

# ASX RELEASE

24 August 2023

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## Acusensus Appendix 4G and Corporate Governance Statement for FY23

In accordance with ASX Listing Rules, attached are the Appendix 4G and Corporate Governance Statement for the year ended 30 June 2023 for Acusensus Limited (ASX:ACE).

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### Enquiries

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This announcement is authorised by the Board of Acusensus Limited.

### About Acusensus

Acusensus is a technology company that was founded in 2018 with a mission to design and develop artificial intelligence enabled road safety solutions. Collaborating with governments and commercial stakeholders to tackle distracted driving globally is Acusensus' first priority.

Acusensus has pioneered intelligent solutions that provide anywhere, anytime digital evidence that can be used in conjunction with law enforcement to drive behavioural change and improve road safety. Acusensus technology is used to detect and provide prosecutable evidence of distracted driving (mobile phone use), seatbelt compliance, speeding, railway crossing compliance and the monitoring of vehicles of interest.

Acusensus listed on the Australian Securities Exchange in January 2023. Acusensus is headquartered in Melbourne, Australia, with offices also in Sydney, Brisbane, London (UK) and Las Vegas (United States).

# Appendix 4G

## Key to Disclosures

### Corporate Governance Council Principles and Recommendations

Name of entity

Acusensus Limited

ABN/ARBN

17 625 231 941

Financial year ended:

30 June 2023

Our corporate governance statement<sup>1</sup> for the period above can be found at:<sup>2</sup>

- These pages of our annual report:
- This URL on our website: <https://investors.acusensus.com/corp-gov/>

The Corporate Governance Statement is accurate and up to date as at 24 August 2023 and has been approved by the board.

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

Date: 24 August 2023

Name of authorised officer  
authorising lodgement:

Olivia Byron, Company Secretary

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

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

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

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

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

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

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

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

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

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

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

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&amp;P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p> <p>We have disclosed a copy of our Diversity Policy at: <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a></p> <p><b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement and we have disclosed a copy of the Charter of the Committee at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a> and the information referred to in paragraphs (a)(4) and (a)(5) in the Annual Report.</p> <p><b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in the Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors in the Corporate Governance Statement</p> <p>and, where applicable, the information referred to in paragraph (b) in the Corporate Governance Statement</p> <p>and the length of service of each director in the Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have <b>NOT</b> followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values in our Code of Conduct at: <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our Code of Conduct at: <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our Whistleblower Policy at: <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our Anti-Bribery and Corruption Policy at: <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, <sup>4</sup> we have followed the recommendation <b>in full</b> for the <b>whole</b> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>	
<b>PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement We have disclosed a copy of the Charter of the Committee at: <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a> and the information referred to in paragraphs (a)(4) and (a)(5) in the Annual Report.
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement



## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks in the Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement

## Key to Disclosures Corporate Governance Council Principles and Recommendations

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

## Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, <sup>4</sup> we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: <sup>5</sup>
<b>ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES</b>			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/> Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/> Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable



# Acusensus Corporate Governance Statement FY23

ACN 625 231 941

# CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement sets out the Company's current compliance with the fourth edition of the Australian Securities Exchange (ASX) Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles and Recommendations). The ASX Principles and Recommendations are not mandatory.

The Board of the Company currently has in place the corporate governance policies and charters that are referred to in this Corporate Governance Statement on a dedicated Corporate Governance information section on the Company's website at <https://investors.acusensus.com/corp-gov/>.

This Corporate Governance Statement, together with ASX Appendix 4G, which summarises Acusensus' compliance with the ASX Principles and Recommendations, has been lodged with the ASX and is available at <https://investors.acusensus.com/corp-gov/>.

The information provided in this Corporate Governance Statement is current as at 24 August 2023 and has been approved by the Board.

