



ACN 632 145 334

**CORPORATE GOVERNANCE STATEMENT**  
**FOR THE FINANCIAL YEAR ENDING 30 JUNE 2022**

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This Corporate Governance Statement is current as at 30 June 2022 and has been approved by the Board of Invex Therapeutics Ltd (**Company**) and its controlled entity (**Group**) on that date.

This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 30 June 2022, followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations – 4<sup>th</sup> Edition (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the recommendation during that period.

The Group has adopted a Corporate Governance Plan which provides the written terms of reference for the Group's corporate governance duties.

Due to the current size and nature of the existing Board and the magnitude of the Company's operations, the Board does not consider that the Company will gain any benefit from individual Board committees and that its resources would be better utilised in other areas as the Board is of the strong view that at this stage the experience and skill set of the current Board is sufficient to perform these roles. Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees are currently carried out by the full Board under the written terms of reference for those committees.

The Group's Corporate Governance Plan is available on the Group's website at <https://invextherapeutics.com/corporate-governance/>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<b>Principle 1: Lay solid foundations for management and oversight</b>		
<p><b>Recommendation 1.1</b></p> <p>(a) A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.</p>	YES	<p>The Group has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board’s composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors’ access to Group’s records and information, details of the Board’s relationship with management, details of the Board’s performance review and details of the Board’s disclosure policy.</p> <p>A copy of the Group’s Board Charter, which is part of the Group’s Corporate Governance Plan, is available on the Group’s website.</p>
<p><b>Recommendation 1.2</b></p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and</p> <p>(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.</p>	YES	<p>(a) The Group has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Group’s Nomination Committee Charter (in the Group’s Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director. In the event of an unsatisfactory check, a Director is required to submit their resignation.</p> <p>(b) Under the Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.</p>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p>	YES	<p>The Group’s Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is a party to a written agreement with the Group which sets out the terms of that Director’s or senior executive’s appointment.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION												
		The Group has written agreements with each of its Directors and senior executives for the past financial year.												
<p><b>Recommendation 1.4</b></p> <p>The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p>	YES	The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.												
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(i) the measurable objectives set for that period to achieve gender diversity;</p> <p>(ii) the entity's progress towards achieving those objectives; and</p> <p>(iii) either:</p> <p>(A) the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.</p>	PARTIALLY	<p>(a) The Group has adopted a Diversity Policy which provides a framework for the Group to establish, achieve and measure diversity objectives, including in respect of gender diversity. The Diversity Policy is available, as part of the Corporate Governance Plan, on the Group's website.</p> <p>(b) The Diversity Policy allows the Board to set measurable gender diversity objectives and to continually monitor both the objectives and the Group's progress in achieving them.</p> <p>(c) The Diversity Policy is available, as part of the Corporate Governance Plan, on the Group's website.</p> <p>The respective proportion of men and women on the Board, in senior executive positions and across the Group are outlined below:</p> <table border="1" data-bbox="1294 938 2072 1150"> <thead> <tr> <th></th> <th>Male</th> <th>Female</th> </tr> </thead> <tbody> <tr> <td>Directors</td> <td>60%</td> <td>40%</td> </tr> <tr> <td>Senior executives</td> <td>33.33%</td> <td>66.67%</td> </tr> <tr> <td>Other employees</td> <td>-</td> <td>100%</td> </tr> </tbody> </table> <p>(d) The Board did not set measurable gender diversity objectives because:</p> <p>(i) due to the Group's existing and proposed activities the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Group's plans; and</p>		Male	Female	Directors	60%	40%	Senior executives	33.33%	66.67%	Other employees	-	100%
	Male	Female												
Directors	60%	40%												
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Other employees	-	100%												

