Appendix 4G

Key to Disclosures
Corporate Governance Council Principles and Recommendations

Name of entity

IMAGION BIOSYSTEMS LIMITED

ABN/ARBN

42 616 305 027

Financial year ended:

31 DECEMBER 2020

Our corporate governance statement[1] for the period above can be found at:[2]

☐ These pages of our annual report:

☒ This URL on our website: https://imagionbiosystems.com/investor-hub/

The Corporate Governance Statement is accurate and up to date as at 25 February 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.[3]

Geoff Hollis
Company Secretary
25 February 2021

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[1] "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.

[2] 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.

[3] 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,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
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.	☒ and we have disclosed a copy of our board charter at: https://imagionbiosystems.com/investor-hub/	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

[4] 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/").

[5] 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.

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
1.5	A listed entity should: (a) have and disclose a diversity policy; (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 (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (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 (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. If the entity was in the S&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.	☐ and we have disclosed a copy of our diversity policy at: …….. [*insert location*] and we have disclosed the information referred to in paragraph (c) at: within the Corporate Governance Statement	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to in paragraph (a) at: within the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: within the Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
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.	☐ and we have disclosed the evaluation process referred to in paragraph (a) at: within the Corporate Governance Statement and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: within the Corporate Governance Statement	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the committee at: https://imagionbiosystems.com/investor-hub/ and the information referred to in paragraphs (4) and (5) at: within the Company's 2020 Annual Report	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
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.	☒ and we have disclosed our board skills matrix at: Skills matrix prepared but not yet disclosed.	☒ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, 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 (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors at: within the Corporate Governance Statement and the length of service of each director at: within the Company's 2020 Annual Report	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ 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.	☐	☒ set out in our Corporate Governance Statement **OR** ☐ 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.	☒	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values at: https://imagionbiosystems.com/careers/	☐ 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.	☒ and we have disclosed our code of conduct at: https://imagionbiosystems.com/investor-hub/	☐ 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.	☒ and we have disclosed our whistleblower policy at: https://imagionbiosystems.com/investor-hub/	☐ 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.	☐ and we have disclosed our anti-bribery and corruption policy at: …… [*insert location*]	☒ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the committee at: https://imagionbiosystems.com/investor-hub/ and the information referred to in paragraphs (4) and (5) at: within the Company's 2020 Annual Report	☐ set out in our Corporate Governance Statement
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.	☒	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at: https://imagionbiosystems.com/investor-hub/	☐ 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.	☒	☐ 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.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at: https://imagionbiosystems.com/investor-hub/	☐ 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.	☒	☐ 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.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders at: within the Corporate Governance Statement	☐ 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.	☒	☐ 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.	☒	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the committee at: https://imagionbiosystems.com/investor-hub/ and the information referred to in paragraphs (4) and (5) at: within the Company's 2020 Annual Report	☐ set out in our Corporate Governance Statement
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.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: within the Corporate Governance Statement	☐ set out in our Corporate Governance Statement
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.	☒ and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: within the Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		**Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:**	**Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]**
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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: within the Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Corporate Governance Council recommendation		Where a box below is ticked,[4] we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:[5]
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the committee at: https://imagionbiosystems.com/investor-hub/ and the information referred to in paragraphs (4) and (5) at: within the Company's 2020 Annual Report	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: within the Company's 2020 Annual Report	☐ set out in our Corporate Governance Statement **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: within the Corporate Governance Statement	☐ set out in our Corporate Governance Statement **OR** ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable **OR** ☐ we are an externally managed entity and this recommendation is therefore not applicable

IMAGION BIOSYSTEMS

Imagion Biosystems Limited ACN 616 305 027

CORPORATE GOVERNANCE STATEMENT

The Directors and management of Imagion Biosystems Limited (**Imagion** or the **Company**) are committed to conducting the business of Imagion in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (Fourth Edition)* (**Recommendations**) to the extent appropriate to the size and nature of the Company's operations.

The Company has prepared this statement which sets out its corporate governance practices during the financial year ending on 31 December 2020. This statement identifies any Recommendations that have not been followed, and provides reasons for not following such Recommendations. This statement is current as at 25 February 2021 and has been approved by the Board of Imagion.

