



Medical
Developments
International

Corporate Governance Statement

Financial Year 2023



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1. Governance Highlights

Corporate governance are the systems, policies and processes by which a company operates and makes decisions that impact its stakeholders. The Board of Medical Developments International Ltd (MVP / Company) is committed to achieving and demonstrating standards of corporate governance appropriate to the size and complexity of its operations as well as continually refining and strengthening the Company's corporate governance framework and practices. The Board believes good corporate governance creates shareholder value, while also considering other stakeholders and an appropriate risk and return framework.

During the reporting period, two Directors retired. The Board wishes to thank David Williams and Max Johnston for their many years of commitment to the Company. Both of these Directors were instrumental in building the Company and David remains one of the Company's largest shareholders as the Company embarks on its strategy of building a global healthcare organisation.

During FY23 the Board has overseen enhancements to several areas of governance including:

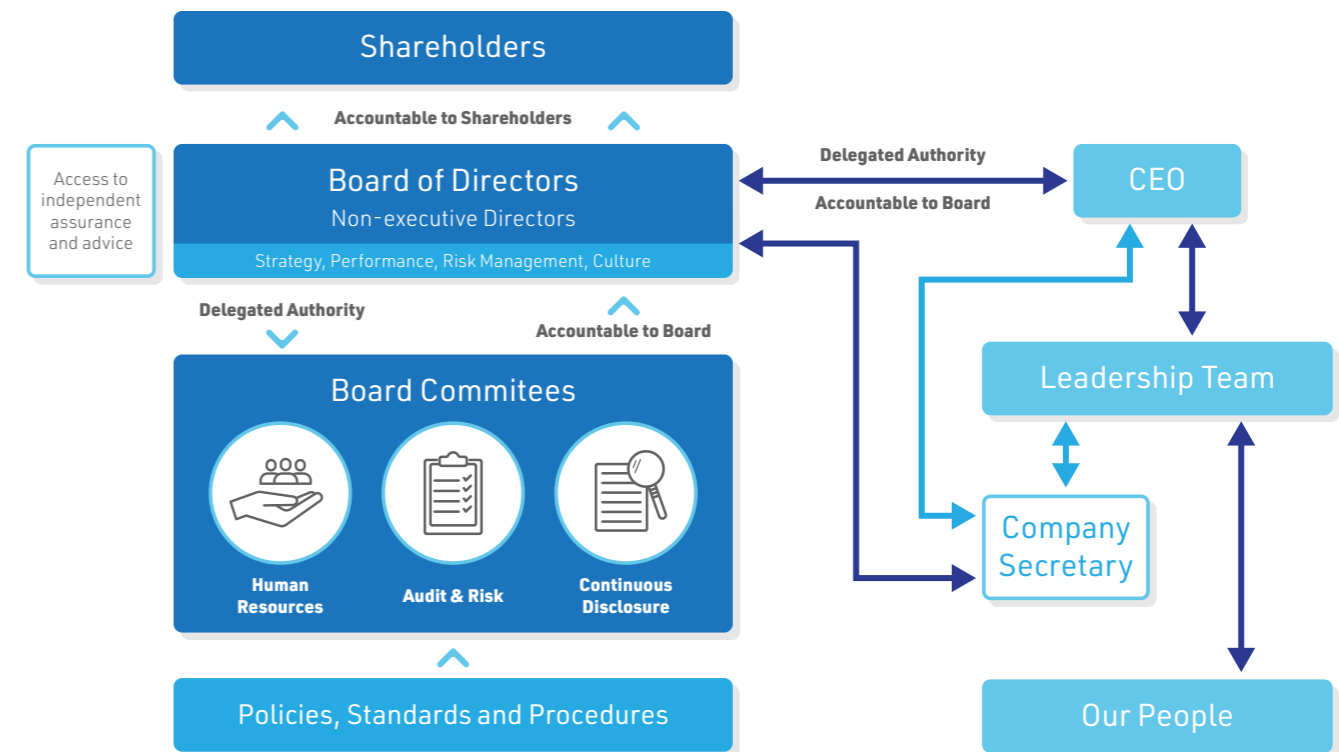
- *An updated Board Charter*
- *Creation of a new Board committee to support continuous disclosure*
- *A refreshed risk management framework and implementation of that framework*
- *A revised employee incentive scheme and CEO remuneration to better align with shareholder interests*
- *Revised Share Trading and Continuous Disclosure policies*
- *A new online governance support platform*

As a listed entity, the Company is required to disclose against the ASX Corporate Governance Principles Edition 19. The below table indicates where each ASX Corporate Governance Principle is addressed in this statement. The information contained in this statement is correct as at 30 June 2023.