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		<p>(ii) when appointing new Directors or senior executives, the Board considered the application of the measurable diversity objectives and determined that, given the small size of the Group and the Board, requiring specified objectives to be met, would unduly limit the Group from applying the Diversity Policy as a whole and the Group’s policy of appointing the best person for the job; and</p> <p>(iii) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes) for the past financial year is disclosed in the Group’s Annual Report.</p>
<p><b>Recommendation 1.6</b> A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>YES</p>	<p>(a) The Group’s Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Group’s Corporate Governance Plan, which is available on the Group’s website.</p> <p>(b) The Group’s Corporate Governance Plan requires the Group to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Group did not formally complete any such evaluations of the Board and individual Directors for the year ended 30 June 2022 however the performance of Executive Directors was informally considered on a regular basis by the Chairman and Non-executive Directors and the performance of the Non-executive Director and Chairman self-assessed by a Board Performance evaluation completed by all Directors. Given the size of the Board and stage of operations it was not considered necessary to undertake independent Board evaluations.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 1.7</b> A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	YES	<p>(a) The Group’s Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Group’s senior executives on an annual basis. The Group’s Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Group’s senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director.</p> <p>The applicable processes for these evaluations can be found in the Group’s Corporate Governance Plan, which is available on the Group’s website.</p> <p>(b) The Group has completed performance evaluations in respect of the senior executives (if any) for the past financial year in accordance with the applicable processes.</p>
<b><i>Principle 2: Structure the Board to be effective and add value</i></b>		
<p><b>Recommendation 2.1</b> The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the</p>	PARTIALLY	<p>(a) The Group does not have a Nomination Committee. The Group’s Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Group), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director.</p> <p>(b) The Group did not have a Nomination Committee for the past financial year as the Board did not consider the Group would benefit from its establishment. In accordance with the Group’s Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively:</p> <p>(i) devoting time at least annually to discuss Board succession issues and updating the Group’s Board skills matrix; and</p>

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<p>appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		<p>(ii) all Board members being involved in the Group's nomination process to the maximum extent permitted under the Corporations Act and ASX Listing Rules.</p>
<p><b>Recommendation 2.2</b> A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.</p>	<p>YES</p>	<p>The Company has a Board Skills Matrix (refer Appendix A) that sets out the mix of skills and diversity that the Board currently holds. The Directors believe that the Board currently has most of the appropriate skills and knowledge, experience and diversity required for a company of its size. However gaps in the collective skills of the Board are regularly reviewed by the Board as a whole, with the Board proposing candidates for directorships having regard to the desired skills and experience required by the Group as well as the proposed candidates' diversity of background.</p> <p>The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience are available in the Company's Annual Report and on the Group's website.</p>
<p><b>Recommendation 2.3</b> A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each Director</p>	<p>YES</p>	<p>(a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Group will disclose those Directors it considers to be independent in its Annual Report. The Board considers the following Directors are independent:</p> <p>Dr Megan Baldwin Mr David McAuliffe</p> <p>(b) The Group will disclose in its Annual Report any instances where this applies and an explanation of the Board's opinion why the relevant Director is still considered to be independent.</p> <p>(c) The Group's Annual Report will disclose the length of service of each Director, as at the end of each financial year.</p>
<p><b>Recommendation 2.4</b> A majority of the Board of a listed entity should be independent Directors.</p>	<p>NO</p>	<p>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.</p>

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		The Board currently comprises a total of 5 directors, of whom 2 are considered to be independent. As such, independent directors do not currently comprise a majority of the Board.
<p><b>Recommendation 2.5</b></p> <p>The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.</p>	PARTIALLY	<p>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.</p> <p>The Chair of the Company during the past financial year was not an independent Director due to provision of consultancy services. However, he was not the CEO/Managing Director.</p>
<p><b>Recommendation 2.6</b></p> <p>A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.</p>	YES	In accordance with the Company's Board Charter, the Nominations Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development including receiving briefings on material developments in laws, regulations and accounting standards relevant to the Company.
<b>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</b>		
<p><b>Recommendation 3.1</b></p> <p>A listed entity should articulate and disclose its values.</p>	YES	<p>(a) The Group is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Group's commitment to compliance with these standards.</p> <p>(b) The Group's values are set out in its Code of Conduct (which forms part of the Corporate Governance Plan) and are available on the Group's website. All employees are given appropriate training on the Group's values and senior executives will continually reference such values.</p>
<p><b>Recommendation 3.2</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.</p>	YES	<p>(a) The Group's Corporate Code of Conduct applies to the Group's Directors, senior executives and employees.</p> <p>(b) The Group's Corporate Code of Conduct (which forms part of the Group's Corporate Governance Plan) is available on the Group's website. Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board.</p>

