

Auditor Selection, Appointment and Rotation Policy

ImpediMed Limited (ACN 089 705 144) (**ImpediMed** or **Company**)

Adopted by the Board on 16 July 2019

1. Introduction

1.1 Purpose

The policy is for ImpediMed to appoint an independent external auditor with the appropriate skills, knowledge and experience to contribute to the integrity of the Company's financial reporting and auditing the Company for the purposes of the *Corporations Act 2001* (Cth) (**Corporations Act**).

1.2 Application of Policy

This policy applies to ImpediMed Limited and any of its controlled entities.

2. Selection of External Auditor

2.1 Framework

The Board is responsible for appointing the external auditor, subject to confirmation by shareholders at the Company's Annual General Meeting.

The Audit and Risk Management Committee (**Committee**) is responsible for implementing a selection process and making a recommendation to the Board based on their assessment of the responses received from potential external auditors.

2.2 Selection Process

The Committee may elect to undertake a formal tender process. If so, the Chief Financial Officer (**CFO**) will prepare a draft request for submissions that will be reviewed by the Committee. The Committee may make such changes to the draft, as it considers appropriate.

The final request for submissions must contain sufficient information to enable a potential auditor to provide a proposal and fee estimate to the Company. Such information should include information about the Company, its operations, its key personnel and any other relevant information about the structure of the Company and its financial statements. The CFO will assist the Committee to distribute the request for submissions and to arrange for candidates to meet with the selection panel.

The Committee will establish a selection panel comprising the Committee, the CFO and any other person the Committee considers appropriate to assess the suitability of the external auditor (**Selection Panel**). The Committee will consult with the other members of the Selection Panel as to the preferred auditor, however, it is the responsibility of the Committee to recommend a preferred external auditor to the Board.

2.3 Selection Criteria

The candidate selected by the Committee, as the preferred external auditor must satisfy the selection criteria whether or not it is selected by way of a formal tender.

- (a) Fees - A candidate must provide a fixed fee quotation for its audit services. However price will not be the sole determining factor in the selection of a preferred external auditor.
- (b) Independence - A candidate must satisfy the Committee that it is independent and outline the procedures it has in place to maintain its independence. The external auditor must be independent from the Company and be seen to be independent from the Company. The independence of the external auditor is integral to the role of auditor and the Committee will give due consideration to this requirement when selecting a preferred auditor for recommendation to the Board.

The main requirement for auditor independence is to avoid a “conflict of interest situation”. This requirement will be contravened where an auditor engages in audit activity that involves a conflict of interest situation, and the auditor was aware of the conflict of interest and did not take all reasonable steps to ensure that it ceased to exist. Where the auditor is unaware of the conflict of interest, the auditor will be prohibited from engaging in audit activity if the auditor would have been aware of the conflict of interest situation if they had in place a quality control system reasonably capable of making them aware of the conflict.

A conflict of interest situation will exist in relation to the Company if:

- the auditor is incapable of exercising objective and impartial judgment in relation to the conduct of the audit of the Company; or
- a reasonable person, with full knowledge of all relevant facts and circumstances, would conclude that the auditor is incapable of exercising objective and impartial judgment in relation to the conduct of the audit of the Company.

The relationships between auditors (including current and former members of the audit firm) and the Company must be considered when determining auditor independence. There are specific requirements for individual auditors, audit firms and audit companies in relation to such matters as the identity of the auditor, audit firm or audit company, the maximum hours worked and independence. Furthermore, there are restrictions on employment relationships between retired auditors and their former clients.

- (c) Material Matters- A candidate must outline its proposed procedures to address any issue of material significance or matter of disagreement with the Company management. The external auditor and the CFO will be required to disclose to the Committee all issues of material significance and all matters of disagreement with the Company management, whether resolved or unresolved, and to assist the Committee to review such matters.
- (d) Non-audit Work - A candidate must detail its approach to the provision of non-audit related services to the Company. The Committee must consider the circumstances in which the Company might use the external auditor for non-audit services. Matters to be considered include the potential quantum of non-audit fees and any circumstance where the external auditor may be required to review and rely upon work conducted by it in a non-audit capacity.
- (e) Other Matters - The selection criteria may include such other matters as the Committee thinks fit.

2.4 Role of CFO

If requested to do so by the Committee, the CFO will assist the Committee in the selection and appointment process.

3. Rotation of External Audit Engagement Partner and Independence

3.1 Audit Partner Rotation

The Committee will ensure that the external auditor has in place arrangements for rotation of the audit engagement partner. The audit engagement partner for the audit must rotate every 5 years (subject to ASIC being given the power to extend the period to 7 years). Audit firms will be responsible for ensuring that the members of their firm do not breach the rotation requirements.

3.2 Annual Independence

Auditors must also provide a written declaration to the board of directors of the

Company at the time of delivery of their audit report. The declaration must state that the auditor has complied with the auditor independence requirements of the Corporations Act, the Corporations Regulations and any other applicable codes of professional conduct. A copy of this declaration must be included in the annual and half-year directors' reports.

4. Review of Audit Arrangements

The Committee will review the external auditor's performance annually. As part of this review the Committee will obtain feedback from the CFO and other members of senior management regarding the quality of the audit service.

5. Administration

5.1. Where can I obtain further information?

If you require further information or assistance, or are uncertain about the application of this policy or the law, please contact the Company Secretary.

5.2. Review and publication of this policy

The Board will review this policy from time to time. This policy may be amended by resolution of the Board.

A copy of this policy will be available on ImpediMeds' website. It will be distributed to all directors, employees and other persons as relevant. Key features will be published in the Corporate Governance Statement.