ASX Corporate Governance Principles and Recommendations	Section reference in this statement
Principle 1 - Lay solid foundations for management and oversight	Sections 3, 4.5, 4.6, 5.1, 5.2, 6.1
Principle 2 - Structure the Board to be effective and add value	Sections 3.5, 4, 4.1, 4.2, 4.3, 4.4, 4.5, 5.1
Principle 3 - Instil a culture of acting lawfully, ethically and responsibility	Section 6.3
Principle 4 - Safeguard the integrity of corporate reports	Section 4, 8, 8.1
Principle 5 - Make timely and balanced disclosure	Sections 6.3, 7, 7.1, 7.2
Principle 6 - Respect the rights of security holders	Sections 7, 7.2, 7.3, 8, 8.1, 8.2
Principle 7 - Recognise and manage risk	Section 8, 8.2
Principle 8 - Remunerate fairly and responsibly	Sections 4.4, 5, 5.3, 6.3

2. Governance Model

The Company's corporate governance framework is represented diagrammatically below.



As at 30 June 2023, the Board comprised of 5 independent non-executive directors. Qualifications and experience of each Director can be found on our website: <https://www.medicaldev.com/investors-media/board-of-directors-management/>

Director	Length of Service (as at 30 June 2023)	Independent / Non-independent
Gordon Naylor (Chair)	14 Oct 2020 (3 years)	Independent non-executive Director
Richard Betts (Chair of ARC)	11 May 2021 (2 years, 5 months)	Independent non-executive Director
Leon Hoare (Chair of HRC)	27 Sept 2013 (9 years, 11 months)	Independent non-executive Director
Mary Sontrop	5 March 2021 (2 years 7 months)	Independent non-executive Director
Christine Emmanuel-Donnelly	26 May 2020 (3 years, 5 months)	Independent non-executive Director

3. Roles and Responsibilities

The Board is responsible for the governance of the Company and is accountable to shareholders for guiding and monitoring the effective management and performance of the Company.

3.1 Role of the Board

The Company's Constitution provides that the business and affairs of the Company are to be managed by or under the direction of the Board. The Board Charter, which was updated during the year and available on the Company's website, sets out how the Board's role, powers and responsibilities are exercised.

The primary role of the Board is to protect and enhance long term shareholder value. As part of this, key responsibilities of the Board include:

- *Setting strategic objectives and the risk appetite within which the Board expects Management to achieve those objectives*
- *Overseeing Management's implementation of the strategic direction*
- *Selecting, appointing, removing (if necessary) and evaluating the performance and remuneration of the CEO*
- *Overseeing the management, performance and corporate governance frameworks of the Company.*

3.2 Delegation to Board Committees

As outlined in section 4.4, there are three committees of the Board. These committees have delegated authority within the scope of their approved Charters. The committee Charters are also summarised in section 4.4 and available on the Company's website. The role of the committees is to support the Board in fulfilling its responsibilities.

3.3 Delegation to Management

The Board Charter articulates the relationship between the Board and Management, including the broad delegations to Brent MacGregor, the Chief Executive Officer (CEO).



Brent MacGregor
CEO

The CEO is directly accountable to the Board and is responsible for managing the Company, consistent with the primary objective of enhancing long-term shareholder value. The Board has delegated day to day management to the CEO as well as implementation of approved strategy. The CEO in turn has delegated certain accountabilities to senior executives. During FY24, the Company's Delegations of Authority framework will be refreshed considering investment in key personnel over FY22 and FY23 and the Company's evolution of strategy.

Details of senior executives are available on the Company's website, including descriptions of qualifications and experiences. Each senior executive, including the CEO, has a written service contract setting out the key terms of their appointment, remuneration arrangements, and entitlements on cessation of employment. Appropriate background checks are performed prior to any appointment.

3.4 Company Secretary

The Company Secretary, Tara Eaton, is accountable directly to the Board, through the Chair, on all matters related to the proper functioning of the Board. Each Director has direct access to the Company Secretary. Details of the Company Secretary are set out in the Annual Report.

3.5 Chair

The Board elects one of the independent non-executive Directors as Chair. The Chair is Gordon Naylor.

The Chair's role, as established in the Board Charter, includes being ultimately accountable for leadership of the Board. Specific responsibilities include managing the conduct, frequency and length of Board meetings and facilitating open and constructive communications amongst Board members and between the Board and CEO.



Gordon Naylor
Chair

4. The Board of Directors

Membership of the Board as at 30 June 2023 is set out in section 2 above. Two Directors, David Williams and Max Johnston, retired during the reporting period. The Board recognizes David and Max for their many years of service to the Company, including for part of FY23. Given the work done by David and Max, as well as other former Board members, the Company is now able to embark on its strategic objective of internationalisation. David remains a significant shareholder of the Company.