ASX Principles and Recommendations		Explanation
<b>1</b>	<b>Lay solid foundations for management and oversight</b>	
1.1	<p>Companies should have and disclose a Board charter setting out:</p> <ul style="list-style-type: none"> <li>(a) the respective roles and responsibilities of its board and management; and</li> <li>(b) those matters expressly reserved to the board and those delegated to management.</li> </ul>	<p>The respective roles and responsibilities of the Board and management are defined under the Board Charter, a copy of which is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p> <p>There is a clear delineation between the Board's responsibility for the Company's strategy and activities, and the day-to-day management of operations conferred upon the Managing Director and certain other officers of the Company.</p>
1.2	<p>Companies should:</p> <ul style="list-style-type: none"> <li>(a) undertake appropriate checks before appointing a director or senior executive, or putting forward to security holders a candidate for election, as a director; and</li> <li>(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.</li> </ul>	<p>The process for selection, appointment, and re-appointment of directors is detailed in the Remuneration &amp; Nominations Committee Charter, a copy of which is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>. It is the role of the Remuneration &amp; Nominations Committee to identify suitable candidates to complement the existing Board, to undertake appropriate checks on the candidate and, subject to the results of such checks, to make recommendations to the Board on their appointment.</p> <p>The Company provides all material information to enable shareholders to make an informed decision on whether or not to elect or re-elect a director in advance of any shareholder approvals required, including biographical details, relevant qualifications, a statement as to whether the Board supports the nomination of the director, the degree of independence of the director and details of any existing directorships held.</p>
1.3	<p>Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company requires each director and senior executive to execute a written agreement setting out the terms of their appointment. Each director is given a letter upon appointment, which outlines the director's duties, obligations, remuneration, expected time commitments</p>

ASX Principles and Recommendations		Explanation
		<p>and notification of the Company's policies. Similarly, senior executives including the Managing Director and Chief Financial Officer, have a formal job description and employment agreement describing their term of office, duties, rights and responsibilities and entitlements on termination.</p> <p>The Company will disclose the material terms of any employment, services or consultancy agreement it enters into with its Managing Director.</p>
1.4	The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	The Company Secretary is Olivia Byron, who reports directly to the Chair of the Board, Ravin Mirchandani. The role of the Company Secretary is outlined in the Board Charter, a copy of which is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a> .
1.5	<p>Companies should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a diversity policy;</li> <li>(b) through the 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;</li> <li>(c) disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>(i) the measurable objectives for achieving gender diversity;</li> <li>(ii) the entity's progress towards achieving those objectives; and</li> <li>either <ul style="list-style-type: none"> <li>(iii) 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</li> <li>(iv) 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.</li> </ul> </li> </ul> </li> </ul>	<p>The Company has adopted a Diversity Policy, a copy of which is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p> <p>The Diversity Policy requires the Board to establish measurable objectives to assist the Company to achieve gender diversity and to assess the Company's progress in achieving these objectives.</p> <p>Management has been working with the Remuneration &amp; Nominations Committee to agree the measurable objectives to assist the Company to achieve gender diversity for adoption by the Board. Since the Company listed on the ASX half-way through the 2023 financial year in January 2023, these measurable objectives have not yet been adopted.</p> <p>The Company is taking steps towards providing updates on its progress towards achieving its diversity objectives in respect of gender and has reported 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") in the annual report for the 2023 financial year (<b>Annual Report</b>). The Company will provide further updates in future annual reports.</p>



ASX Principles and Recommendations		Explanation
1.6	<p>Companies should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>Under the Board Charter, the Board is required, at least once per year, with the advice and assistance of the Remuneration &amp; Nominations Committee, to review and evaluate the performance of the Board, its committees and individual directors against the relevant charters, corporate governance policies and agreed goals and objectives (as applicable).</p> <p>The Board will ensure that an evaluation of the Board, its committees and individual directors is undertaken in accordance with the Board Charter. Given that the Company listed on the ASX in January 2023, the Board and its committees are yet to have been established for a full year and will undertake these evaluations later in the calendar year. The Company will provide details as to its compliance with these procedures in its future annual reports.</p>
1.7	<p>Companies should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>Under the Board Charter, the Board is responsible for reviewing and evaluating the performance of the members of the executive leadership team.</p> <p>With the advice and assistance of the Remuneration &amp; Nominations Committee, the Board undertook an evaluation of the members of its executive leadership team in accordance with its Charter, with performance assessed against qualitative and quantitative performance criteria.</p>
<b>2</b>	<b>Structure the board to be effective and add value</b>	
2.1	<p>The board should:</p> <ul style="list-style-type: none"> <li>(a) have a nomination committee which: <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director,</li> </ul> </li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(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</li> </ul>	<p>The Board has established a Remuneration &amp; Nominations Committee to oversee the selection and appointment practices of the Company.</p> <p>The Remuneration &amp; Nominations Committee is governed by a Remuneration &amp; Nominations Committee Charter, which is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p> <p>During the reporting period, the Remuneration &amp; Nominations Committee consisted of three members, Thomas (Tom) Patterson, Ravin Mirchandani and Susan (Sue) Klose, of which only Ms Klose is independent. The Remuneration &amp; Nominations Committee was chaired by Mr Patterson, who is not considered an independent non-executive director for ASX purposes. Ms Klose co-chaired the Remuneration &amp; Nominations Committee with Mr Patterson from April 2023 and she is considered to be an independent non-executive director for ASX purposes.</p> <p>The Board is mindful of the recommendation that a majority of a nomination committee should be independent directors, with a Chair that is an independent director, and will continue to take this into consideration when considering the future nomination, election or re-election of directors to the Board. With the departure of Mr Patterson from the Board at</p>

