



2023 Corporate Governance Statement

2023 Corporate Governance Statement

The ImpediMed Limited Board of Directors (**Board**) is pleased to present ImpediMed’s Corporate Governance Statement for 2023 (**Statement**). This Statement outlines our principal corporate governance practices in place during the financial year ended 30 June 2023. Copies of all governance documents referred to in this Statement can be found at [ImpediMed.com](https://www.impedimed.com).

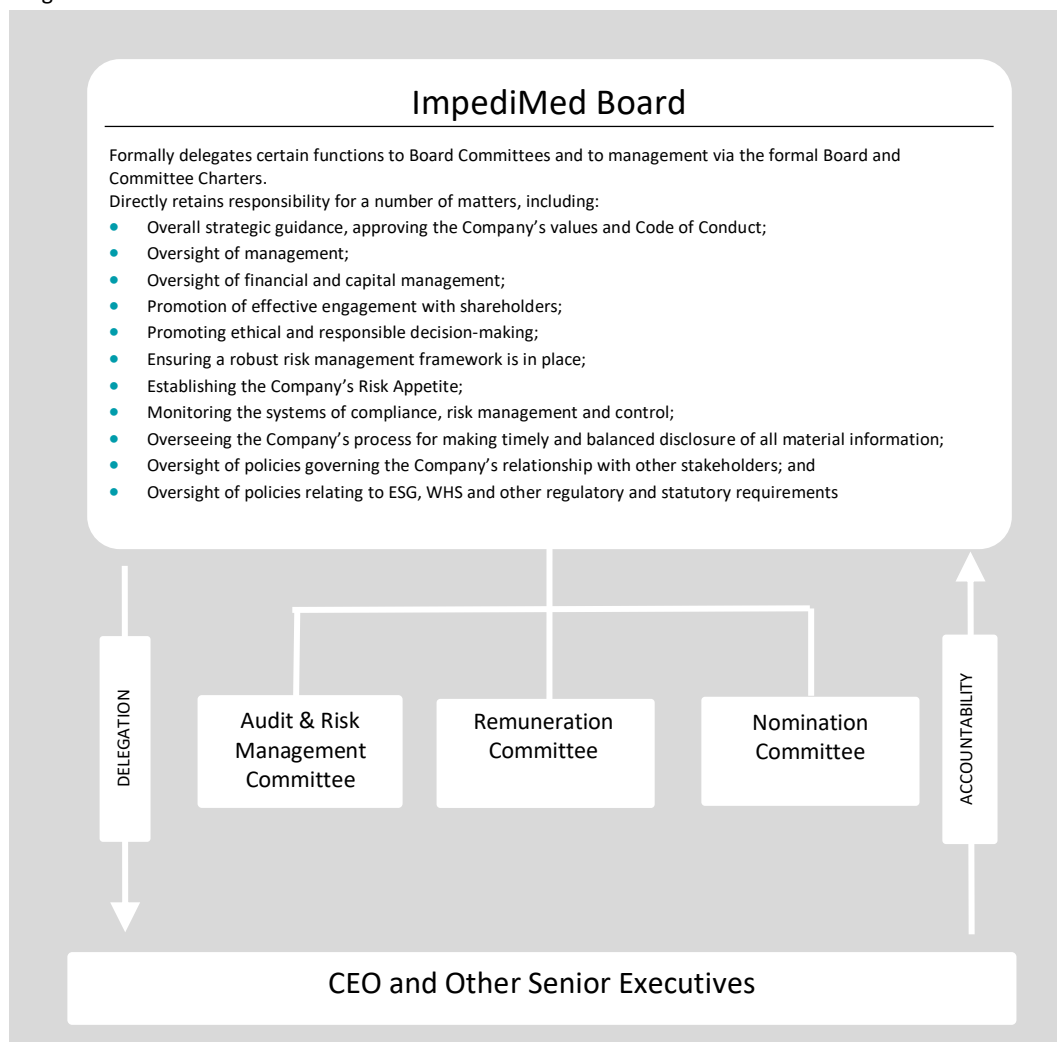
The Board and management team maintain high standards of corporate governance as part of our commitment to create value for our stakeholders through effective strategic planning, risk management, transparency, and corporate responsibility.

Our governance policies and practices have been largely consistent with the 4th edition of the ASX Corporate Governance Council’s *Corporate Governance Principles and Recommendations (ASX Governance Principles)* throughout the year, with exceptions outlined in this Statement. Our governance policies and practices are reflected in this Statement as well as our Appendix 4G.

We regularly review our governance practices in light of the growth in the Company and relevant emerging corporate governance developments.