The Board held 13 Board meetings during the reporting period as well as an annual strategy session. In addition, several out-of-cycle Board business and strategy briefings were attended by Directors. Details of the Committees, membership of the Committees and number of times they met, are set out below. The Continuous Disclosure Committee was created in June 2023, explaining the limited number of meetings of that Committee.

	Board of Directors ¹		Audit & Risk Committee		Human Resources Committee		Continuous Disclosure Committee ²	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Mr G Naylor	13	13	nm	nm	8	8	1	1
Mr L Hoare	13	12	nm	nm	8	8	nm	nm
Ms C Emmanuel-Donnelly	13	13	4	4	nm	nm	nm	nm
Ms M Sontrop	13	10	4	4	6	6	nm	nm
Mr R Betts	13	13	4	4	nm	nm	1	1
Former Director								
Mr D J Williams ³	10	8	nm	nm	nm	nm	nm	nm
Mr R M Johnston ⁴	6	6	1	1	3	3	nm	nm

nm - not a member of the relevant committee

1. Includes 4 extraordinary meetings. All Directors attended all 9 scheduled ordinary meetings

2. The Continuous Disclosure Committee was formed in June 2023

3. Mr D J Williams resigned as a Non-Executive Director on 26 April 2023

4. Mr R M Johnston resigned as a Non-Executive Director on 27 October 2022

4.1 Independence

The Board recognizes the important responsibility of non-executive Directors to monitor and oversee the work of management and the importance of exercising independent thought and judgement. The Board considers that a Director of a listed entity should only be described as an independent director in certain circumstances. This is where he or she is free of any interest, position or relationship that might influence, or reasonably be perceived to influence (in a material respect) their capacity to:

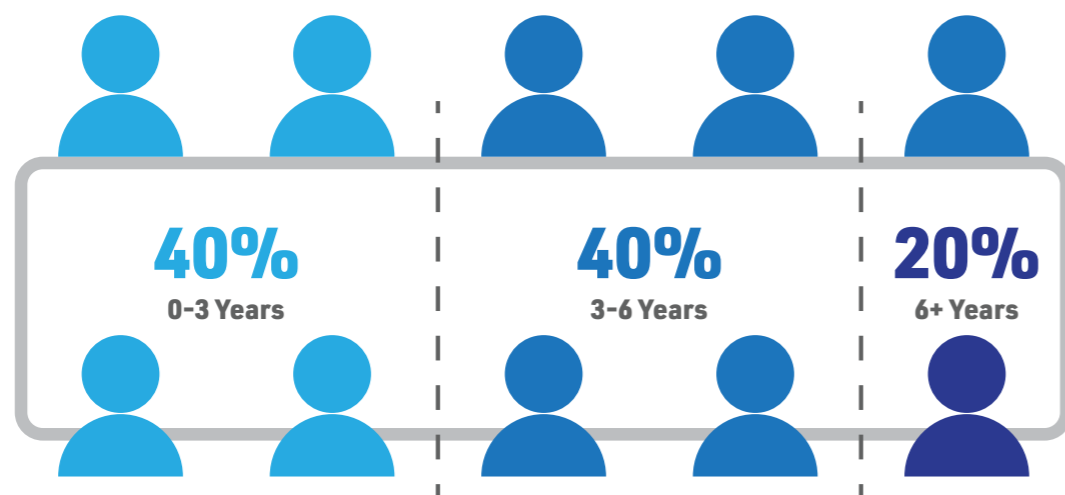
- bring an independent judgement to bear on issues before the Board; and
- act in the best interests of the entity as a whole, rather than in the interests of an individual security holder or other party.

As part of ensuring Director independence, the Company has a rigorous approach to managing potential, actual or perceived conflicts. Directors must keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with their duties to the Company. During the reporting period, the Board further developed its procedures to assist Directors in disclosing potential conflicts of interest including by the regular updating of standing declaration of interests.

4.2 Composition

The Board is committed to ensuring that it is comprised of individuals who collectively have the appropriate skills and experience to develop and support the Board's responsibilities and Company objectives. The Board's composition is determined based on criteria set out in the Company's Constitution and the Board Charter. This includes requirements:

- That a non-executive Director must be Chair
- To have an appropriate mix of skills, knowledge, experience, and expertise necessary to review and approve the strategic direction of the Company, and to guide and monitor management
- That Directors must be re-elected at least every three years



Average MVP Board tenure

4.3 years

4.3 Board skills, experience, and attributes

The Board is focused on maintaining an appropriate mix of skills and diversity in its membership. This includes a range of skills, experience and background in the pharmaceutical industry, international business, finance and accounting and management, as well as gender diversity. The Board skills matrix as at 30 June 2022 is set out below and describes the capabilities of the Board across a range of general and specialist areas.