ASX Principles and Recommendations		Explanation
	(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	<p>the end of the reporting period on 30 June 2023, the Board has commenced a search for a non-executive director with a focus on ensuring that the Board comprises a sufficient number of independent non-executive directors.</p> <p>The Remuneration &amp; Nominations Committee will meet not less than twice per year and the number of times the Committee met and the individual attendances of the members at those meetings in the reporting period is disclosed in the Annual Report.</p>
2.2	Companies 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.	<p>The Remuneration &amp; Nominations Committee is responsible for regularly reviewing the size, composition and skills of the Board to ensure that the Board is able to discharge its duties and responsibilities effectively and to identify any gaps in the skills or experience of the Board.</p> <p>The Company has prepared a Board skills matrix, which is disclosed in the Annual Report.</p>
2.3	<p>Companies should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Company assesses the independence of its directors against the requirements for independence set out in the Board Charter which reflect the independence criteria set out in the ASX Principles and Recommendations.</p> <p>Director independence is initially assessed upon each director's appointment and reviewed each year, or as required when a new personal interest or conflict of interest is disclosed. Directors are required to disclose all actual or potential conflicts of interest on an ongoing basis.</p> <p>Sue Klose is the only director considered by the Board to be independent for ASX purposes. Alexander Jannink is not considered to be independent due to his executive role as Managing Director of the Company pursuant to the terms of his Executive Employment Agreement.</p> <p>Ravin Mirchandani is not considered independent due to his role as Chairman and Director of Ador Powertron Limited which holds approximately 16.30% of the issued share capital of the Company.</p> <p>Tom Patterson is not considered independent due to his role as a consultant to a substantial holder of the Company.</p> <p>The length of service of each director on the Board is as follows:</p> <ul style="list-style-type: none"> <li>▪ Ravin Mirchandani: May 2018 – present;</li> <li>▪ Alexander Jannink: March 2018 – present;</li> </ul>

ASX Principles and Recommendations		Explanation
		<ul style="list-style-type: none"> <li>▪ Sue Klose: January 2023 – present; and</li> <li>▪ Tom Patterson: February 2020 – 30 June 2023.</li> </ul>
2.4	A majority of the board should be independent directors	<p>During the reporting period, the Company had four directors. Sue Klose is the only director considered independent for ASX purposes, as described in item 2.3 above.</p> <p>The Board is mindful of the recommendation that a majority of the Board should be independent directors and has commenced a search for a non-executive director with a focus on ensuring that the Board comprises a sufficient number of independent non-executive directors following the departure of Tom Patterson from the Board on 30 June 2023.</p>
2.5	The Chair of the board should be an independent director and, in particular, should not be the same person as the CEO.	<p>The Chair of the Board is Ravin Mirchandani, who not considered to be an independent director for ASX purposes, as described in item 2.3 above.</p> <p>The role of Managing Director and Chief Executive Officer is held by Alexander Jannink.</p> <p>The Board is mindful of the recommendation that the Chair of the Board should be an independent director. The Board will continue to take this into consideration when considering the future nomination of the Chair of the Board.</p>
2.6	Companies should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<p>The Remuneration &amp; Nominations Committee is responsible for establishing and facilitating induction for new directors and providing new directors with all such information and advice which may be considered necessary or desirable for the director to commence their appointment to the Board.</p> <p>The Remuneration &amp; Nominations Committee is also responsible for providing directors with access to continuing education for directors for the purpose of updating and maintaining their skills and knowledge to perform their roles as directors effectively.</p> <p>A copy of the Remuneration &amp; Nominations Committee Charter is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p>
<b>3</b>	<b>Instill a culture of acting lawfully, ethically and responsibly</b>	
3.1	A company should articulate and disclose its values.	<p>The Company has included its values in the Company's Code of Conduct, which lists the Company's values and also includes a link to the Company's values on its website.</p> <p>The Code of Conduct is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p>
3.2	Companies should:	The Company has adopted a Code of Conduct which articulates acceptable practices for directors, officers and employees of the Company to guide their behaviour and to demonstrate