In accordance with ASX Listing Rules 4.10.3 and 4.7.4, this Corporate Governance Statement will be available on the Company's website (https://imagionbiosystems.com) (**Website**), and will be lodged together with an Appendix 4G with ASX at the same time that the Company's 2020 Annual Report is lodged with ASX. The Appendix 4G will particularise each Recommendation that needs to be reported against by the Company, and will provide shareholders with information as to where relevant governance disclosures can be found.

The Company's corporate governance policies, charters and policies are all available under the Corporate Governance section of the Company's Website.

ASX Recommendation		Status	Reference / Comment
Principle 1 – Lay solid foundations for management and oversight *A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.*			
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.**	**Complying**	The Board has adopted a charter (**Board Charter**) which establishes the role of the Board and its relationship with management. The Board Charter clearly articulates the division of responsibilities between the Board and management, in order to manage expectations and avoid misunderstandings about their respective roles and accountabilities. As detailed in the Board Charter, the primary role of the Board is the protection and enhancement of long-term shareholder value, and its responsibilities include the overall strategic direction of the Company, establishing goals for management and monitoring the achievement of these goals. The Board is also responsible for the overall corporate governance of Imagion. The Board Charter additionally sets out the role and responsibility of the Chairman, and outlines the Board's policy on when and how Directors may seek independent professional advice at the expense of the Company. The Board has delegated to the Chief Executive Officer (**CEO**) the authority and power to manage Imagion and its businesses within levels of authority specified by the Board from time to time. The

			CEO may sub-delegate aspects of his authority and power but remains accountable to the Board for Imagion's performance and is required to report regularly to the Board on the progress being made by Imagion's business units. Appointment of the chair of the Board as well as appointing, and where necessary replacing, the CEO are matters which are expressly reserved to the Board. In accordance with the Board Charter, the Board will review the Board Charter at least annually, and in doing so will continually review the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Company. A copy of the Board Charter is available on the Website.
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.**	**Complying**	The Board has established and operates a Remuneration and Nomination Committee. The Remuneration and Nomination Committee's functions and powers are formalised in a Remuneration and Nomination Committee Charter, a copy of which is available on the Website. The nomination-related function of the Remuneration and Nomination Committee is to, where required: ▪ identify suitable candidates with appropriate skills, experience, expertise and diversity to complement the existing Board, in order for the Board to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board; and ▪ undertake appropriate checks on a candidate and seek confirmation from the candidate that he/she will have sufficient time to fulfil his or her responsibilities as a director; and ▪ subject to the results of such checks and confirmations, make recommendations to the Board on their appointment. Where appropriate, external consultants may be engaged to assist in searching for candidates and undertaking relevant checks (for directors and senior executives). The Charter specifies that the Company will provide information to shareholders about Directors seeking re-election at a general meeting to enable them to make an informed decision on whether or not to re-elect the Director, including their relevant qualifications and experience and the skills they bring to the Board; details of any other listed directorships held by the Director in the preceding 3 years; the term of office already served by the Director; whether the Director is considered to be independent; and a recommendation by the Board in respect of the re-election of the Director. The Company will, in the case of a candidate standing for election as a Director for the first time, provide information to shareholders about the candidate to enable them to make an informed decision on whether or not to elect the candidate, including material

			adverse information revealed by any checks the Remuneration and Nomination Committee has performed on the candidate; details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to exercise independent judgement on Board matters or to act in the best interests of the Company and its shareholders generally; the Board's view on whether the candidate will be considered to be an independent Director; and a recommendation by the Board in respect of the election of the candidate.
1.3	**A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.**	**Complying**	All Directors and senior executives have entered into written agreements with the Company. Specifically, each Non-Executive Director has been given a letter of appointment which outlines terms including the Director's duties, obligations, remuneration, expected time commitments and notification of the Company's policies. Similarly, senior executives have a formal job description and services agreement or employment agreement with the Company describing their term of office, duties, rights and responsibilities, and entitlements on termination.
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.**	**Complying**	The Company Secretary is responsible for the day to day operations of the company secretary's office, including the administration of Board and committee meetings, overseeing Imagion's relationship with its share registry and lodgments with the ASX and other regulators. The Company Secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with Imagion's Continuous Disclosure Policy. The Company Secretary supports the effectiveness of the Board by monitoring compliance with Board policies and procedures, and coordinating the completion and dispatch of Board agendas and briefing papers. The Company Secretary is accountable to the Board, and all Directors have access to the Company Secretary. The decision to appoint or remove the Company Secretary is made or approved by the Board.
1.5	**A listed entity should:** **(a) have and disclose a diversity policy;** **(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**	**Part-Complying**	The Board has contemplated the necessity of implementing a diversity policy. Noting the relatively small size of the Company and the fact that the Company has only a small number of employees, the Board has resolved to depart from the Recommendations by not implementing a gender diversity policy at this time. Whilst the Company has not set formal measurable objectives for achieving gender diversity, the Company is nonetheless committed to recruiting employees from a diverse pool of qualified candidates.