The Board believes it possesses the skills, types of experience and diversity characteristics that enable it to work effectively with management to optimise shareholder value. The table below sets out the key skills the Directors believe are required, and the extent to which they are currently represented on the Board:



Outside of the reporting year, the Company has appointed an additional director to the Board with global medical and clinical development experience to align with its commercial strategy. This skill set was identified as a need for the Company as part of the 2023 Board skills assessment process.

Given the operating environment is continually changing, the Board engages in self-assessment with respect to ongoing professional development. Examples of development that occurred within the reporting period include deepening the Board's understanding of ASX requirements, capital markets and customer needs.

4.4 Board Committees

The Board has established three standing committees to increase its effectiveness. These are represented below. Each standing committee operates under a Charter, approved by the Board, which sets out the authority, membership, and responsibilities of the Committee. The committee Charters are reviewed at least annually.

Committee	Composition	Scope of charter
Audit & Risk Committee (ARC) Members Richard Betts (Chair) Gordon Naylor Mary Sontrop Christine Emmanuel-Donnelly	Membership of the ARC is at least two Directors, who are sufficiently independent, with facimilar of financial management and an understanding of the pharmaceutical / medical device industry.	The purpose of the Audit and Risk Committee (the "ARC") as set out in its charter, is to assist the Board in fulfilling its corporate governance and oversight responsibilities relating to: <ul style="list-style-type: none"> • <i>The integrity of MVP's financial reporting;</i> • <i>The effectiveness of MVP's systems of financial risk management and internal control;</i> • <i>The external audit function and integrity of the process;</i> • <i>MVP's risk profile and risk policy; and</i> • <i>The effectiveness of MVP's risk management framework and supporting risk management systems.</i>
Human Resources Committee (HRC) Members Leon Hoare (Chair) Gordon Naylor Mary Sontrop	Membership of the HRC is at least 3 non-executive Directors.	The Committee works on behalf of the MVP Board to oversee the Group's human resources in the best long-term interests of MVP's shareholders. As set out in its Charter, the Committee provides an objective review and oversight of people and remuneration related policies, frameworks and practices so that they: <ul style="list-style-type: none"> • <i>Align with the Group's purpose, culture and strategy</i> • <i>Comply with the Group's performance and risk management framework</i> • <i>Comply with legal and regulatory requirements</i> • <i>Remain appropriate to changing market conditions</i>
Continuous Disclosure Committee (CDC) Members Richard Betts Gordon Naylor	Membership is the Chair, Chair of ARC, CEO, CFO and Company Secretary	The Committee's charter can be found at Corporate Governance - Medical Developments International . The purpose of the Continuous Disclosure Committee (CDC) is to: <ul style="list-style-type: none"> • <i>Act with delegated authority to review and consider the materiality of information to consider whether that information is market sensitive requiring disclosure"</i> • <i>Approve certain disclosures to the ASX; and</i> • <i>Make recommendations to the Board as to the content of information to be disclosed.</i>

All Directors have access to Committee papers, may attend Committee meetings and have access to minutes of Committee meetings even if they are not a member of the relevant Committee. Verbal reports on Committee recommendations and business are provided at the next Board meeting. The Board periodically reviews the composition of its committees as part of the Board succession planning process. Committee membership is based on the qualifications, skills and experience of each Director while ensuring an appropriate allocation of responsibilities between Directors. Details of the number of meetings held by each Committee and Directors' attendance at those meetings is set out further above.

4.5 Board Succession and appointment

The Board, during the reporting period, reviewed its composition to enable the Company's strategy in the short and medium term. As mentioned above, in conducting the review, the Board used the Board skills matrix to inform discussions on Board succession planning. It also evaluated prospective candidates for the Board considering the Company's strategic goals.

In considering potential candidates for appointment to the Board, the Company undertakes a thorough review of the skills, experience, and competencies of each candidate in relation to the Board's current and future skill and experience requirements, as well as diversity considerations. This process also includes a review of the candidate's character, educational background, interests, and associations.

As part of this review process, appropriate probity checks are undertaken prior to appointing a director or putting forward a candidate for election. Nominations for appointment to the Board are considered by the Board. The Company discloses all material information relevant to a decision to elect or re-elect a Director in the Notice of Annual General Meeting provided to shareholders. An overview of the qualifications and brief career histories of each Director is included in the Annual Report.