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<p><b>Recommendation 3.3</b></p> <p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(a) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.</p>	YES	<p>The Group's Whistleblower Protection Policy (which forms part of the Corporate Governance Plan) is available on the Group's website. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or a committee of the Board.</p>
<p><b>Recommendation 3.4</b></p> <p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.</p>	YES	<p>The Group's Anti-Bribery and Anti-Corruption Policy (which forms part of the Corporate Governance Plan) is available on the Group's website. Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Board or a committee of the Board.</p>
<p><b>Principle 4: <i>Safeguard the integrity of corporate reports</i></b></p>		
<p><b>Recommendation 4.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, who is not the Chair of the Board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p>	PARTIALLY	<p>(a) The Group did not have an Audit and Risk Committee for the past financial year. The Group's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Group), with at least three members, all of whom must be independent Directors, and which must be chaired by an independent Director who is not the Chair.</p> <p>(b) The Group did not have an Audit and Risk Committee for the past financial year as the Board did not consider the Group would benefit from its establishment, and does not currently have one. In accordance with the Group's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p>(i) the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Group's internal audit function and arrangements with external auditors; and</p>

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<p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<p>(ii) all members of the Board are involved in the Group's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.</p>
<p><b>Recommendation 4.2</b> 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 the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>YES</p>	<p>The Group's Audit and Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms. The Group intends to obtain a sign off on these terms for each of its financial statements in each financial year.</p>
<p><b>Recommendation 4.3</b> A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>YES</p>	<p>The Group has included in each of its (to the extent that the information contained in the following is not audited or reviewed by an external auditor):</p> <ul style="list-style-type: none"> <li>(a) annual reports or on its website, a description of the process it undertook to verify the integrity of the information in its annual directors' report;</li> <li>(b) quarterly reports, or in its annual report or on its website, a description of the process it undertook to verify the integrity of the information in its quarterly reports;</li> <li>(c) integrated reports, or in its annual report (if that is a separate document to its integrated report) or on its website, a description of the process it undertook to verify the integrity of the information in its integrated reports; and</li> <li>(d) periodic corporate reports, or in its annual report or on its website, a description of the process it undertook to verify the integrity of the information in these reports.</li> </ul>

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<b>Principle 5: Make timely and balanced disclosure</b>		
<b>Recommendation 5.1</b> A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	The Board Charter provides details of the Group’s disclosure policy. In addition, the Corporate Governance Plan details the Group’s disclosure requirements as required by the ASX Listing Rules and other relevant legislation.  The Corporate Governance Plan, which incorporates the Continuous Disclosure Policy, is available on the Group website.
<b>Recommendation 5.2</b> A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	Under the Group’s Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), all members of the Board receive material market announcements promptly after they have been made.
<b>Recommendation 5.3</b> 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.	YES	All substantive investor or analyst presentations were released on the ASX Markets Announcement Platform ahead of such presentations.
<b>Principle 6: Respect the rights of security holders</b>		
<b>Recommendation 6.1</b> A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Group and its governance is available in the Corporate Governance Plan which can be found on the Group’s website.
<b>Recommendation 6.2</b> A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	YES	The Group has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Group’s website as part of the Group’s Corporate Governance Plan.
<b>Recommendation 6.3</b> A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting.

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
<p><b>Recommendation 6.4</b></p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	YES	All substantive resolutions at securityholder meetings were decided by a poll rather than a show of hands.
<p><b>Recommendation 6.5</b></p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	YES	<p>The Shareholder Communication Strategy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>Shareholders queries should be referred to the Company Secretary at first instance.</p>
<b>Principle 7: Recognise and manage risk</b>		
<p><b>Recommendation 7.1</b></p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it</p>	PARTIALLY	<p>(a) The Company did not have an Audit and Risk Committee for the past financial year. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom must be non-executive Directors, and the majority of the Committee must be independent Directors, and which must be chaired by an independent Director who is not the Chair.</p> <p>A copy of the Corporate Governance Plan is available on the Group's website.</p> <p>(b) The Group did not have an Audit and Risk Committee for the past financial year as the Board did not consider the Group would benefit from its establishment, and does not currently have one. In accordance with the Group's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to oversee the entity's risk management framework:</p>