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

Diagram 1



2022-23 Areas of governance focus

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

- Strategic and financial performance
 - A Board and executive strategy session was held with a focus on strategic imperatives, existing and new market growth, the risk profile of the business, and an overall business outlook.
- Management and board renewal
 - Appointment of Richard Valencia as Chief Executive Officer and Managing Director in December 2022
 - Strategic process undertaken to align Board skills and experience with the Company's development and growth which resulted in the appointment of three new directors, Jan West AM in August 2022, Michael Seiden, MD, PhD in July 2023 and Daniel Sharp in July 2023.
- Engaging stakeholders
 - Our Shareholders
 - Met with shareholders and proxy advisors as part of ImpediMed's ongoing engagement to discuss matters relating to our business performance, governance and remuneration.
 - Our People
 - Advancements in the gender diversity of the leadership team. The leadership team is composed of the strongest cross-functional leaders within the organisation. Roughly half of this critical team is represented by females, as well as roughly half of the total organisation.
 - Focus on longer-term diversity on the Board. The Company acknowledges that the Board composition is heavily weighted to males and will continue to look for appropriate opportunities to change this in the future.
 - Our Customers
 - The Company's current Net Promoter Score (NPS) is 83.
 - NPS is one single indicator of how customers feel about your products and services. It ranges from -100 to 100. The higher the NPS score is, the happier customers are with a company's products and services.
 - Our NPS score says a lot about who we are as a company. The reliability of our products, the value-add of our services and our customer-first culture are all reflected in our NPS score.
 - The patients we serve
 - Updated the Company Values, Mission Statement and Vision to align with the strategic direction of the company.
- Environmental, Social and Governance (ESG) reporting
 - Drafted the Company's inaugural ESG Statement for inclusion in the 2023 Annual Report.
 - Ongoing review and update of relevant governance policies, charters, and practices.
 - Met with shareholders and other advisors as part of ImpediMed's ongoing engagement to align strategic goals with ESG principles.

1 The Board of Directors

Relevant governance document:

- Board Charter
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1.1 The responsibilities of the Board

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

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

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

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

1.2 Board composition

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

Table 1

Director	Tenure commencement	Independent / Non-independent
Mr Don Williams	20 March 2017	Independent, non-executive director and Chair
Mr Richard Valencia ¹	01 December 2022	Managing Director and Chief Executive Officer
Mr David Anderson ²	05 May 2020	Non-independent, non-executive director
Mr Amit Patel	20 March 2017	Independent, non-executive director
Mrs Janet West AM	30 August 2022	Independent, non-executive director
Dr Michael Seiden	01 July 2023	Independent, non-executive director
Mr Daniel Sharp	01 July 2023	Independent, non-executive director

Notes:

¹ Mr Richard Valencia was appointed as Managing Director and CEO on 01 December 2022 following Mr Richard Carreon stepping down from this position on 27 July 2022.

² Following the appointment of Mr Valencia, Mr David Anderson stepped down as Interim CEO on that date.

Mrs Judith Downes stepped down as an independent, non-executive director on 26 October 2022. Dr Robert Graham stepped down as an independent, non-executive director on 30 June 2023.

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

1.3 Director independence

ImpediMed recognises that independent directors have an important role in assuring shareholders that the Board is able to act in the best interests of the Company and independently of management. Because of this, the Board assesses all directors' independence annually. ImpediMed's criteria for assessing director independence aligns with the guidance provided in the ASX Governance Principles.

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

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

The findings of the annual review of Director independence are considered by the Board. As part of the review, ImpediMed's criteria for assessing director independence is outlined to each director requesting they confirm whether they have any interests, positions or relationships with the Company that could materially interfere with the Director's capacity to bring independent judgement on matters before the Board and act in the best interests of ImpediMed.

As illustrated in Table 1, the following directors have been determined as being independent as at the date of this Statement – Mr Don Williams, Mr Amit Patel, Mrs Janet West, Dr Michael Seiden and Mr Daniel Sharp. Our Board has made this assessment on the basis that none of these directors have been employed in an executive capacity by the Company within the last three years, has not had a material business relationship with the Company within the last three years, is not a substantial holder of ImpediMed shares and do not fall within any other criteria listed in Box 2.3 of the ASX Governance Principles.

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

As Mr David Anderson assumed the position of Interim CEO for a period of four months and then resumed as a non-executive director upon the appointment of a permanent CEO, is considered non-independent, based on the criteria in Principle 2 of the ASX Governance Principles.

Mr Richard Valencia, by virtue of his appointment as Managing Director and CEO on 01 December 2022, is considered non-independent, based on the criteria in Principle 2 of the ASX Governance Principles.

Based on this assessment, our Board has a majority of independent directors.

1.4 Our Chair

As noted above, the directors have elected Mr Don Williams as Chair of the Board as an independent, non-executive director. His role is outlined in the Board Charter. The duties of the Chair and the CEO are carried out by separate people.

1.5 Relationship between the Board and our CEO

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

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

1.6 Nomination and appointment of Directors

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

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

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

Directors are elected or re-elected in accordance with the Company Constitution, the *Corporations Act 2001* (Cth) (**Corporations Act**), and the ASX Listing Rules.