A letter of appointment sets out the terms of the Director's appointment to the Board. Directors are required to agree to the terms at the time of their appointment to the Board. The letter outlines the terms of the appointment, time commitment envisaged, remuneration arrangements, disclosure of Directors' interests including any matters which may affect independence, indemnity and insurance arrangements, confidentiality obligations, access to corporate information and compliance with key governance policies.

All new Directors participate in an induction program to familiarise themselves with the business and strategy, culture and values and any current issues before the Board. The induction program includes substantial review of key documents and meetings with a range of representatives from the organisation.

4.6 Access to independent advice

Each Director has the right to access all relevant Company information and to the Company's executives and may seek independent professional advice at the Company's expense.

During the reporting period, the Company entered refreshed deeds of access with each Director. Under that, a Director also has the right of access to all documents which have been presented at meetings or made available whilst in office, for a term of 7 years after ceasing to be a Director or such longer period as is necessary to determine relevant legal proceedings that commenced during this term.

5. Performance and Remuneration

The Company recognises that remuneration is a key driver of performance and a focus of investors. As such, the Company's guiding remuneration principles are set out below.



5.1 Board and Committee performance

The Company recognises the value of Board evaluations as one aspect of a corporate governance framework. Formal Board evaluations allow companies with consistent Board membership and established governance practices to further embed those practices. However, the size of the Company and its evolution of strategy over recent years has meant that it has not undertaken formal evaluations during the reporting period. As such, recommendation 1.6 and 2.6 (with respect to assessment) is not strictly followed. While the Company has engaged in ongoing consideration of its performance, a focus has been on refreshing foundational pieces such as such as the Board Charter, risk management and securities trading (as outlined in other parts of this statement). The reporting period also saw Board membership renewal, with two Directors retiring after considerable contributions to the Company for many years. Considering this, and recognising the Company's refreshed skills matrix, a new director to the Board has been appointed outside the reporting period. The Company will look to continue to evolve its governance practices over the next year and will consider whether formal Board evaluations are appropriate for it.

5.2 Management performance

The Board, in conjunction with its Human Resources Committee, is responsible for:

- selecting, appointing, and determining terms of appointment of the CEO
- determining the CEO's goals and objectives
- evaluating the CEO's performance considering these objectives

The performance of the CEO and Leadership Team is reviewed on an ongoing basis, and a formal performance evaluation takes place annually. For the reporting period, this took place following the FY23 year end.

The Human Resources Committee, working with the Chair of the Board, is responsible for overseeing the process for assessing the performance of the CEO, who in turn evaluates the performance of all Leadership Team members and makes recommendations in respect of their remuneration.

These evaluations are based on specific criteria, including the Company's business performance and the achievement of long-term strategic objectives and individual performance objectives. Details of the Company's objectives for the reporting period are set out in the 2023 Annual Report.

5.3 Remuneration

The Company is committed to ensuring that it has competitive remuneration and human resources policies and practices that offer appropriate and fair rewards to directors and employees and align interests to shareholders. In its 2023 Remuneration Report (contained in the Annual Report), the Company clearly and separately outlines its remuneration policies and practices for non-executive Directors and for executive key management personnel.

The Report also includes details of the Company's short- and long-term incentive plans.

(a) Non-Executive Directors

Non-executive Director remuneration includes a base fee for performing the services reflected in the Director's Letter of Appointment. In addition to the Director's base fee, remuneration also includes an additional fee for the Chair. Directors do not receive any equity-based remuneration. Further details are available in the Remuneration Report in the Annual Report.

(b) Management

Executive remuneration is overseen by the Human Resources Committee. During the reporting period, a significant focus of the Human Resources Committee has been on revising the Company's senior executive variable remuneration. Details regarding the activities of the Human Resources Committee during the reporting period, along with a summary of its responsibilities, and its remuneration policies and practices are set out in the 2023 Annual Report.