	workforce generally; and **(c) disclose in relation to each reporting period:** **(1) the measurable objectives set for that period to achieve gender diversity;** **(2) the entity's progress to achieving those objectives; and** **(3) either:** **(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** **(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.**		The Board is charged with the responsibility of undertaking an annual review to: ▪ assess its policies and procedures in reference to its diversity objectives; ▪ determine whether its diversity policies and procedures are and are likely to continue to be appropriate; and ▪ ensure that the Company, and its policies and procedures, comply with all applicable legal requirements in respect of diversity and that such policies and procedures remain relevant and effective. As at 31 December 2020, the Company and its subsidiary had 10 employees, of which 4 are female, with 3 holding a senior executive role. 33% of the Board is composed of female directors, being Ms Jovanka Naumoska (Non-Executive Director) and Ms Dianne Angus (Non-Executive Director). For the purposes of determining the number of female senior executives in the Company, the Company has defined "senior executive" as the CEO (or equivalent position) and those who report directly to the CEO (or equivalent position).
1.6	**A listed entity should:** **(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and** **(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.**	**Complying**	The Directors undertake an annual process to review the performance and effectiveness of the Board and individual directors. The Company Secretary will oversee this process. The review will assess, amongst other things: ▪ the effectiveness of the Board in meeting the requirements of its Charter; ▪ whether the Board's current members have the appropriate mix of skills and experience to continue to properly perform their functions; ▪ the contribution made by each Director at meetings and in carrying out their responsibilities as Directors generally, including preparing for meetings; and ▪ whether adequate time is being allocated to Company matters, taking into account each Director's other commitments.

			As part of the review, each Director will be requested to complete, on a confidential basis, a self-appraisal questionnaire, and the Company Secretary will collate the results and present them to the Board for discussion. The Chairman will then lead a discussion of the questionnaire results with the Board as a whole, and provide feedback to individual Directors as necessary. An evaluation of the Company's directors was undertaken in respect of the reporting period.
1.7	**A listed entity should:** **(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and** **(b) disclose, in relation to each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period**	**Complying**	The Board endeavours to undertake an annual review of the performance of senior executives, using where necessary an external consultant, against appropriate measures. A performance evaluation of the CEO was undertaken by the Board in respect of the reporting period.
Principle 2 – Structure the Board to add value *A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.*			
2.1	**The board of a listed entity should:** **(a) have a nomination committee which:** **(1) has at least three members, a majority of whom are independent directors; and** **(2) is chaired by an independent director,** **and disclose:** **(3) the charter of the committee;** **(4) the members of the committee; and** **(5) as at the end of each reporting**	**Complying**	The Remuneration and Nomination Committee comprised Mark Van Asten (Committee Chairman), David Ludvigson and Jovanka Naumoska during 2020. In February 2021 David Ludvigson and Jovanka Naumoska were replaced by Dianne Angus (new Committee Chair) and Michael Harsh. The Remuneration and Nomination Committee's functions and powers are formalised in a Charter, a copy of which is available on the Website. All members of the Remuneration and Nomination Committee are independent Non-Executive Directors, including the Committee Chair. The nomination-related function of the Remuneration and Nomination Committee is, in summary, to review and make recommendations in relation to the composition and performance of the Board and its committees and ensuring that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior management). The Remuneration and Nomination Committee will meet as often as is required by the Remuneration and Nomination Committee Charter or other policy approved by the Board to govern the operation of the Remuneration and Nomination Committee.