1.7 Induction and ongoing development

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

1.8 Knowledge, skills, and experience

The Board maintains a Board Skills Matrix that outlines the skills and experience considered by the Board to be important for its directors to collectively possess. These skills are set out in Table 2, with each considered a competency that the Board believes it requires to effectively discharge its duties.

The Board Skills Matrix and competency descriptions are reviewed annually to ensure the skills remain relevant to the Company. This review was carried out in 2023, with minor changes to the descriptions applied to the skills. The skills from the previous year were considered appropriate and relevant to the business.

The Board comprises highly experienced senior business leaders from a variety of professional backgrounds who each meet the fundamental requirements and, collectively, possess the necessary mix of skills, experience, tenure and diversity considered necessary to appropriately govern the Company.

From time to time there may be areas identified by the Board where additional knowledge would be beneficial, which it addresses by engaging external advisors and/or requesting more detailed reporting from management. People and Culture management is an example of where this approach has been taken.

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

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

These numbers are extracted directly from the Board Skills Matrix.

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

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

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

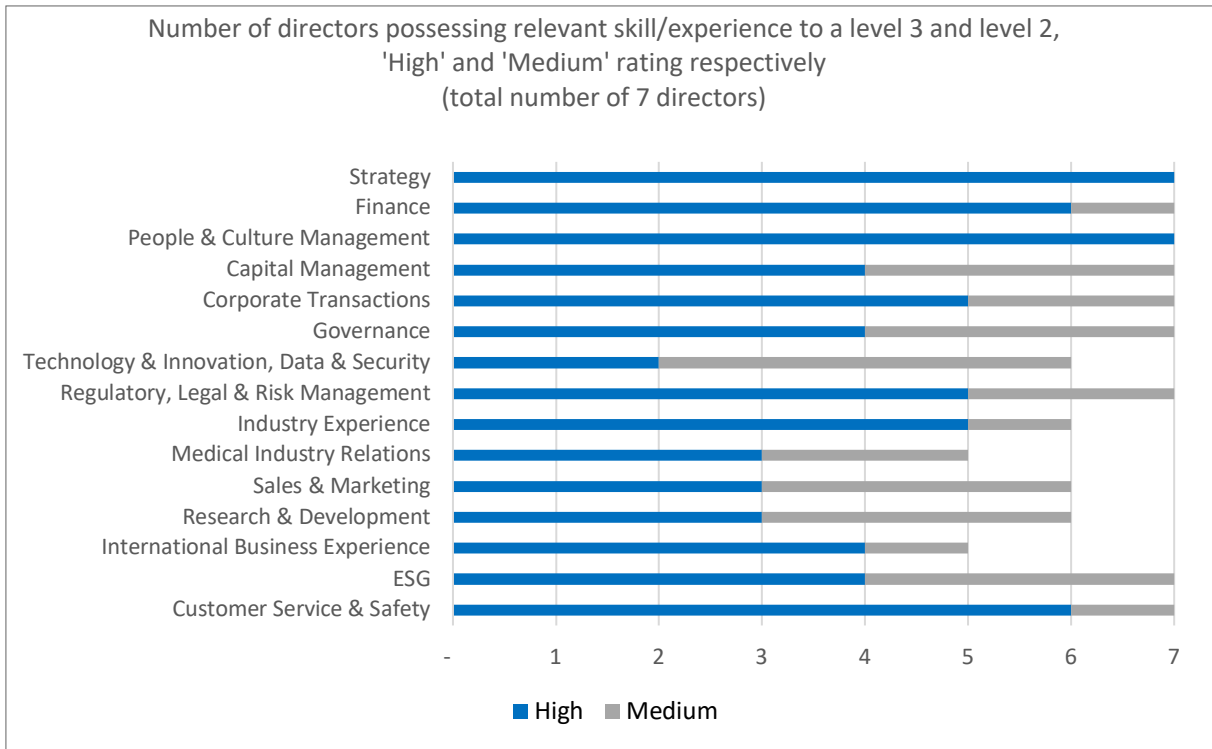
Table 2

Desired Skill	Description
Strategy	Experience in defining strategic objectives, assessing business plans and driving execution. Ability to think strategically and identify and critically assess opportunities and threats and develop effective strategies in the context of changing market conditions.
Finance	Understanding the financial drivers of the business, experience in financial accounting and reporting, audit, corporate finance and internal financial controls.
People and Culture Management	Board committee or senior executive equivalent experience relating to people management and human resources, corporate culture and remuneration issues.
Capital Management	Expertise in considering and implementing efficient capital management including alternative capital sources and distributions, yields and markets.