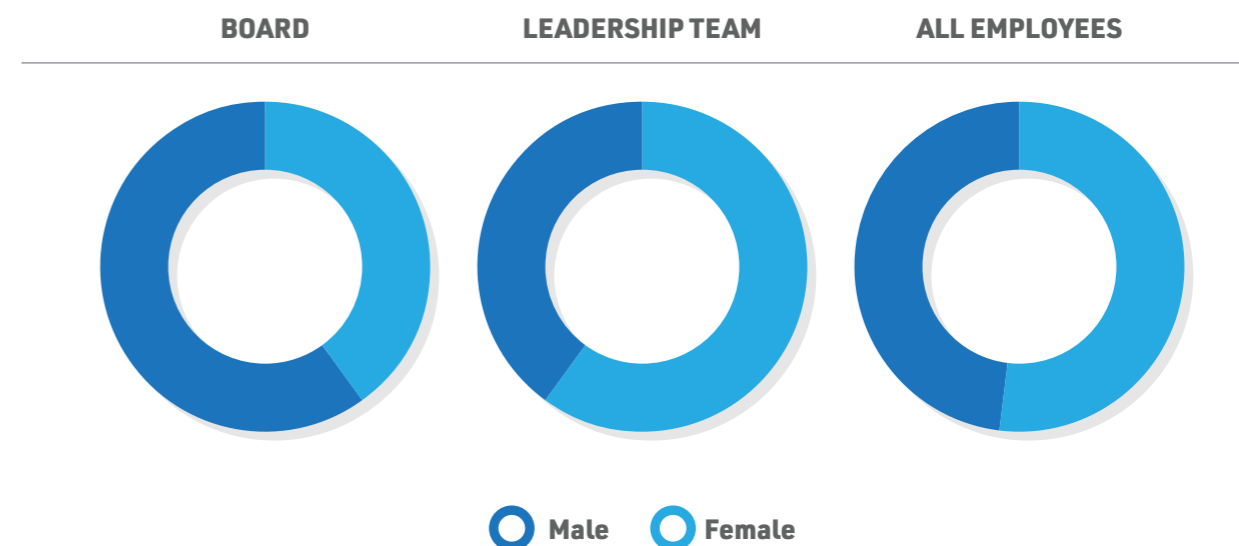
In setting remuneration for the CEO, the Human Resources Committee accesses external professional advice and obtains independent market data for similar roles in peer or comparable organisations. The Committee also takes account of the Company's circumstances and the requirement to attract, retain and motivate high calibre management. To encourage senior executives to pursue strategies aimed at delivering both short and long-term growth and the success of the business, executive remuneration is structured to include a fixed component and a variable or performance-based component. A detailed description of the Company's remuneration structures is set out in the 2023 Annual Report.

6. Corporate Responsibility

6.1 Diversity

The Company is committed to developing an inclusive and respectful work environment to optimise diversity of thought and background. Bringing together people with different backgrounds and ways of thinking is a powerful source of competitive advantage in driving better decision making, innovation and growth. The Company seeks to embrace everything that makes people unique in their identity like age, cultural background, disability, ethnicity, sex, gender identity, marital or family status, religious belief, sexual orientation or socio-economic background. We expect all employees to foster a culture which values diversity and includes everybody. The Company's diversity policy is set out on its website. The Human Resources Committee reviewed diversity within the organisation during the reporting period to ensure that the Company's employee base reflects expectations of gender diversity.

While the Company does not follow recommendation 1.5 of the Corporate Governance principles in that there is no formal gender diversity objective, the Company has significant gender diversity at all levels of the organisation as represented below:



6.2 Values and Code of Conduct

The Company recognises the importance of honesty, integrity and fairness in conducting its business, and is committed to increasing shareholder value in conjunction with fulfilling its responsibilities as a good corporate citizen. All Directors, managers and team members are expected to act lawfully and with the utmost integrity and objectivity, always striving to enhance the reputation and performance of the Company.

The past two years has seen significant capability investment in the Company's personnel, including senior executives. Now that the capability investment phase has concluded, there is a clear picture of the desired evolution of Company culture and values. As a result, after extensive consultation, involving its people, the Company has reviewed and prepared draft Values. The Values will be formalised in FY24 and integrated into its ways of working and Code of Conduct. The Values will be used to guide decision making and will form the core foundation of how it evaluates performance and how it expects its people to behave.

6.3 How we do business

The Company recognises that how it does business is a critical part of its success and ensuring long-term sustainability.

(a) Anti-bribery and Corruption

The Company has no tolerance for acts of bribery and corruption by any of its employees, officials, or third-party representatives. The Company has an Anti-Bribery and Anti-Corruption Policy, as published on its website. That Policy supports employees always acting ethically and with integrity, as well as protecting the Company's reputation.

Given the evolution in the Company's international operations, the Company's Anti-Bribery and Corruption Policy will be reviewed during FY24 to ensure that it is fit for purpose as the Company grows.

(b) Whistleblower

The Company is committed to ensuring that employees, contractors, suppliers and business partners are able to raise concerns regarding any potential misconduct and to have such concerns properly investigated. This commitment is implemented through the Whistleblower Policy. This is available on the Company's website. The Board, together with the Audit and Risk Committee has oversight of matters reported under that Policy.