	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.**		Following each meeting, the Remuneration and Nomination Committee will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Remuneration and Nomination Committee that requires Board approval. The Company discloses in its annual reports the number of times the Remuneration and Nomination Committee meets throughout each financial year and the individual attendances of the members at those meetings. The relevant qualifications and experience of the Remuneration and Nomination Committee members are disclosed in the Company's 2020 Annual Report.
2.2	**A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.**	**Part-Complying**	The Board aims to be composed of Directors which have, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to Imagion's businesses and the Board's responsibilities. This objective is enumerated in the Board Charter. The Board regularly evaluates the mix of skills, experience and diversity at the Board level, to ensure that ongoing needs in relation to supervising the Company and its operations are being met, and to take into account any changes in the Company's circumstances and strategic priorities. Whilst the Company does not disclose its board skills matrix setting out the mix of skills of the Directors, it has assessed each Director's skill level against the following key skills set out in the matrix which the Board considered to be desired by the Board of Imagion: • Executive leadership and board experience • Financial literacy • Legal, governance, regulatory and compliance • Business development / intellectual property strategy • Corporate strategy • Instrument diagnostics / medical imaging market penetration • Cancer diagnostics • Cancer therapeutics • Healthcare investment The Board considers that for the reporting period it has had an appropriate mix of skills and diversity and provides information about the skills, experience and expertise of each Director in the Company's 2020 Annual Report.

2.3	**A listed entity should disclose:** **(a) the names of the directors considered by the board to be independent directors;** **(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and** **(c) the length of service of each director.**	**Complying**	For the reporting period the Board has been comprised of the following Directors: ▪ Mr Robert Proulx, Executive Chairman & President ▪ Mr Michael Harsh, Non-Executive Director ▪ Mr David Ludvigson, Non-Executive Director ▪ Mr Mark Van Asten, Non-Executive Director ▪ Ms Jovanka Naumoska, Non-Executive Director ▪ Ms Dianne Angus, Non-Executive Director (appointed 8 May 2020) ▪ Ms Bronwyn Le Grice, Non-Executive Director (resigned 31 March 2020) The Board has considered the circumstances of each Director and has determined that all Directors, save for Mr Proulx (due to his executive capacity), are independent Directors on the basis that they are free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence the independent exercise of their judgement. In reaching the conclusions set out above, the Board considered the guidelines of materiality for the purpose of determining Director independence set out in the Board Charter and Box 2.3 of the Recommendations. The Board will continually assess whether there are any factors or considerations which may mean that a Director's interest, position, association or relationship might influence, or reasonably be perceived to influence, the capacity of the Director to bring an independent judgement to bear on issues before the Board and to act in the best interests of Imagion and its security holders generally. The Corporations Act and Board meeting processes require Directors to advise the Board of any interest they have that has the potential to conflict with the interests of the Company, including any development that may impact their perceived or actual independence. If the Board determines that a Director's status as an independent Director has changed, that determination will be disclosed and explained in a timely manner to the market. The length of service of each Director is set out in the Company's 2020 Annual Report.
2.4	**A majority of the board of a listed entity should be independent directors.**	**Complying**	A majority of the Directors on the Company's Board as at the date of this statement are independent directors.
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.**	**Non-Complying**	The Chairman of the Board is Mr Robert Proulx, who also holds the role of CEO / President, and is accordingly not considered by the Board to be independent. With regards to the size of the Company and the stage of its operations, the Board considers that the appointment of a separate Chairman at this stage will not be conducive to the Company's needs. The Company will, on a continuing basis, reassess the requirement to appoint a Non-Executive Chairman.

2.6	**A listed entity should have a program for inducting new directors and 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.**	**Complying**	The Board is tasked with ensuring that an effective induction process is in place for newly appointed Directors, and the review of those induction procedures. In addition, incumbent Directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a Director effectively. As Directors join the Board, they will undertake a comprehensive induction program, which includes the provision of information on the Company's core values, key strategies, objectives, as well as its governance framework and operations. New Directors will also meet with key senior management to gain a better appreciation of the Company's services and capabilities. The Board receives ongoing governance updates as required, including in relation to recent legislative and regulatory changes and developments in corporate governance. All Directors have ongoing access to information on the Company's operations and to the Company's senior management. Each Director, at any time, is able to seek reasonable independent professional advice on any business-related matter at the expense of the Company. Directors also have access to adequate internal resources to seek any information from any officer or employee of the Company, or to require the attendance of management at meetings to enable them as Directors to fulfil their duties.
Principle 3 – Instill 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*			
3.1	**A listed entity should articulate and disclose its values.**	**Complying**	Imagion's officers and employees are aware of the guiding principles and norms that define the type of organisation that Imagion is aiming to be. These have been disclosed on the Website.
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.**	**Complying**	The Board is committed to observing the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct, a copy of which is available on the Website, and which sets out the way in which Imagion seeks to conduct business, namely in an honest and fair manner, acting only in ways that reflect well on Imagion in strict compliance with all laws and regulations. The Code of Conduct articulates acceptable practices for directors, senior executives and employees, to guide their behaviour and to demonstrate the commitment of the Company to ethical practices. The Company also seeks to ensure that advisers, consultants and contractors are aware of the Company's expectations as set out in its Code of Conduct. Responsibilities of Imagion's personnel under the Code of Conduct include protection of Imagion's business, using Imagion's resources in an appropriate manner, protecting confidential information and avoiding conflicts of interest.

