

2023 Corporate Governance Statement

The Board of Patrys Limited (**Patrys** or the **Company** or the **Group**) is responsible for the overall corporate governance of the Company. The Board believes that good corporate governance helps ensure the future success of the Company, adds value to stakeholders and enhances investor confidence.

The ASX Listing Rules require listed companies to prepare a statement disclosing the extent to which they have complied with the recommendations of the ASX Corporate Governance Council (**Recommendations**) during the reporting period. The Recommendations are not prescriptive, such that if a company considers a recommendation to be inappropriate having regard to its own circumstances, it has the flexibility not to follow it. Where a company has not followed all the Recommendations, it must identify which Recommendations have not been followed and provide reasons for not following them.

This Corporate Governance Statement (**Statement**) discloses the extent to which the Company has followed the Recommendations, or where appropriate, indicates a departure from the Recommendations with an explanation. This Statement should be read in conjunction with the material on our website <https://patrys.com/investors/#corporate-governance>, including the 2023 Annual Report and all Company's policies contained herein.

This Statement is current as at 28 August 2023 and has been approved by the Board of Directors of Patrys Limited.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1 - Role of the Board and Management

The role of the Board is to approve the strategic direction of the Company, guide and monitor the management of the Company and its businesses and oversee the implementation of appropriate corporate governance with respect to the Group's affairs. The Board aims to protect and enhance the interests of its shareholders, while considering the interests of other stakeholders, including employees, customers, suppliers, and the wider community.

The Board has a formal Board Charter which is available on our website at <https://patrys.com/investors/#corporate-governance>. The Charter sets out the matters expressly reserved for the Board's determination, and those matters delegated to the management.

The Board delegates responsibility for the day-to-day management of the Company and its business to the Chief Executive Officer (**CEO**). The CEO is supported by the senior executive team and delegates authority to appropriate senior executives for specific activities and transactions. The Board maintains ultimate responsibility for strategy, control and risk profile of the Group.

Recommendation 1.2: Appointment of Directors

The Nomination and Remuneration Committee facilitates the selection of Directors and appointment of

Directors. Before the Board appoints a new Director or puts forward a candidate for election, the Committee will identify and assess the necessary and desirable competencies and characteristics for potential Board directors and ensure that appropriate background checks are undertaken.

We provide our shareholders with all material information in our possession that is relevant to their decision on whether or not to elect or re-elect a Director through a number of channels, including via the notice of meeting and other information contained in the 2023 Annual Report.

Recommendation 1.3: Appointment Terms

Upon appointment, each Director receives a letter of appointment which sets out the formal terms of their appointment including remuneration and other award entitlements. Directors also receive a deed of indemnity, insurance and access.

Each senior executive has a written agreement with the Company which sets out the terms of their appointment, including the remuneration entitlements and performance requirements. Details of executive contracts in place are detailed in the Company's Annual Remuneration Report in the 2023 Annual Report.

Recommendation 1.4: Company Secretary

The Board is supported by the Company Secretary, whose role includes supporting the Board on governance matters, assisting the Board with meetings and directors' duties, and acting as an interface between the Board and senior executives across the Group. The Board and individual Directors have access to the Company Secretary.

Under the Company's governance framework, the Company Secretary is accountable to the Board, through the Chair, on all matters regarding the proper functioning of the Board. The Board is responsible for the appointment of the Company Secretary.

Details regarding our Company Secretary, including experience and qualifications, is set out in the Directors' Report in our 2023 Annual Report.

Recommendation 1.5: Diversity Policy

The workforce of the Company comprises individuals with diverse skills, backgrounds, perspectives and experiences and this diversity is valued and respected. To demonstrate the Company's commitment to developing measurable objectives to achieve diversity and inclusion in its workplace, the Company has implemented a Diversity Policy which can be viewed on our website at <https://patrys.com/investors/#corporate-governance>.

The Diversity Policy provides a framework for the Company to achieve:

- a diverse and skilled workforce, with the aim of leading to continuous improvement and achievement of corporate goals;
- a workplace culture characterised by inclusive practices and behaviours;
- equal employment and career development opportunities for all staff, regardless of gender, sexual preference or cultural background; and
- a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

The Board is cognisant that diversity is multi-dimensional consideration that extends beyond gender differentiation.