(c) Securities Trading

During the reporting period, the Company refreshed its Securities Trading Policy that outlines insider trading laws and prohibits Directors, and all employees from trading in the Company's securities unless in a trading window and approval has been obtained.

Trading of securities outside of a trading window can only occur in exceptional circumstances as outlined in the Securities Trading Policy. The Securities Trading Policy prohibits Directors and employees from engaging in hedging arrangements over unvested securities issued pursuant to any equity incentive plan. The Securities Trading Policy meets the requirements of the ASX Listing Rules on trading policies and is available on the Company's website.

(d) Conflict of interest

During the reporting period, the Company revised its internal Conflicts of Interest policy to ensure that all employees must seek approval of any potential actual or perceived conflict of interest. This allows the Company to put in place measures to manage any conflict of interest.

7. Market disclosure and investor communications

The Company places importance on engaging with its stakeholders and providing timely and appropriate information. The Company's website (<https://www.medicaldev.com/>) allows communications with shareholders and the broader investment community. Information about the Company, relevant corporate governance information and key governance documents are available via the website. In addition, copies of Annual Reports, ASX announcements, and investor presentations are available online.

7.1 Disclosure

The Company is committed to keeping the market informed in a timely manner and complying with its continuous disclosure obligations.

As part of the Company's governance focus in FY23, the Board approved a refreshed Continuous Disclosure Policy and created a Continuous Disclosure Committee. That policy articulates appropriate internal escalations to ensure that on-going assessment of disclosure obligations occurs. A copy of the policy is available on the Company's website.

The Continuous Disclosure Committee has delegated authority to assess whether information is required to be disclosed and approve certain disclosures to the market. The Policy also sets out the requirement for the Board to approve all other disclosures (other than administrative ones, which are delegated to the Company Secretary) and the internal reporting channels that employees of the Company must follow so there is timely assessment of information.

The Board is provided with all ASX announcements to ensure timely visibility of the nature and quality of the information being disclosed to the market and the frequency of such disclosures.

7.2 Investor Relations

The Company has an investor relations program, which includes briefings and presentations to the investor community. The program includes scheduled and ad-hoc briefings with institutional investors and analysts intended to facilitate effective two-way communication. All new or substantive investor or analyst presentations are published on the ASX Market Announcements Platform, before the presentation, and a live webcast of the half and full year financial results presentations can be viewed on the Company's website.

7.3 Shareholder meetings

The Company regards its Annual General meeting (AGM) as an important opportunity to communicate with shareholders. The Board encourages participation by shareholders at the AGM as a means of ensuring accountability and transparency. To facilitate this in a post-COVID environment, the Company held a hybrid AGM in recent years. This format facilitates attendance and participation by the Company's diverse shareholder base. Questions can be asked by both those shareholders physically present as well as those shareholders online. Representatives of the Company's auditors also attend the AGM and are available to answer questions from shareholders relevant to the audit of the annual financial statements. Voting on all resolutions presented at the AGM is conducted by poll.

The Company encourages shareholders to receive information and communications from the Company and its share registry electronically. To make an election, please contact the Company's provider of registry support, [Computershare](#). Shareholders may elect to receive electronic notification of releases of information by the Company and receive their Annual Report, Notice of AGM and proxy form by email.

8. Financial reporting and Risk Management

The Company is committed to providing clear, concise, and effective disclosure and regular engagement with investors. The Company has processes in place to ensure that periodic corporate reports and substantive market announcements will be materially accurate, balanced and provide investors with appropriate information to make informed investment decisions. The Audit and Risk Committee exists to assist the Board in the effective discharge of its responsibilities in:

- *integrity of financial statements and reporting;*
- *financial and non-financial risk management and internal controls;*
- *internal and external audit.*

8.1 Financial Reporting

The Company has a robust verification, review and approval process to ensure the integrity of the information disclosed to the market. The process involves:

- *the announcements and reports are prepared and reviewed by, or under the oversight of, relevant subject matter experts;*
- *material statements in the documents are reviewed for accuracy and verified (e.g. by reference to source material);*
- *an assurance and sign-off process utilising internal resources and external auditor; and*
- *an appropriate certification and approval process involving executives, the CEO, and the Board.*

The Company does not release any periodic corporate report without external audit review and sign off. The Company's financial statements are subject to an annual audit by an independent, professional auditor who also reviews the Company's half-year statements. The Company's external audit function is currently performed by Deloitte. The Audit and Risk Committee oversees this process on behalf of the Board.