			Any material breaches of the Code of Conduct will be disclosed to the Board.
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.**	**Complying**	The Board has adopted a Whistleblower Policy, a copy of which is available on the Website. Any material incidents reported under that policy will be disclosed to the Board.
3.4	**A listed entity should:** **(a) have and disclose an anti-bribery and corruption policy; and** **(b) ensure that the board or a committee of the board is informed of any material breached of that policy.**	**Non-Complying**	Whist Imagion's officers and employees are aware, partly via the Code of Conduct, of their anti-bribery and corruption responsibilities this is yet to be formalised into a formal policy approved by the Board. This is scheduled to occur in 2021.
Principle 4 – Safeguard the integrity of corporate reports *A listed entity should have appropriate processes to verify the integrity of its corporate reports.*			
4.1	**The board of a listed entity should:** **(a) have an audit committee which:** **(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and** **(2) is chaired by an independent director, who is not the chair of the board,** **and disclose:**	**Complying**	The Audit and Risk Committee comprises David Ludvigson (Committee Chairman), Michael Harsh and Mark Van Asten. The audit-related role of the Audit and Risk Committee is to oversee Imagion's financial reporting and its external audit functions. This includes confirming the quality and reliability of the financial information prepared by Imagion, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor, to confirm that they are consistent with maintaining external audit independence. All Audit and Risk Committee members, including the Chairman of the Committee, are considered to be independent Directors. The Committee Chairman is not the Chairman of the Board. The Audit and Risk Committee's functions and powers are formalised in a Charter, a copy of which is available on the Website. The Audit and Risk Committee will meet as often as is required by the Audit and Risk Committee Charter or other policy

	(3) the charter of the committee; **(4) the relevant qualifications and experience of the members of the committee; and** **(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** **(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.**		approved by the Board to govern the operations of the Audit and Risk Committee. The Chair of the Committee may invite other Directors, members of senior management and representatives of the external auditor to be present at meetings of the committee and seek advice from external advisers. The Audit and Risk Management Committee will regularly report to the Board about committee activities, issues and related recommendations. The Company discloses in its annual reports the number of times the Audit and Risk Committee meets throughout each financial year and the individual attendances of the members at those meetings. The relevant qualifications and experience of the Audit and Risk Management Committee members are disclosed in the Company's 2020 Annual Report.
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**	**Complying**	The Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Company's financial position and prospects. The Board reviews the Company's half yearly and annual financial statements. The Board has a process to receive written assurances from the CEO and the CFO that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results, and are in accordance with relevant accounting standards, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. The Board does and will continue to seek these assurances prior to approving the financial statements for all half year and full year results.

	control which is operating effectively.		
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.**	**Complying**	The Directors are committed to maintaining appropriate processes that ensure integrity within periodic corporate reports that are not audited or reviewed by an external auditor. Imagion has a Disclosure Committee in place, comprised of David Ludvigson, Jovanka Naumoska and Dianne Angus. The Committee is responsible for reviewing all ASX announcement not approved by the Board. In relation to periodic corporate reports, such as an annual directors' report and quarterly cash flow reports, these are reviewed and approved by the Board.
Principle 5 – Make timely and balanced disclosure *A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.*			
5.1	**A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rules 3.1.**	**Complying**	The Board has adopted a Disclosure and Communications Policy which has established procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance. The focus of these procedures is on continuous disclosure of any information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities and improving access to information for all investors. The purpose of the procedures for identifying information for disclosure is to ensure timely and accurate information is provided equally to all shareholders and market participants. The Company Secretary is responsible for all communications with the ASX. All Company announcements are vetted and authorised by the Board or the Disclosure Committee and senior management to ensure they are made in a timely manner, are factual, do not omit material information and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions. A copy of the Policy is available on the Website.
5.2	**A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.**	**Complying**	All material market announcements are approved by the Board prior to release to the market.