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<p>employs for overseeing the entity's risk management framework.</p>		<p>i. the Board devotes time at quarterly Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.</p>
<p><b>Recommendation 7.2</b> The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p>	<p>YES</p>	<p>(a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Group's risk management framework continues to be sound and that the Group is operating with due regard to the risk appetite set by the Board.</p> <p>(b) The Group has completed a review of the Group's risk management framework in the past financial year.</p>
<p><b>Recommendation 7.3</b> A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>PARTIALLY</p>	<p>(a) The Group does not have an internal audit function. The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor and periodically review the need for an internal audit function, as well as assessing the performance and objectivity of any internal audit procedures that may be in place.</p> <p>(b) The Group did not have an internal audit function for the past financial year. As set out in Recommendation 7.1, the Board is responsible for overseeing the establishment and implementation of effective risk management and internal control systems to manage the Group's material business risks and for reviewing and monitoring the Group's application of those systems. The Board devotes time at quarterly Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.</p>
<p><b>Recommendation 7.4</b> 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.</p>	<p>YES</p>	<p>The Audit and Risk Committee Charter requires the Audit and Risk Committee (or, in its absence, the Board) to assist management to determine whether the Company has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risks.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
		<p>The Company has also adopted a separate Environmental, Social and Governance (ESG) Policy and ESG Charter to effectively assess, manage and mitigate such risks. The Group did not have an Audit and Risk Committee or an ESG Committee for the past financial year as the Board considered that the Group would not benefit from their establishment. In accordance with the Group's Board Charter, the Board carried out the duties that would ordinarily be carried out by the Audit and Risk Committee and the ESG Committee.</p> <p>The Group's Corporate Governance Plan requires the Group to disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks. The Group discloses this information in its Annual Report and as an ASX Announcement in compliance with its continuous disclosure obligations.</p>
<b>Principle 8: Remunerate fairly and responsibly</b>		
<p><b>Recommendation 8.1</b> The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent Directors; and</p> <p>(ii) is chaired by an independent Director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and</p>	PARTIALLY	<p>(a) The Group did not have a Remuneration Committee. The Group's Corporate Governance Plan contains a Remuneration Committee Charter that provides for the creation of a Remuneration Committee (if it is considered it will benefit the Group), with at least three members, a majority of whom must be independent Directors, and which must be chaired by an independent Director.</p> <p>(b) The Group did not have a Remuneration Committee for the past financial year as the Board did not consider the Group would benefit from its establishment, and does not currently have one. In accordance with the Group's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration Committee Charter including the following processes to set the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive. The Board devotes time at the annual Board meeting to assess the level and composition of remuneration for Directors and senior executives.</p>

RECOMMENDATIONS (4 <sup>TH</sup> EDITION)	COMPLY	EXPLANATION
senior executives and ensuring that such remuneration is appropriate and not excessive.		
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.</p>	YES	The Group's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives, which is disclosed in the Annual Report and on the Group's website.
<p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	NO	<p>The Group's Corporate Governance Plan requires the Remuneration Committee (or, in its absence, the Board) to review, manage and disclose the policy (if any) under which participants to a Plan may be permitted (at the discretion of the Group) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.</p> <p>Upon issue of equity incentives, the Board will devote time at a Board meeting to assess the level and composition of remuneration for Directors and senior executives.</p>

## APPENDIX A - INVEX THERAPEUTICS: BOARD SKILLS MATRIX

The Invex Therapeutics Board Skills Matrix below sets out the mix of skills that the Board currently has in its membership. The layout of the Matrix takes into account the commentary to Recommendation 2.2 of the 4th edition of the ASX Principles and Recommendations by outlining in detail the criteria a director must meet to be considered to have each skill.