The Board and management consider building a diverse and inclusive workforce as paramount to gaining the best insight into the needs of our stakeholders that includes a diversity of perspectives and backgrounds.

The proportion of women on the Board, in senior executive positions and women across the entire organisation as at 28 August 2023 was as follows:

- Women on the Board – 60%
- Women in senior executive positions – 60%
- Women across the entire organisation – 66.67%

Senior Executives are defined as roles supporting the CEO with running the business and delivering on strategic objectives.

The Board has set the following diversity objectives:

- To cultivate an inclusive workplace of fairness and equality which fosters the unique skills and talents of a diverse range of people; and
- To encourage diversity in skill set, experience, qualifications and age of our workforce. With a diverse mix of professionals, we will continue to encourage diversity in hiring and sourcing of candidates.

Recommendation 1.6: Board, Committees and Individual Directors Performance Assessment

The Board is committed to formally evaluating its performance, the performance of its Committees and individual Directors, as well as the governance processes supporting the Board. The Board does this through an annual assessment process.

The performance review and assessment process involves:

- completion of a questionnaire/survey by each Director, which is facilitated by the Company Secretary;
- the preparation by the Company Secretary and provision of a report to the Nomination & Remuneration Committee which outlines the feedback on the performance of the Board, Board Committees and individual Directors based on the survey results; and
- discussion by the Nomination and Remuneration Committee of any areas and actions for improvement and reports them to the Board for discussion at the next appropriate meeting.

The Company undertook an internal Board, Committees, and individual Directors' performance assessment in relation to the 30 June 2023 financial year in accordance with the above process. An analysis of the data collected indicated that the Board and Committees are functioning effectively against all criteria. The Board and Committees are committed to their roles and each Board member is dedicated to proactively supporting the Company and its stakeholders.

Recommendation 1.7: Senior Executive Performance Assessment

Senior Executives are appointed by the CEO and their Key Performance Indicators (**KPI's**) contain specific financial and non-financial objectives.

These KPI's are reviewed annually by the CEO/Nomination and Remuneration Committee (where applicable).

The performance of each Senior Executive against these objectives is evaluated annually.

In the case of the CEO, this review is conducted by the Nomination and Remuneration Committee and the results are reported to the Board.

Performance evaluations were undertaken during the reporting period by the Company in accordance with the process.

PRINCIPLE 2 – BOARD STRUCTURE

Recommendation 2.1: Nomination Committee

The Company's Nomination and Remuneration Committee Charter provides for creation of a Nomination Committee, with at least three members, a majority of whom are independent Directors, and which shall be chaired by an independent Director. The Charter is available on the Company's website at <https://patrys.com/investors/#corporate-governance>.

The Board has an established Nomination and Remuneration Committee to assist the Board in ensuring it is equipped to discharge its responsibilities. The Committee has guidelines for the nomination and selection of directors and for the operation of the Board.

During the 2023 financial year the Committee was comprised of:

- John Read – Independent Chair (ceased as Chair of the Committee on 31 August 2022)
- Dr Charmaine Gittleson – Independent Chair (appointed as Chair of the Committee on 23 February 2023)
- Susan Jones – Independent Member (ceased as a member of the Committee on 23 February 2023)
- Michael Stork – Non-independent Member
- Dr Pamela Klein – Independent Member (appointed as a member of the Committee on 23 February 2023)

All Committee members, except for Mr Stork were always deemed independent Directors during the year. All Directors have relevant experience as shown in their biographies in the Directors Report. Details of meetings held by the Committee during the year and member attendance are set out in the 2023 Directors' Report.

In accordance with the Company's Nomination and Remuneration Committee Charter the primary objective of the Committee is to assist the Board to carry out the following:

- ensure the Board has an effective composition, size and competence to discharge its responsibilities and duties;
- review Board and executive succession plans;
- evaluate the Board's and executive performance;
- maintain and ensure remuneration policies and practices are appropriate to attract and retain executives and directors who will create value for shareholders;
- make recommendations for the appointment and removal of directors to the Board;
- make recommendations to the Board on recruitment, retention, and termination policies for senior management; and
- fairly and responsibly reward executives having regard to the performance of the Group, the performance of the executives and the general pay environment.