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.**	**Complying**	Any new and substantive investor or analyst presentations are released on the ASX Market Announcements Platform ahead of any such presentation being made.

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.*			
6.1	**A listed entity should provide information about itself and its governance to investors via its website.**	**Complying**	The 'Investors' section of Imagion's Website is the primary medium of providing information to all shareholders and stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner. The Investors section of the Website contains information relevant to shareholders and stakeholders including: ▪ all relevant announcements made to the market, including annual and half yearly reports; ▪ shareholder updates; ▪ information provided to analysts or media during briefings; ▪ the full text of notices of meeting and explanatory material; and ▪ a Shareholder Privacy Policy, which outlines how Imagion manages personal information of shareholders. All corporate governance policies and charters adopted by the Board are available on the Website.
6.2	**A listed entity should have an investor relations program that facilitates effective two-way communication with investors.**	**Complying**	The Board is committed to facilitating effective two-way communication with its shareholders, investors and stakeholders, and has adopted a Disclosure and Communications Policy to define and support this commitment. A copy of the Policy is available on the Website. The Policy sets out the Company's investor relations approach, namely by communicating with its shareholders and investors by posting information on the Website, and by encouraging attendance and participation of shareholders at general meetings.
6.3	**A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.**	**Complying**	Shareholders are encouraged to attend the Company's general meetings, and notice of such meetings will be given in accordance with the Company's Constitution, the Corporations Act, and the ASX Listing Rules. The Company's annual general meeting in particular is an opportunity for shareholders to receive updates from the CEO and Chairman on Company performance, ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at annual general meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report. The date, time and location of the Company's general meetings will be provided in the notices of meetings, and on the Website. Whilst shareholders are encouraged to attend meetings in person, in the event that they are unable to do so, they are

			encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf.
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.**	**Complying**	Imagion is committed to the principle of "one security one vote" and ensures that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.
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.**	**Complying**	Investors are able to communicate with the Company by emailing the Company Secretary. Investors are also able to communicate with the Company's registry electronically by emailing the registry or via the registry's website.
Principle 7 – Recognise and manage risk *A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.*			
7.1	**The board of a listed entity should:** **(a) have a committee or committees to oversee risk, each of which:** **(1) has at least three members, a majority of whom are independent directors; and** **(2) is chaired by an independent director,** **and disclose:** **(3) the charter of the committee;** **(4) the members of the committee; and** **(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**	**Complying**	The Audit and Risk Management Committee comprises David Ludvigson (Committee Chairman), Mike Harsh and Mark Van Asten. The risk-related role of the Audit and Risk Management Committee is outlined in its Risk Management Statement. It includes oversight of Imagion's internal control structure and risk management systems, provision of advice to the Board and reporting on the status and management of the risks to Imagion. The purpose of the Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed. All Audit and Risk Management Committee members, including the Chairman of the Committee, are considered to be independent Directors. The Audit and Risk Management Committee's functions and powers are formalised in a Charter, a copy of which is available on the Website. The Audit and Risk Management Committee will meet as often as is required by the Audit and Risk Management Committee Charter or other policy approved by the Board to govern the operations of the Audit and Risk Management Committee. The Company discloses in its annual reports the number of times the Audit and Risk Management Committee meets throughout each financial year and the individual attendances of the members at those meetings. The relevant qualifications and experience of the Audit and Risk Management Committee members are disclosed in the Company's 2020 Annual Report.

