virtual" meetings and to enable shareholders to vote and ask questions by electronic means. Wherever practicable, the Company will consider the use of technological solutions to encourage participation by shareholders.</p> <p>The Company's Securityholder Communication Policy is disclosed on its website.</p>
<p>Recommendation 6.4</p> <p>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.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Clause 6(g) of the Company's Shareholder Communication Policy provides that all substantive resolutions at a meeting of security holders will be decided by a poll rather than a show of hands.</p>
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Under Clause 2 of the Company's Shareholder Communication Policy, security holders are encouraged to register with the Company's Registrars to receive company information electronically.</p>
<p>Principle 7 – Recognise and manage risk</p> <p><i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework</i></p>	
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (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 <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>The Company complies with this ASX Recommendation.</p> <p>The Company has an Audit and Risk Management Committee. The ARMC Charter disclosed on the Company's website sets out the Committee's roles and responsibilities.</p> <p>Clauses 2(a) and 2(d) of the ARC Charter provides that the Committee should to the extent practicable, given the size and composition of the Board from time to time, have at least three members, all of whom are non-executive directors and a majority of whom are independent directors, and the Committee should be chaired by an independent director who is not the chair of the Board.</p> <p>The members of the Audit and Risk Management Committee are Dr Aleksandra Spencer (Chair of the Committee and Independent Non-Executive Director), Romana Abdin (Independent Non-Executive Director), John Stier (Chair of the Board and Independent Non-Executive Director) and David Ravech (Non-Executive Director).</p> <p>The Company discloses in its Annual Report the number of times the Audit and Risk Management Committee met throughout the relevant reporting period and the individual attendances of the members at those meetings.</p>



Principles and Recommendations

Compliance by the Company

Recommendation 7.2

The board or a committee of the board should:

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

The Company complies with this ASX Recommendation.

Clause 4.2(j) of the ARMC Charter require the Audit and Risk Management Committee to review at least annually the Company's risk management framework to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

The Company will disclose, in relation to each reporting period, whether such a review has taken place

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 governance, risk management and internal control processes.

The Company complies with this ASX Recommendation.

The Board does not consider the Company would benefit from having an internal audit function. The ARMC Charter provides for the Risk and Audit Committee Management Committee to manage audit arrangements and auditor independence, including considering whether an internal audit function is required and, if not, ensuring that the Company discloses the processes it employs to evaluate and improve its risk management and internal control processes.

The Company employs the following processes for evaluating and continually improving the effectiveness of its risk management and internal control processes:

- the Board is responsible for:
 - overseeing the establishment of and approving the Company's risk management framework (for both financial and non-financial risks), including developing the strategies, policies, procedures and systems;
 - disclosing any material exposure that the Company has to environmental or social risks and how the Company intends to manage those risks; and
 - ensuring that risk considerations are incorporated into strategic and business planning; and
- the Audit and Risk Management Committee is responsible for:
 - reviewing at least annually the Company's internal control and risk management systems, which includes considering and overseeing implementation (to the extent adopted by the Company) of recommendations made by external auditors;
 - reporting to the Board in a timely manner on internal control, risk management and compliance matters which significantly impact upon the Company;
 - conducting an annual review of the Committee's work and reporting on outcomes to the Board.

Recommendation 7.4

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

The Company complies with this ASX Recommendation.

Clause 1(d)(i)(B) of the ARMC Charter requires the Company management to disclose any material exposure to environmental or social risks and how the Company intends to manage those risks. The Company will disclose whether it has any material exposure to such risks and, if it does, how it manages or intends to manage them.



Corporate Governance Statement cont.

Principles and Recommendations	Compliance by the Company
<p>Principle 8 – Remunerate fairly and responsibly</p>	
<p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retrain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</i></p>	
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director. <p>and disclose:</p> <ul style="list-style-type: none"> (i) the charter of the committee; (ii) the members of the committee; and (iii) 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>(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>The Company complies with this ASX Recommendation.</p> <p>The Company has a Remuneration and Nominations Committee. The charter of the Remuneration and Nominations Committee (RNC Charter) sets out the roles and responsibilities of the Remuneration and Nomination Committee.</p> <p>Clause 2 of the RNC Charter requires that, to the extent practicable given the size and composition of the Board from time to time, the Remuneration and Nominations Committee should comprise a minimum of three members, all of whom are independent directors and be chaired by an independent director.</p> <p>The members of the Remuneration and Nominations Committee are Romana Abdin (Independent Chair) Dr Aleksandra Spencer (Independent Non-Executive Director) and John Stier (Chair of the Board and Independent Non-Executive Director). The RNC Charter is disclosed on the Company's website.</p> <p>The Company discloses in its Annual Report the number of times the Remuneration and Nominations Committee met throughout the relevant reporting period and the individual attendances of the members at those meetings.</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>The Company complies with this ASX Recommendation.</p> <p>Details of the Company's remuneration policies and practices for non-executive directors, executive directors and senior management are included in the Company's Remuneration Report, which forms part of the Annual Report and Accounts.</p>
<p>Recommendation 8.3</p> <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>Clauses 5 and 6 of the Securities Trading Policy prohibit directors and senior management (and their associated investment vehicles) from trading securities that limit the economic risk of security holdings that are unvested or which are subject to disposal restrictions.</p> <p>There is no prohibition on any other securities</p>



Principles and Recommendations

Compliance by the Company

Principle 9 – Additional recommendation that apply only in certain cases

Recommendation 9.1

This is not applicable

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 be disclosed the processes it had in place to ensure the director understands and can contribute to the discussion at those meetings and understands and can discharge their obligations in relation to those documents.

Recommendation 9.2

The Company complies with this ASX Recommendation.

A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.

Article 50 of the Company's Articles of Association requires notice of annual general meetings and other general meetings to be given to security holders 21 days and 14 days in advance respectively and to specify the date, time and place of the general meeting. Under Article 61 of the Articles of Association, the Company may hold a general meeting physically (including overflow meeting rooms) and/or by electronic means using any technology that gives security holders as a whole a reasonable opportunity to participate.

Meeting are held wherever practicable at times designed to facilitate participation by security holders whether based in the UK or Australia.

Recommendation 9.3

The Company complies with this ASX Recommendation.

A listed entity established outside Australia, and an externally managed listed entity that has a AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

The Company's Articles of Association require notices of meeting to be given to the Company's auditors. The Company ensures its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.