ASX Principles and Recommendations		Explanation
	<ul style="list-style-type: none"> <li>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	<p>the commitment of the Company to ethical practices. The Code of Conduct has been prepared having regard to the ASX Principles and Recommendations and is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p> <p>In accordance with the terms of the Code of Conduct, any material breaches of this policy are to be reported by the Reporting Person (ie. the Managing Director) to the Board.</p>
3.3	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a whistleblower policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	<p>The Company has adopted a Whistleblower Policy, which has been prepared having regard to the ASX Principles and Recommendations.</p> <p>The Company has appointed Whistleblower Protection Officers to investigate any reports made under the Whistleblower Policy, with any material incidents to be reported to the Board by the Audit &amp; Risk Management Committee.</p> <p>The Whistleblower Policy is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p>
3.4	<p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose an anti-bribery and corruption policy; and</li> <li>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</li> </ul>	<p>The Company has adopted an Anti-Bribery and Corruption Policy, which has been prepared having regard to the ASX Principles and Recommendations.</p> <p>The Company encourages all Acusensus employees to raise concerns with their manager or with the Reporting Person, being the Chief Financial Officer. Any material breaches will be reported by the Reporting Person to the Audit &amp; Risk Management Committee.</p> <p>The Anti-Bribery and Corruption Policy is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p>
<b>4</b>	<b>Safeguard integrity in corporate reporting</b>	
4.1	<p>The board should:</p> <ul style="list-style-type: none"> <li>(a) have an audit committee which: <ul style="list-style-type: none"> <li>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, who is not the chair of the board,</li> </ul> </li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(iii) the charter of the committee;</li> </ul>	<p>The Company has established an Audit &amp; Risk Management Committee to oversee the management of financial and internal risks.</p> <p>The Audit &amp; Risk Management Committee is governed by an Audit &amp; Risk Management Committee Charter, which is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p> <p>During the reporting period, the Audit &amp; Risk Management Committee consisted of three members, Sue Klose, Ravin Mirchandani and Tom Patterson, all of whom are non-executive directors with only Ms Klose being independent. The Audit &amp; Risk Management Committee is chaired by Ms Klose, who is an independent non-executive director for ASX purposes.</p>

ASX Principles and Recommendations		Explanation
	<ul style="list-style-type: none"> <li>(iv) the relevant qualifications and experience of the members of the committee; and</li> <li>(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</li> <li>(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.</li> </ul>	<p>The Company has provided details as to the relevant qualifications and experience of the members of the Committee, the number of times the Committee met and the individual attendances of the members at those meetings in the Annual Report.</p>
4.2	<p>The board should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Prior to the Board approving the Company's financial statements, it received from the Managing Director and Chief Financial Officer a declaration that, in their opinion, the financial records of the entity have been properly maintained, that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>The Company's full year and half year reports are audited and reviewed, as the case may be, by an external auditor.</p> <p>For periodic corporate reports that are released to the market and that are not audited or reviewed by an external auditor, these are subject to a process to ensure the integrity of the information contained within these documents. A thorough review and verification process takes place, involving subject matter experts from across the business to ensure that information is validated by the best placed people. Information is cross-checked against information already disclosed to the market and is verified back to its original source. The Board reviews and provides approval prior to release of these documents.</p>