Recommendation 2.2: Board Skills Matrix

Our objective is to have an appropriate mix of expertise and experience on our Board so that it can effectively discharge its corporate governance and oversight responsibilities. It is the Board's view that the current directors possess an appropriate mix of relevant skills, experience, expertise and diversity to enable the Board to discharge its responsibilities and deliver the Company's strategic objectives. This mix is subject to review on a regular basis as part of the Board's performance review process.

The skills and experience represented in the Board and relevant to the Company's business are set out in the matrix below:

Skills and experience	
- Risk & Compliance	- Stakeholder Engagement
- Financial & Audit	- Industry Relations
- ASX Governance	- Leadership
- Strategy	- Ethics & Integrity
- Business Operations	- Contribution
- Policy Development	- Negotiation
- Capital Markets	- Critical Thinker
- Corporate Development	- Business Development
- Executive Management	- Crisis Management
- Clinical Development	- Experienced Managing Director
- Biotechnology & Pharmaceutical and Drug Development	- Corporate History
- Previous Board Experience	- Safety, Social and Environmental

To the extent that any skills are not directly represented on the Board, they are augmented through management and external advisors.

Full details of each Directors' relevant skills and experience are set out in the Company's 2023 Annual Report.

Recommendation 2.3: Independent Directors

An independent director is a Non-Executive Director who is not a member of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of judgement.

The Board regularly assesses the independence of each Non-Executive Director in light of the information which each Director is required to disclose in relation to any material contract or other relationship with the Company in accordance with the director's terms of appointment, the Corporations Act 2001, and the Board Charter.

When appointing an Independent Director or reviewing the independence of its Directors, the Board will have regard to the definition of independent director and the factors set out in the Recommendations, in particular the factors relevant to assessing the independence of a director set out in Recommendation 2.3.

The Board's assessment of each current Director is set out below.

Name	Position	Appointment date	Status
Charmaine Gittleson	Chair	16/11/2022	Independent
Suzy Jones	Non-Executive Director	15/12/2011	Independent
Pamela Klein	Non-Executive Director	01/10/2019	Independent
Michael Stork	Non-Executive Director	19/02/2007	Non-Independent
James Campbell	Managing Director & CEO	12/11/2014	Non-Independent

The Board considers Dr Gittleson, Ms Jones and Dr. Klein to be independent having regard to the indicia in Box 2.3 in the ASX Recommendations. The Board has considered the holdings of shares in the Company by these Non-Executive directors and length of tenure and is of the opinion that their respective interests in shares and length of time on the Board would not materially interfere with, or could be reasonably perceived to interfere with, the independent exercise of their judgement in their position as a Director. The Board also considers that they are otherwise free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of their judgement, and that each of these Directors is able

to fulfil the role of independent Director for the purposes of the ASX Recommendations.

Messrs Campbell and Stork are considered by the Board not to be independent as Dr. Campbell is employed in an executive capacity by the Company and Mr Stork was a substantial shareholder in the last three years.

Recommendation 2.4: Majority Independence

As at the date of this Statement, the Company is in compliance with Recommendation 2.4, since the majority of the Board, three of our five Directors' are deemed independent. The current Board composition reflects an appropriate balance of skills, expertise and experience to fulfil its obligations to act in the best interests of the Company and all stakeholders. The Board also considers that there are appropriate safeguards in place including policies and protocols to ensure independent thought and decision making.

The Chair of the Board, Dr. Charmaine Gittleson along with the other independent directors Ms Susy Jones and Dr. Pamela Klein, provide an active role in challenging management.

It is noted that the composition of the Board is regularly assessed and subject to changes in the Group's size and growth will be adjusted as deemed appropriate. The Board will consider the Recommendations in assessing any future changes in board composition.

Further information regarding our Directors', including their experience and qualifications, is set out in the Directors' Report of our 2023 Annual Report.

Recommendation 2.5: Board Chair

The Chair, Dr. Charmaine Gittleson was appointed to the position on 16 November 2022 and is considered an independent Director. The Chair provides leadership to the Board in relation to all Board matters and is responsible for ensuring that the Board meets its responsibilities under the Board Charter. Her role is set out in more detail in the Board Charter.

The roles of Chair and Managing Director are exercised by different individuals, being Dr. Charmaine Gittleson and James Campbell, respectively.