Corporate Transactions	Experience in assessing and completing complex business transactions, including mergers, acquisitions, divestments, capital management, major projects and business integrations.
Governance	Knowledge and experience in best practice governance structures, policies and processes, including experience with other ASX-listed entities.
Technology & Innovation, Data & Security	Experience and expertise in the area of technology applied to consumer service companies, including governance of technology projects, and keeping abreast of emerging technology relevant to the Company. Understanding the use of data and requirements relating to data security, cyber risk and privacy.
Regulatory, Legal & Risk Management	Experience in identification, monitoring and management of material financial and non-financial risks, including legal and regulatory compliance, WHS, oversight of compliance management frameworks, controls and systems, ability to identify and oversee mitigation strategies for emerging risk and compliance issues in the organisation. Knowledge of legal and regulatory requirements of the Company
Industry Experience	Experience and broad understanding of the medical device market in the USA, including market drivers, risks and trends including policies, competitors, end users, regulatory policy and framework.
Clinician Experience	Clinician in the field of heart failure preferably with international standing and with research/clinical trials experience
Medical Industry Relations	Knowledge of the medical industry interest groups and lobbying and legislation. Effective networks.
Sales and Marketing	Clear understanding of developing and implementing sales and marketing teams and strategies, recruiting, running and incentivising sales teams, and setting sales budgets and targets.
Research and Development	Experience in areas relating to Science, Engineering, Technology, Pre-Clinical Development and Clinical trials.
International Business Experience	Experience in international business, trade and/or investment at a senior executive level and exposure to global markets and a range of different political, regulatory and business environments.
ESG	Expertise in areas of environment, social and governance (ESG), and the ability to advise the Company of required policies, actions and disclosures on these matters.
Customer Service and Safety	Experience developing customer-focused strategy and committed to achieving and delivering best-practice customer/client outcomes.

Diagram 2

The following chart depicts the number of directors possessing the above skills to a level 3 'high' and level 2 'medium' as at the date of this Statement.

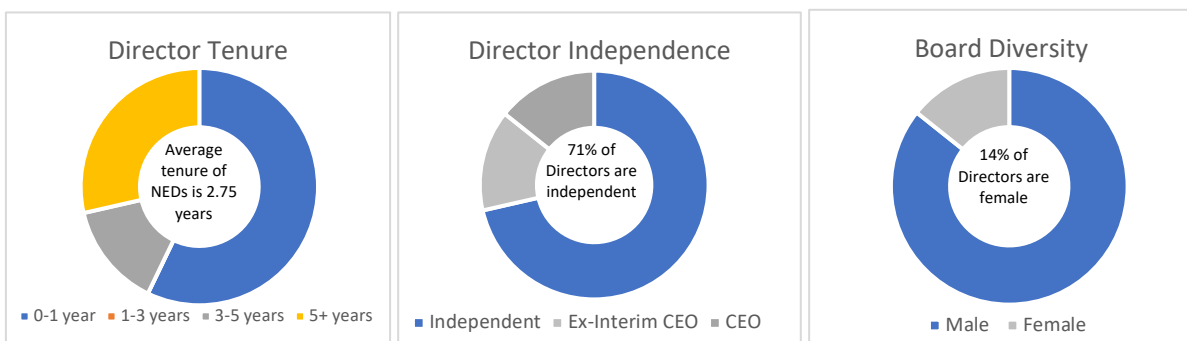


- 100% of Directors have a high level of strategy experience
- 100% of Directors have a high level of people and culture management experience
- 86% of Directors have a high level of finance experience
- 86% of Directors have a high level of customer service and safety experience
- 71% of Directors have a high level of corporate transactions experience
- 71% of Directors have a high level of regulatory, legal & risk experience
- 71% of Directors have a high level of industry experience

Additional director recruitment will focus on bolstering the skillset desired from the board as a whole.

The following charts depict board tenure, independence and gender diversity, as at the date of this Statement.

Diagrams 3 – 5



2 Operation of the Board

Relevant governance documents:

- [Audit and Risk Management Committee Charter](#)
 - [Remuneration Committee Charter](#)
 - [Nomination Committee Charter](#)
-

2.1 Board Committees

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

- Audit and Risk Management Committee;
- Remuneration Committee; and
- Nomination Committee.

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

In addition, our Board may establish ad-hoc committees or delegate authority to existing committees to oversee specific activities.

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

A description of the role of each committee and its composition as at the date of this Statement is set out in the following table.

Table 3

Committee	Members	Composition	Role
Audit & Risk Management Committee	Mrs Janet West (Chair) Mr Michael Seiden Mr Danny Sharp	<ul style="list-style-type: none">- At least three members, all of whom are to be independent, non-executive directors.- The chair must be an independent non-executive director, who is not the chair of the Board.- Membership must be structured such that all members are financially literate, at least one member has financial expertise and some members have an understanding of the industry and the circumstances in which the Company operates.	<p>Our Audit & Risk Management Committee assists the Board in fulfilling its statutory, fiduciary and regulatory responsibilities. The Committee assists the board in the oversight of the quality and integrity of the accounting, auditing and financial reporting of the Company. The Committee also reviews the adequacy of ImpediMed's internal control framework, monitors the effectiveness, objectivity and independence of the external auditor and reviews reports from the external auditor and internal audits.</p> <p>The Committee also assists the Board in overseeing the effectiveness of the Company's system of risk management, internal controls and general risk management, and the Company's systems for compliance with applicable legal and regulatory requirements.</p>