	(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.		
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.**	**Complying**	The Company has established policies and procedures to identify, assess and manage all material business and operational risks. The Board has responsibility for monitoring risk oversight and ensures that the Chief Executive Officer and the Chief Financial Officer or equivalent report on the status of business risks through risk management programs aimed at ensuring risks are identified, assessed and appropriately managed. In addition, the Board reviews the risk management framework and policies of the Company, and is satisfied that management has developed and implemented a sound system of risk management and internal control. A review took place in relation to the reporting period. The Board oversees policies on risk assessment and management. The Board has adopted a Risk Management Statement, a copy of which is available on the Website.
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.**	**Complying**	The Company does not at this time, have an internal audit function. The Audit and Risk Management Committee has responsibility to ensure that the Company has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of these internal controls. The Audit and Risk Management Committee is also responsible for conducting investigations of breaches or potential breaches of these internal controls. The Company's external auditors also provide recommendations to the Audit and Risk Management Committee if internal control weaknesses have been identified. The Audit and Risk Management Committee is responsible for overseeing the implementation of recommendations to improve internal control weaknesses made by the Company's auditors, as well as to generally oversee reviews and improvements to risk management and internal control processes.

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.**	**Complying**	The Company's operations are not subject to any significant environmental regulations under the Commonwealth or State legislation. Whilst the Company has exposure to elements of risks relevant to the industry in which Imagion operates, the Company does not consider, given the nature of its business, that it has any specific extraordinary exposure to environmental and social risks.
Principle 8 – Remunerate fairly and responsibly *A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain 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.*			
8.1	**The board of a listed entity should:** **(a) have a remuneration committee which:** **(1) has at least three members, a majority of whom are independent directors; and** **(2) is chaired by an independent director,** **and disclose:** **(3) the charter of the committee;** **(4) the members of the committee; and** **(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** **(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**	**Complying**	The Remuneration and Nomination Committee comprised Mark Van Asten (Committee Chairman), David Ludvigson and Jovanka Naumoska during 2020. In February 2021 David Ludvigson and Jovanka Naumoska were replaced by Dianne Angus (new Committee Chair) and Michael Harsh. The Remuneration and Nomination Committee's functions and powers are formalised in a Charter, a copy of which is available on the Website. All members of the Remuneration and Nomination Committee are independent Non-Executive Directors, including the Chairman of the Committee. The remuneration-related role of the Remuneration and Nomination Committee is to review and make recommendations to the Board on remuneration packages and policies relating to the Directors, CEO and other senior executives and to ensure that the remuneration policies and practices are consistent with its strategic goals and human resources objectives. The Committee is also responsible for administering short term and long term incentive plans (including any equity plans). The Remuneration and Nomination Committee will meet as often as is required by the Remuneration and Nomination Committee Charter or other policy approved by the Board to govern the operation of the Remuneration and Nomination Committee. Following each meeting, the Remuneration and Nomination Committee will report to the Board on any matter that should be brought to the Board's attention and on any recommendation of the Remuneration and Nomination Committee that requires Board approval. The Company discloses in its annual reports the number of times the Remuneration and Nomination Committee meets throughout each financial year and the individual attendances of the members at those meetings.

	directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		The relevant qualifications and experience of the Remuneration and Nomination Committee members are disclosed in the Company's 2020 Annual Report.
8.2	**A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.**	**Complying**	Details of the Directors' and key senior executives' remuneration are set out in the Remuneration Report section of the Company's 2020 Annual Report. The structure of Non-Executive Directors' remuneration is distinct from that of executives and is further detailed in the Remuneration Report section of the Company's 2020 Annual Report.
8.3	**A listed entity which has an equity-based remuneration scheme should:** **(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and** **(b) disclose that policy or a summary of it.**	**Complying**	Imagion has adopted a Long-Term Incentive Plan (**LTIP**) (in 2017) and superseded the LTIP with an Employee Incentive Plan (**EIP**) (approved by shareholders in 2020) to assist in the motivation, retention and reward of senior executives. The EIP is designed to align the interests of senior executives more closely with the interests of shareholders by providing an opportunity for senior executives to receive an equity interest in Imagion through the granting of securities, the vesting of which is subject to satisfaction of certain performance or time-based conditions. A summary of the EIP was provided in the Company's 2020 Notice of Annual General Meeting dated 19 June 2020. Participants in the LTIP or the EIP are not permitted to hedge or otherwise limit the economic risk of participating in the either plan. In addition, the Company has adopted a Securities Trading Policy which prohibits Directors and senior executives and other key management personnel and their closely related parties from entering into any arrangement that would have the effect of, directly or indirectly, granting any form of security (whether by way of charge, mortgage, pledge or otherwise) over any Imagion securities which are unvested or subject to a holding lock, to secure any obligation or enter into any margin lending arrangement involving the Company's securities. A copy of the Company's Securities Trading Policy is available on the Website.