SKILLS		CRITERIA	DIRECTOR
TOTAL DIRECTORS			5 DIRECTORS
BOARD EXPERIENCE		<ul style="list-style-type: none"> <li>Has played effective roles as a director in a range of companies over several years</li> </ul>	
SENIOR EXECUTIVE EXPERIENCE		<ul style="list-style-type: none"> <li>Successful track record in senior executive roles in sizeable, global organisations.</li> </ul>	
FINANCIAL ACUMEN		<ul style="list-style-type: none"> <li>Ability to understand and analyse financial statements to assess financial performance</li> <li>Interpret and review the adequacies of internal financial and risk controls.</li> </ul>	
LEGAL SKILLS		<ul style="list-style-type: none"> <li>Strong knowledge of company law, including tax obligations and entity requirements.</li> </ul>	
FINANCIAL MARKETS EXPERIENCE		<ul style="list-style-type: none"> <li>Experience working within the financial markets at a broking firm / investment bank</li> <li>Experience in dealing with financial market participants including brokers, sell-side equity analysts, institutional/retail investors</li> </ul>	
CAPITAL RAISING EXPERIENCE		<ul style="list-style-type: none"> <li>Experience in raising capital with private or public companies</li> </ul>	
M&A EXPERIENCE		<ul style="list-style-type: none"> <li>Experience in Mergers and Acquisition transactions including purchase, divestment or take overs</li> </ul>	
HUMAN RESOURCES EXPERIENCE		<ul style="list-style-type: none"> <li>Understanding of remuneration practices and frameworks.</li> <li>High-level experience in the development and implementation of HR systems.</li> <li>Knowledge and appreciation of recruitment, remuneration, development and succession planning.</li> </ul>	
CORPORATE GOVERNANCE		<ul style="list-style-type: none"> <li>Detailed knowledge of and commitment to the governance required of organisations.</li> <li>Public company governance</li> <li>Strong knowledge of ASX Listing Rules</li> </ul>	

CLINICAL TRIALS EXPERIENCE	<ul style="list-style-type: none"> <li>• Understanding of clinical trial process.</li> <li>• Experience in establishing, running and reporting on a clinical trial.</li> <li>• Understanding of statistics and clinical trial design.</li> </ul>	
REGULATORY AFFAIRS EXPERIENCE	<ul style="list-style-type: none"> <li>• Experience in developing, submitting and maintaining regulatory filings with major regulatory agencies such as the FDA or EMA.</li> <li>• Experience in the appointment of regulatory consultants and clinical/medical advisory Boards.</li> </ul>	
QUALITY EXPERIENCE	<ul style="list-style-type: none"> <li>• Understanding of applicable quality frameworks in pharmaceutical drug development</li> <li>• Experience in developing and maintaining a quality system</li> </ul>	
OPERATIONS	<ul style="list-style-type: none"> <li>• Experience in companies with operations in Australia</li> <li>• Experience in companies with operations outside of Australia</li> </ul>	
MANUFACTURING & PRODUCTION EXPERIENCE	<ul style="list-style-type: none"> <li>• Executive-level experience and responsibility for production facilities and global supply chains</li> </ul>	
INVESTOR RELATIONS & PUBLIC RELATIONS EXPERIENCE	<ul style="list-style-type: none"> <li>• Professional, senior executive or equivalent experience in investor / public relations</li> <li>• Detailed understanding of role of investor / public relations for an organisation</li> </ul>	
RISK MANAGEMENT	<ul style="list-style-type: none"> <li>• Ability to identify and manage key risks to an organisation</li> <li>• Monitoring the effectiveness of risk management frameworks and internal controls</li> </ul>	
STRATEGY	<ul style="list-style-type: none"> <li>• Ability to develop, implement and benchmark successful organisational strategies.</li> </ul>	
HEALTHCARE INDUSTRY EXPERIENCE	<ul style="list-style-type: none"> <li>• Competency in the healthcare industry and international health systems.</li> <li>• Knowledge of reimbursement across different jurisdictions.</li> </ul>	
PHARMACEUTICAL INDUSTRY EXPERIENCE	<ul style="list-style-type: none"> <li>• Professional, senior executive or equivalent experience in pharmaceutical product development</li> <li>• Commercialisation of medical devices or biotechnology products</li> </ul>	
RESEARCH AND DEVELOPMENT EXPERIENCE	<ul style="list-style-type: none"> <li>• Ability to develop product innovation to drive long-term business growth</li> <li>• Strategic Research &amp; Development experience from concept to product</li> </ul>	
HEALTH AND SAFETY	<ul style="list-style-type: none"> <li>• Executive experience in the development, management and/or implementation of workplace health and safety policies and culture.</li> </ul>	