Remuneration Committee	Mr Amit Patel (Chair) Mr David Anderson Mr Michael Seiden	<ul style="list-style-type: none"> - At least three members, a majority of whom are independent, non-executive directors. - The chair should be an independent non-executive director. - All members must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee. 	<p>Our Remuneration Committee assists and makes recommendations to the Board on:</p> <ul style="list-style-type: none"> - NED fees and minimum shareholding requirements; - Remuneration policies and packages for the CEO and senior executives; - Board and CEO and other senior executive succession planning; - Incentives schemes and equity-based remuneration plans; - Superannuation arrangements; - Gender bias. <p>Our committee is also responsible for assisting the board with:</p> <ul style="list-style-type: none"> - Legislative updates, remuneration trends and any major changes to employee benefit structures; - Annual remuneration report. <p>The Committee ensures that the structure of remuneration is aligned to the Company's purpose, values, risk appetite and strategic objectives.</p>
Nomination Committee	Mr Don Williams (Chair) All directors are members of this committee	<ul style="list-style-type: none"> - At least three members, a majority of whom are independent, non-executive directors. - The chair must be an independent non-executive director. 	<p>Our Committee assists and advises the Board on nomination policies and practices for the Board, including:</p> <ul style="list-style-type: none"> - Director selection and appointment practices; - The appointment and re-election of directors - Director performance evaluation processes and criteria; - Board size and composition; - Succession planning for the Board and senior executives; - Board skills matrix - Diversity policy.

2.2 Remuneration of Directors and Senior Executives

Our remuneration framework is designed to ensure that the level and composition of remuneration is both competitive and reasonable. Our policies are designed to attract and retain talented and motivated employees as well as raising the level of performance of the Company.

Remuneration of Executives

Our remuneration framework is designed to attract, motivate and retain employees, including senior management, and ensure that the interests of the employees are aligned with those of the shareholders. In discharging its duties, the Remuneration Committee reviews and makes recommendations to the Board on the remuneration of the CEO, CFO, and other senior executives, including:

- short and long-term remuneration, including both fixed remuneration and performance-based remuneration;
- any termination payments; and
- appropriate grants of securities under the Long Term Incentive Plan.

In making its recommendations the Remuneration Committee ensures that the objectives of the Group's reward framework are to:

- align remuneration with the Group's business strategy, remuneration philosophy and interests of shareholders
- offer an attractive and competitive mix of remuneration benchmarked against applicable markets
- provide strong linkage between individual and Group performance and rewards
- offer remuneration based on internal comparison with other employees and matching the role requirements with the skills, experience and responsibilities of individual executives
- support the corporate mission statement, values and policies through recruiting, organising and managing high achieving individuals committed to the Group's success

Details of the nature and amount of remuneration for each Executive KMP and ImpediMed's remuneration policies and practices are contained in the Remuneration Report in our Annual Report.

Remuneration of non-executive Directors

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

To create alignment between non-executive directors and shareholders, non-executive directors are encouraged to hold ImpediMed shares, and a policy has been adopted that places a minimum holding requirement of the equivalent to one-times annual base director fees (after tax) over a five-year period, with an expectation that shares are held for the duration of their directorship. All directors comply with this policy. Each non-executive director's current ImpediMed shareholding is set out in the Remuneration Report in the Annual Report.

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

2.3 Performance evaluation

Our Board is committed to enhancing its effectiveness through performance management and review. Our annual Board review process is designed to help enhance performance by providing a mechanism to raise and resolve issues and provide recommendations to enhance its effectiveness.

A board performance review was undertaken in July 2023. This year the review took the structure of a board discussion covering the board's role in strategy and planning, monitoring business performance, the board structure and role, meeting processes, board and director responsibilities, board culture and relationships, and committee performance. The review involved each Director providing feedback on these topics.

The discussion highlighted positive attributes about the ImpediMed Board and identified areas for increased focus and recommended improvements.

The evaluation for all executives is based on specific criteria, including the business performance of the Company, whether strategic objectives are being achieved, and the development of management and personnel.

The CEO's performance is formally assessed on an annual basis by the Board. All Key Performance Indicators (**KPIs**) are considered by the Remuneration Committee, which evaluates the CEO's performance and makes a recommendation to the Board in relation to performance and remuneration.

An annual assessment of the performance of all other senior executives is undertaken by the Board on the basis of recommendations from the CEO, who conducts performance reviews in relation to each senior executive.

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

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

2.4 Independent Advice

In order to facilitate independent judgement in decision-making, each director has the right to seek independent professional advice at the Company's expense, subject to the prior notification of the Chair and where the estimated costs are considered to be reasonable.