Recommendation 2.6: Induction, Education and Training

In accordance with the Company's Nomination and Remuneration Committee Charter, the Nomination and Remuneration Committee is responsible for establishing and reviewing induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities.

New Directors are provided with copies of all relevant documents and policies governing the Company's business and management, at the time of joining the Board. Directors are also encouraged to personally undertake appropriate training and refresher courses as appropriate to maintain the skills required to discharge their obligations to the Company.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1: Statement of Values

The Company's values are the guiding principles and norms that define what type of organisation it aspires to be and what it requires from its directors.

The core values of the Company are:

- Integrity;
- Innovation;
- Collaboration;
- Rigour; and
- Meaningful outcomes.

The Statement of Values can be found on the Company's website at <https://patrys.com/investors/#corporate-governance>. Any material breach of the Company's policies, including a breach of the Code of Conduct, is raised, and reviewed at each Board meeting.

The Company's Executive Team are responsible for instilling these values across the organisation.

Recommendation 3.2: Code of Conduct

The Board recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a Code of Conduct designed to:

- provide a framework for decisions and actions in relation to ethical conduct in employment;
- support the Company's business reputation and corporate image; and
- make Directors', senior executives and employees aware of the consequences if they breach the Code of Conduct.

The Code of Conduct can be found on the Company's website at <https://patrys.com/investors/#corporate-governance>.

The key aspects of this code are to:

- act fairly with honesty and integrity in the best interests of the Company and in the reasonable expectations of shareholders;
- act in accordance with all applicable laws, regulations, and the Company policies and procedures; and
- act in an appropriate business-like manner when representing the Company in public forums.

The Code of Conduct sets out the Company's policies on various matters including ethical conduct, business conduct, compliance, privacy and security of information.

Recommendation 3.3: Whistleblower Policy

The Whistleblower Policy demonstrates that the Company is committed to the highest standards of conduct and ethical behaviour in all its business activities. The Company supports a culture of honest and ethical behaviour in ensuring good corporate compliance and governance. The policy sets out, amongst other things, instances of suspected misconduct which can be reported to the internal and external parties and summarises the protections offered to whistleblowers.

Any material breach of the Company's policies, including any breach of the Whistleblower Policy, is raised, and reviewed at each Board Meeting.

The Whistleblower Policy is available on the Company's website at <https://patrys.com/investors/#corporate-governance>.

Recommendation 3.4: Anti-bribery and Corruption Policy

The Anti-Bribery and Corruption Policy demonstrates that the Company is committed to maintaining high standards of integrity and accountability in conducting its business. The policy provides a framework of guidelines and principles to encourage ethical behaviour in the conduct of business.

Any material breach of the Company's policies, including any breach of the Anti-Bribery and Corruption Policy, is raised at the Audit and Risk Committee level, with the latter reporting on them at the next Board meeting or earlier if required.

The Anti-Bribery and Corruption Policy is available on the Company's website at <https://patrys.com/investors/#corporate-governance>.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1: Audit Committee

The Company's Audit and Risk Committee Charter provides for creation of a Audit Committee, with at least three members, a majority of whom are independent Directors, and which shall be chaired by an independent Director who is not the Board Chair. The Charter is available on the Company's website at <https://patrys.com/investors/#corporate-governance>.

The Board has an established Audit & Risk Committee to assist the Board in ensuring it is equipped to discharge its responsibilities. At the date of this report the Committee comprises of three members, the majority of whom are independent Directors, noting that the Chair is non-independent. The Chair of the Committee is not the Chair of the Board.

During the 2023 financial year the Committee was comprised of:

- Michael Stork – Non-Independent Chair
- Dr Charmaine Gittleson – Independent Member (appointed as a member of the Committee on 23 February 2023)
- Susan Jones – Independent Member
- John Read – Independent Member (ceased as a member of the Committee on 31 August 2022)

The Company recognises that it is desirable for the Chair of the Committee to be independent, however the Company's current size dictates that this is the most efficient mode of operation at the current time. The Board will review the appointment of further independent Directors, subject to the Company's size and growth.