In addition, before approving any financial statements for a period, the Board receives a declaration from the CEO and CFO that the financial records of the company:

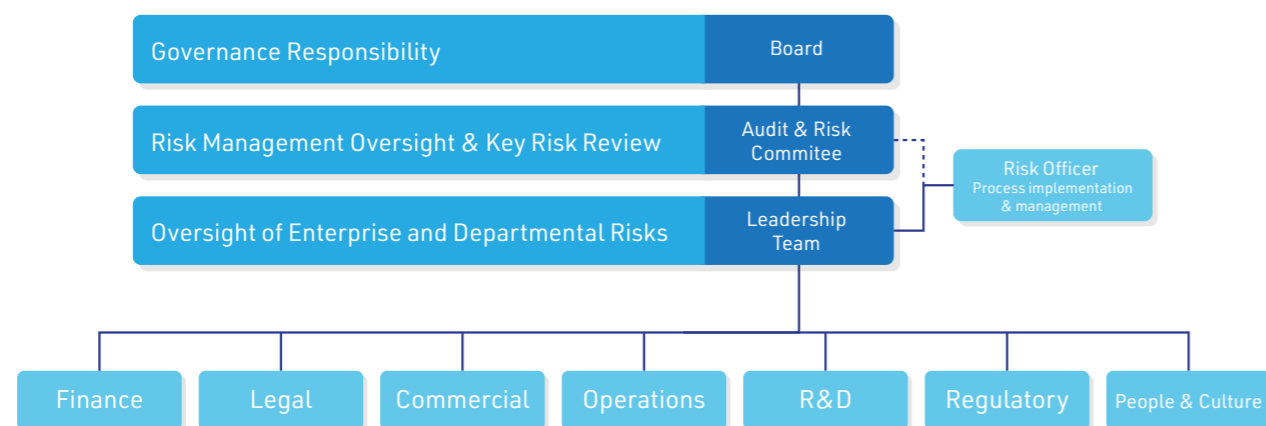
- *have been properly maintained*
- *comply with appropriate accounting standards*
- *give a true and fair view of the financial position and performance of the entity*
- *are based on a sound system of risk management and internal controls, which is operating effectively.*

8.2 Risk management

Risk recognition and management are viewed by the Company as integral to its objectives of creating and maintaining shareholder value, and to the execution of the Company's strategies. Effective risk management is key to operational activities and decision-making, strategic planning, resource allocation, compliance, accountability, and good governance.

The Board has had a significant focus on continual improvement of the Company's Risk Management framework during the reporting period. The Company refreshed its Risk Management Policy, Procedure and Risk Register, under the oversight of the Audit & Risk Committee, and undertook comprehensive enterprise and department level risk reviews during the year.

The Company's risk management framework is represented below:



The Company's risk management framework embeds risk management into decision making. The framework includes defined accountabilities, standards and systems that drive consistent identification, assessment, treatment and reporting of risks. Although the Company does not have an internal audit function, given the size of the organisation, the implementation of the framework is supported by defined expected management behaviours and monitored through reporting to the Audit & Risk Committee and to the Board.

The Board reviews and approves the Company's risk appetite settings and limits annually with performance against these monitored on a regular basis. Material enterprise risks are reported to the Audit & Risk Committee and to the Board. These risks are monitored for changes in their exposure and are reported during the year. A summary of material risks that may impact the Company is set out in the Annual Report.

The processes employed for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes are conducted internally, except for external audit of the Company's financial reporting and product quality. During the reporting period, a review of organisational controls was undertaken as an integral part of implementation of the Company's refreshed risk management framework. That framework has been reviewed regularly by the Board and ARC during the reporting period. As a pharmaceutical / medical device company, the Company also implements a product quality continuous

improvement framework overseen by the Quality department of the Company. During the year, there have been five internal audits by Quality of the Company's product quality controls. The Company is also subject to regular external audits by product quality related regulators and, during the reporting period, one audit was conducted by the European regulator.

8.3 Environmental Social Governance (ESG)

The Company recognises that it has exposure to ESG risks by virtue of being a manufacturing and distribution organisation of products, particularly products that are composed predominately of plastic. These ESG risks include:

- *appropriately balancing the single use nature of Pentrox, with the patient benefit of portability and immediate pain relief;*
- *ensuring appropriate waste capture and disposal during manufacturing; and*
- *ensuring a sustainable and reliable supply chain.*

In light of these, and recognising the evolution of the Company's strategy over recent years, the Company established an internal project team, supported by external subject matter specialists, to undertake a readiness assessment of the ESG roadmap over the next three years. The project will commence in the first half of FY24. The ESG readiness assessment will drive future phases of work including developing an ESG strategy, establishing a governance structure that incorporates ESG, outlining the role of the ARC and Board, improving the data collection process, enhancing communication channels to stakeholders, and improving disclosure and reporting requirements.