ASX Principles and Recommendations		Explanation
<b>5</b>	<b>Make timely and balance disclosure</b>	
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<p>The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations.</p> <p>The Company has adopted a written policy to ensure compliance with its disclosure obligations contained in the ASX Listing Rules. A copy of the Company's Continuous Disclosure Policy is available on its website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p>
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 requires the Company Secretary (Olivia Byron) to ensure that the Board receives copies of all material market announcements promptly after they have been made, in accordance with the Company's Continuous Disclosure Policy, which is available on its website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a> .
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	The Company requires the Reporting Person (the Company Secretary, Olivia Byron) to ensure that any presentation materials are released to the ASX Market Announcements Platform ahead of the presentation, as detailed in the Company's Continuous Disclosure Policy, which is available on its website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a> .
<b>6</b>	<b>Respect the rights of security holders</b>	
6.1	Companies should provide information about itself and its governance to investors via its website.	<p>The Company provides investors with comprehensive and timely access to information about itself and its governance on its website at <a href="https://www.acusensus.com">https://www.acusensus.com</a>, including copies of the Company's Constitution, Committee Charters and key corporate governance policies, announcements lodged with the ASX, press releases, briefings and speeches made to analysts or the media, the Company's annual reports and notices of shareholder meetings.</p> <p>Further details are set out in the Company's Shareholder Communication Policy at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p>
6.2	Companies should have an investor relations program that facilitates effective two-way communication with investors.	<p>The Company has adopted a Shareholder Communications Policy for shareholders wishing to communicate with the Board, a copy of which is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p> <p>The Company seeks to utilise numerous modes of communication, including by posting information via the ASX or Company's website and other electronic communications to ensure that its communication with shareholders is frequent, clear and accessible.</p>
6.3	Companies should disclose how it facilitates and encourages participation at meetings of security holders.	<p>All shareholders are invited to attend the Company's general meetings either in person or by representative. Shareholders have an opportunity to submit questions to the Board or the Company's external auditor.</p> <p>Further details are set out in the Company's Shareholder Communication Policy at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p>

ASX Principles and Recommendations		Explanation
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	The Company's Shareholder Communications Policy provides that all substantive resolutions at a meeting of shareholders are decided by a poll, rather than a show of hands. A copy of the Shareholders Communication policy is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a> .
6.5	Companies should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically	The Company encourages shareholders to submit questions or requests for information directly to the Company via the Company's website at <a href="https://www.acusensus.com">https://www.acusensus.com</a> . The Company also encourages shareholders to submit any questions related to their shareholdings in the Company, including details for electronic communication, by emailing the Company's share registry or contacting the share registry via its website.
<b>7 Recognise and manage risk</b>		
7.1	<p>Companies should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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> <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 Board is responsible for oversight of the overall system of internal control and provides final consideration and direction on any risk management issues. The Board has delegated responsibility for the day-to-day oversight and management of the Company's risk profile to the Audit &amp; Risk Management Committee. The Audit &amp; Risk Management Committee is responsible for ensuring that the Company maintains effective risk management and internal control systems and processes and provides regular reports to the Board on these matters. Responsibility is conferred on the Company's management to develop and maintain a risk management program and internal control systems which identify material risks in light of the needs of the Company.</p> <p>The Audit &amp; Risk Management Committee is governed by an Audit &amp; Risk Management Committee Charter, which is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p> <p>During the reporting period, the Audit &amp; Risk Management Committee consisted of three members, Sue Klose, Ravin Mirchandani and Tom Patterson, all of whom are non-executive directors with only Ms Klose being independent. The Audit &amp; Risk Management Committee is chaired by Ms Klose, who is an independent non-executive director for ASX purposes.</p> <p>The Audit &amp; Risk Management Committee will meet not less than four times per year and details of the number of times the Audit &amp; Risk Management Committee met and the individual attendances of the members at those meetings in the reporting period are disclosed in the Annual Report.</p> <p>In conjunction with the Company's other corporate governance policies, the Company has adopted a Risk Management Policy, which is designed to assist the Company to identify, assess, monitor and manage its risk, including any material changes to its risk profile. A copy</p>