2.5 Agreements with directors and senior managers

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

All senior executives are currently direct reports to the CEO. All senior executives have detailed employment contracts or offer letters in place, with performance criteria requirements for short-term or long-term incentives outlined in incentive offer documents. For US based executives, employment is at-will.

2.6 Company Secretary

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

2.7 Board Meetings

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

3 Inclusion and Diversity

Relevant governance document:

- Diversity Policy
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3.1 Diversity and inclusion at ImpediMed

We recognise the value contributed to the organisation by employing people with varying skills, cultural backgrounds, gender, ethnicity and experience. The company believes its diverse workforce is the key to its continued growth, improved productivity and performance.

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

A formal Diversity Policy has been adopted by the Board which outlines the Company's commitment to providing an inclusive work environment in which everyone belongs. The Policy is reviewed annually and covers a variety of factors such as gender, age, ethnicity, cultural background, language, work and life balance, and disability. The Company has a diverse mix of employees with the appropriate qualifications for roles within the current business.

3.2 ImpediMed's diversity profile, diversity initiatives, and measurable objectives

The Company has not yet established measurable targets for achieving gender diversity. The board has considered setting gender diversity targets but decided that as the Company already recruits on the basis of no bias and has a culture that supports workplace diversity, the establishment of gender diversity targets should not be put in place at this time. This position is reconsidered on an annual basis.

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

Table 4.

Employee Category	Female	Male	Total	% Female
Board (including MD/CEO)	1	5	6	16.67%
Executive (including MD/CEO)	2	4	6	33.33%
Leadership	6	7	13	46.15
Company-wide (including Executive)	37	39	76	48.68%

'Executive' is defined as direct reports of VP level and above to the MD/CEO.

'Leadership' is defined as comprising the strongest cross-functional leaders in the organisation.

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

4 Risk Management and Assurance

Relevant governance document:

- [Audit and Risk Management Committee Charter](#)
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4.1 Role of the Audit and Risk Management Committee

Our Audit and Risk Management Committee assists the Board in carrying out its accounting, auditing and financial reporting responsibilities, including oversight of:

- integrity of the Company's corporate reporting processes and financial statements;
- accounting and tax, and related policies;
- the appointment, remuneration, independence and competence of the Company's external auditors;
- the performance of the Company's external audit functions and review of their audits;
- the effectiveness of the Company's system of risk management and internal controls;
- the Company's systems and procedures for compliance with applicable legal and regulatory requirements.

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

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

4.2 Risk Management Framework

Our Audit and Risk Management Committee reviews and assesses the Company's risk management framework annually. This process includes reviewing the implementation, management, and maintenance of appropriate enterprise-wide risk management systems, policies and procedures, reporting protocols, and internal controls to ensure they continue to be sound and that the Company is operating in line with the current risk appetite set by the Board. A review of the framework, as described, was carried out during the 2023 financial year.

The identification and proper management of risk within the Group is an important priority for the Board and Management. The Board monitors risk within the Group to ensure high standards of operational quality and compliance with the Group's approved strategies, policies and procedures. It ensures the Board is aware of any material risk issues and assesses the viability of the Group's operations.

Our Company has adopted an internal Risk Register, which outlines the types and extents of risk that ImpediMed is willing to accept in pursuit of its strategic objectives while adhering to the Company's values. The Risk Register is scheduled to be reviewed on an annual basis and is updated with the risk management framework.

4.3 External auditor

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

Our current auditor is Ernst & Young (**EY**). Our current lead audit partner, Ms Jennifer Barker.

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

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

4.4 Internal audit

We do not currently have an internal audit function, nor do we engage an external internal auditor. However, our Audit and Risk Management Committee has been tasked with assessing the Company's internal control framework and compliance functions.

4.5 Risks

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

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

4.6 Integrity in Financial Reporting and Periodic Corporate Reports

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

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

We have processes in place to verify the integrity of any other financial or non-financial corporate reports not reviewed by the external auditor.

For our quarterly Appendix 4C and Business Activity Reports, the CEO and Chair of the Audit and Risk Management Committee are provided with all relevant information from management in order to base their approval for release.

Any other periodic corporate report receives the approval of the Board prior to release to the market. This approval is based on a review of all relevant information provided by management. The specific process for each periodic corporate report will vary depending on the particular release but generally involves management analysis, discussion and recommendation, backed up by supporting documentation.

5 Corporate Responsibility

Relevant governance documents:

- Code of Conduct
 - Whistleblower Policy
-

5.1 Our values

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

C.A.R.E.

We **C**hallenge each other be great.

We support and respect one another, challenge ideas, and embrace feedback. We push ourselves to be leaders in our industry and teamwork is our biggest competitive advantage.

We hold ourselves **A**ccountable.

We are humble yet explicit in our intentions. We speak openly when we have questions or concerns. We take personal responsibility for our actions and outcomes, and we reliably deliver on our commitments.

We do the **R**ight thing.

We always act in accordance with our Company's high ethical standards and quality policy. We are honest and trustworthy. We serve patients, our customers, and shareholders, and guide them to a shared purpose.

We are focused on **E**xecution.

We deliver on our operating objectives, but we remain curious and never stop learning. We relentlessly improve our products, services, and internal processes, to continuously drive the transformation of our company and of healthcare.

Reimagined Vision

Transform medicine by providing clinically relevant insights that improve lives.

➤ **Transform:** Change something completely and suddenly so that it is much better.

➤ **Clinically Relevant:** The ability of a therapy to improve how the patient feels, functions, and/or survives.

➤ **Insights:** The capacity to gain an accurate and deep intuitive understanding of a person or thing.

impedimed

Our **mission**: We improve patient lives by preventing cancer-related lymphedema using unique insights generated by our fast, non-invasive, and easy-to-use bioimpedance spectroscopy-based SOZO technology.

Our **vision**: Transform medicine by providing clinically relevant insights that improve lives.

5.2 Code of Conduct

Our Code of Conduct (the **Code**) is designed to maintain confidence in the integrity of the Company and the responsibilities and accountability of individuals for reporting and investigating reports of unethical practices.

The Code sets out the standards of behaviour expected of the Board, employees and contractors of the Company whilst conducting its business. It is designed to assist employees and contractors to understand their responsibilities and obligations and provide guidance on expected performance, behaviour and ethical standards in the workplace, as well as on social media.

The Code provides general guidance as to the standards of work performance, ethical standards and behaviour required.

Any material breaches of the Code are reported to the Board.

5.3 Whistleblower Policy

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

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

5.4 Anti-Bribery Policy

Whilst we have not adopted a separate Anti-Bribery Policy, we are committed to directors, officers, employees, and agents conducting themselves according to the highest standards of ethical conduct, including a zero tolerance for bribery and corruption. This position is endorsed by two sections in our Code of Conduct titled 'Anti-Bribery and Gifts' and 'Dealings with politicians and government officials.

5.5 Environmental, Social and Governance (ESG)

Sustainable and responsible business practices are important to the creation of value for our employees, residents, suppliers, and shareholders, and the community and environment at large. We listen to feedback from our stakeholders on what is most important to them. We also focus on what is most material for our business and where we can make a meaningful difference.

For the first time, the Company prepared an ESG Statement outlining the initial steps taken in our ESG journey. This can be found in our 2023 Annual Report.

5.6 Environmental and Social Risks

Specifically in response to Recommendation 7.4 of the ASX Recommendations, the board does not believe it has any material exposure to environmental or social risks.

The Board considers the Company’s exposure to environmental and social risks, and we have policy frameworks to manage both the risks and the opportunities.

- *Environmental including climate change risks* – the Company has no known environmental risks but is supporting the global move towards components free of hazardous substances in its device electronics and is working with its contract manufacturers to identify replacement parts, where necessary, to substitute into its device designs. Disruptions to the supply chain for these components could have an adverse impact on the Company. The Company is committed to managing and minimising the environmental footprint of our operations, including our offices, homes, and travel. The Board also considers the physical and transition risks that climate change poses to the business. Our approach to climate change is outlined in line with the recommendations of the Taskforce on Climate-related Financial Disclosures in the 2023 Annual Report.
- *Social risks* – we consider the salient human rights and labour risks and have practices and processes in place to mitigate the risks, including our Code of Conduct.