ASX Principles and Recommendations	Explanation
	of the Company's Risk Management Policy is available on the Company's website at <a href="https://www.acusensus.com">https://www.acusensus.com</a> .
<p>7.2 The board or a committee of the board should:</p> <ul style="list-style-type: none"> <li>(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</li> <li>(b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	<p>The Audit &amp; Risk Management Committee will annually review and evaluate the effectiveness of the Company's risk management framework to ensure that its internal control systems and processes are monitored and updated on an ongoing basis.</p> <p>The division of responsibility between the Board, Audit &amp; Risk Management Committee and management aims to ensure that specific responsibilities for risk management are clearly communicated and understood.</p> <p>The Company's Risk Management Policy provides for regular reporting to the Board, which supplements the Company's quality system, internal control systems and processes and standard operating procedures, which are all designed to address various forms of risks. A copy of the Company's Risk Management Policy is available on the Company's website at <a href="https://www.acusensus.com">https://www.acusensus.com</a>.</p> <p>Following the listing on the ASX of the Company in January 2023, a review of the risk management framework commenced during the reporting period and is ongoing as the Company pursues certification of aspects of its operations from the International Organization for Standardization in accordance with the ISO 9001 for its quality management systems, ISO 45001 for safety management systems, ISO 27001 for information security and ISO 14001 for environmental management.</p>
<p>7.3 Companies should disclose:</p> <ul style="list-style-type: none"> <li>(a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>(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</li> </ul>	<p>Due to the Company's current size and business circumstances, the Company does not have an internal audit function. The Company will reconsider this decision as appropriate and appoint an internal auditor if, and when, the Company considers this necessary.</p> <p>Under the Audit &amp; Risk Management Committee Charter, the Audit &amp; Risk Management Committee is responsible for providing an independent and objective assessment to the Board regarding the adequacy, effectiveness and efficiency of the Company's risk management and internal control process.</p>
<p>7.4 Companies 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.</p>	<p>The Company does not consider that it has any material exposure to economic, environmental and social sustainability risks. If the Company determines in the future that it has any material exposure to economic, environmental and social sustainability risks, the Company will provide details in its future annual reports.</p>



ASX Principles and Recommendations		Explanation
8	Remunerate fairly and responsibly	
8.1	<p>Companies should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(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> <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 has a Remuneration &amp; Nominations Committee, which is governed by a Remuneration &amp; Nominations Committee Charter, which is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p> <p>During the reporting period, the Remuneration &amp; Nominations Committee consisted of three members, Tom Patterson, Ravin Mirchandani and Sue Klose, of which only Ms Klose is independent. The Remuneration &amp; Nominations Committee was chaired by Mr Patterson, who is not considered to be an independent non-executive director for ASX purposes. Ms Klose co-chaired the Remuneration &amp; Nominations Committee with Mr Patterson from April 2023 and she is considered to be an independent non-executive director for ASX purposes.</p> <p>The Board is mindful of the recommendation that a majority of a remuneration committee should be independent directors, with a Chair that is an independent director, and will continue to take this into consideration when considering the future nomination, election or re-election of directors to the Board. With the departure of Mr Patterson from the Board at the end of the reporting period on 30 June 2023, the Board has commenced a search for a non-executive director with a focus on ensuring that the Board comprises a sufficient number of independent non-executive directors.</p> <p>The Remuneration &amp; Nominations Committee will meet not less than twice a year, and the details of the number of times the Committee met and the individual attendances of the members at those meetings in the reporting period are disclosed in the Annual Report.</p>
8.2	Companies 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>The Remuneration &amp; Nominations Committee is responsible for setting and reviewing the policies and practices of the Company regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives, separately.</p> <p>Policies and practices regarding remuneration of non-executive directors, executive directors and senior executives are disclosed in the Annual Report.</p>
8.3	<p>A company 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>The Company has adopted a Securities Trading Policy which provides that participants must not, without prior written approval by the relevant person specified in the Securities Trading Policy, engage in hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's securities.</p> <p>A copy of the Securities Trading Policy is available on the Company's website at <a href="https://investors.acusensus.com/corp-gov/">https://investors.acusensus.com/corp-gov/</a>.</p>

ASX Principles and Recommendations		Explanation
9	Additional recommendations that apply only in certain cases	
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	N/A