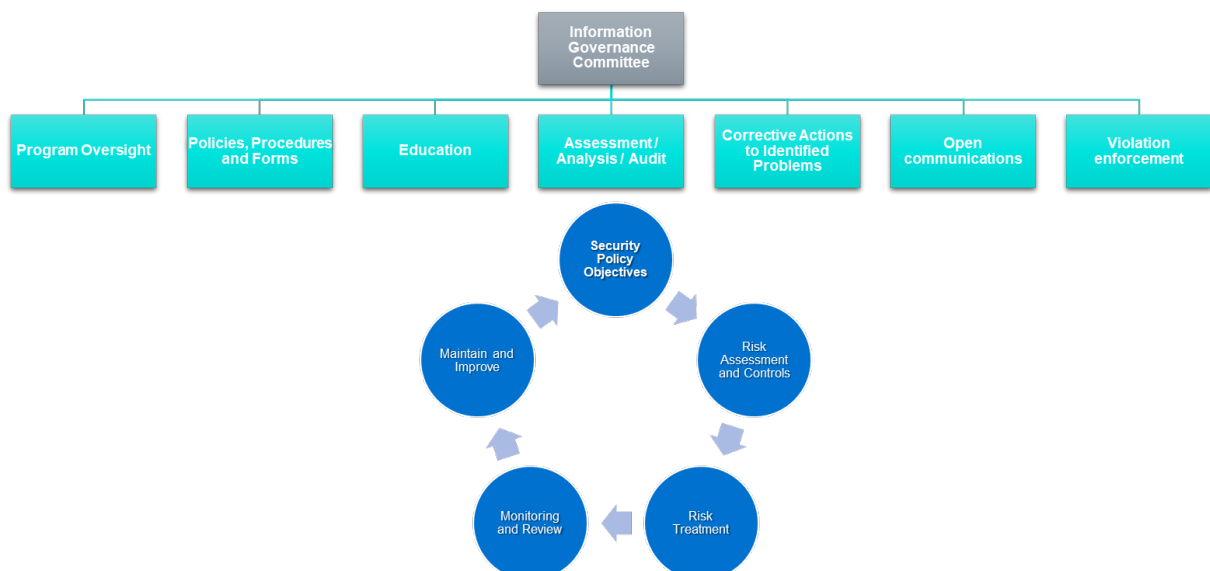
5.7 Cybersecurity

ImpediMed has implemented a robust Information Security Risk Management Plan to protect customer data. On-going Security and Privacy Risk Analysis influence the risk management controls used to mitigate risks in response to evolving threats and technologies.

This is part of our ongoing Information Security Risk Management Plan designed to manage our risks associated with privacy and security of information on a continual basis.

ImpediMed’s Information Governance Program is built upon and managed to seven foundational elements to strengthen governance of the Information Security Program and achieve Security Policy Objectives.

In December 2020, we achieved HITRUST Common Security Framework certification. HITRUST sets the global standard of safeguarding information, and this certification places the Company at the forefront of quality assurance and customer data protection.



6 Engaging with our Shareholders and Investors

Relevant governance documents:

- [Disclosure and Communication Policy](#)
-

6.2 Communications and external disclosure

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

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

The purpose of this policy is to:

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

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

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

6.3 Shareholder communications

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

We communicate with shareholders via the following means:

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

- live audiocasts of results briefings and Annual General Meetings; and
- provision of information and resources through the online Investor Relations section of our website at <https://www.impedimed.com/about/investors/>

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

To also facilitate communication, we have established a Disclosure Policy. The aim of this policy is to promote and maintain the confidence of the Company's shareholders through ongoing timely, balanced and effective communication.

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

6.4 General Meetings

We encourage shareholders to participate in general meetings, and we aim to choose a date, time and venue convenient to shareholders. Our annual general meeting is typically held in October or November each year.

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

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

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

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

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

6.5 Investor engagement program

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

Key activities in our investor engagement program include:

- the Annual General Meeting
- the release of our Annual Report
- regular releases of financial information, including quarterly business activity updates, half-year and full-year financial results, and other trading updates as required
- media and analyst calls with ImpediMed's CEO and CFO following the release of key financial information

- the provision of investor-related resources on our website at <https://www.impedimed.com/about/investors/> including information on the operations of the group, the Board, management, corporate governance charters and policies, ASX announcements, share price
- one-on-one briefings with members of the investment community
- responding to shareholder queries
- engaging with the Australian Shareholders' Association, retail stockbrokers, and proxy advisor organisations

6.6 ASX Releases to the Board

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

7 Securities

Relevant governance document:

- [Security Trading Policy](#)
 - [Minimum Shareholding Policy](#)
-

7.2 Security Trading Policy

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

The Security Trading Policy sets out restrictions that apply to dealing with securities and defines “prohibited periods”, during which Designated Persons, are unable to deal in ImpediMed securities.

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

Our Security Trading Policy provides that Designated Persons must not enter into any transaction that operates to limit the economic risk associated with holding securities in the Company. In addition, Designated Persons are prohibited from engaging in short-term dealing of ImpediMed shares, where ‘short-term’ is considered to be a 120-day period.

7.3 Minimum shareholding policy

By promoting director and employee ownership of ImpediMed shares, the Board hopes to encourage directors and employees to become long-term holders of ImpediMed shares, aligning their interests with those of ImpediMed.

As noted earlier in this Statement, ImpediMed has adopted a minimum shareholding requirement for non-executive directors which requires them to hold the equivalent to one-times annual base director fees (excluding committee fees) after tax over a five-year period, with an expectation that shares are held for the duration of their directorship. All current directors comply with this policy.

The minimum shareholding requirement also applies to senior executives who are required to accumulate, and thereafter maintain a minimum holding in ImpediMed shares equivalent to the value of the employee's annual base salary after tax. Senior employees are prohibited from disposing of ImpediMed shares acquired from equity-based share schemes unless immediately after that disposal they continue to hold ImpediMed shares with a value equal to or greater than the stipulated minimum shareholding requirement.

This Corporate Governance Statement was approved by a resolution of the Board on 30 August 2023.

Our Corporate Governance Statement and Key to Disclosures (Appendix 4G) have been lodged with the ASX and are available at <https://www.impedimed.com/about/investors/corporate-governance/>