In accordance with the Audit and Risk Committee Charter the primary objective of the Committee is to assist the Board to carry out the following:

- review and monitor the integrity of the Company's financial reports and statements;
- monitor the performance and independence of the external auditor;
- the appointment and, if necessary, the removal of the Company's external auditor;

- ensure there is effective internal audit systems and processes;
- ensure there is effective Company systems and processes for ensuring compliance with all applicable laws, regulations and Company policies; and
- reviewing the consolidated accounts of the company.

The risk management and internal control functions are set out under Recommendation 7.1.

Details of meetings held by the Committee during the year and member attendances are set out in the 2023 Directors' Report.

Recommendation 4.2: Assurances

The CEO and Chief Financial Officer (CFO) / Company Secretary provide an annual declaration to the Board prior to the Board's approval of the Company's full year financial results. This process was followed for the 2023 full year financial results, where the CEO and CFO provided a declaration to the Board that, in their opinion, the 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 the financial position and performance of the Group, and their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. On this basis, the 2023 full year financial results were approved by the Board.

Recommendation 4.3: Verification of integrity of periodic corporate reports

Our external auditor, BDO Audit Pty Ltd (**BDO**) attends our AGM and a representative is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

BDO's independence declaration is contained in the Directors' Report in our 2023 Annual Report.

The effectiveness, performance and independence of the external auditor is reviewed annually by the Board.

Any periodic corporate report the Company releases to the market that is not audited or reviewed by an external auditor is reviewed and approved by the Board so that it is satisfied the report in question is materially correct, balanced and provides investors with appropriate information to make an informed investment decision. Following review by the Board of Directors the report is formally approved prior to release.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1: Continuous Disclosure Policy

The Company is committed to providing information to shareholders and to the market in a manner that is consistent with the meaning and intention of the ASX Listing Rules and the Corporations Act.

To comply with these obligations, the Board has adopted a Continuous Disclosure Policy (**Policy**), which is available on our website at <https://patrys.com/investors/#corporate-governance>. This policy sets out the key obligations of directors and employees in relation to the Company's continuous disclosure requirements.

The Board has overarching responsibility for compliance with continuous disclosure obligations and Board approval is required for certain key matters (as set out in the Continuous Disclosure Policy) and matters may be referred to the Board for approval by the Chair of the Board, the Chair of the Audit and Risk Committee or the Company Secretary. Continuous disclosure is also a standing item on the Board Agenda and considered at each meeting.

The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive and informed market and in compliance with our Securities Trading Policy (as applicable). In accordance with continuous disclosure obligations under the ASX Listing Rules, the Company has procedures in place to ensure that all price sensitive information is identified, reviewed by management and disclosed to the ASX in a timely manner. The Company website includes a link to all information disclosed to the ASX.

Recommendation 5.2: Provide Board with copies of all material market announcements

The Company ensures that its Board receives copies of all material market announcements prior to release to the market followed by immediate notification including announcement following each release to the market.

Recommendation 5.3: Investor Presentations

In accordance with the recommendation, the Company ensures that all new and substantive presentations are released to the market ahead of the presentation to enable security holders the opportunity to participate in the presentation. The Company discloses these processes in the Company's Continuous Disclosure Policy available on the Company' website.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1: Information and Governance

Information about the Company and its corporate governance policies is available on our website at <https://patrys.com/investors/#corporate-governance>.

The Company also maintains a separate investor page on our website to provide shareholders with links to annual and interim reports, ASX announcements, presentations and other key information.

Recommendation 6.2: Investor Relations

We endeavour to communicate with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions.

Though its Shareholder Communications Policy, the Company aims to provide information that will allow existing shareholders, potential shareholders, and financial analysts to make informed decisions about the Group's intrinsic value and is available on meet its obligations under the ASX's continuous disclosure regime.

Our investor relations program includes:

- issuing regular written shareholder communications such as quarterly financial reporting and an Annual Report to address the Company's strategy and performance;
- sending and receiving shareholder communications electronically;
- maintaining the Board and corporate governance and investor sections on our website including posting all announcements after they have been disclosed to the market;
- promoting two-way interaction with shareholders, by supporting shareholder participation at general meetings including encouraging shareholders to send their questions to the Company prior to the annual general meeting and responding to their questions and feedback; and
- ensuring that continuous disclosure obligations are understood and complied with throughout the Group.

Shareholder queries should be referred to the Company Secretary in the first instance.

Our Shareholder Communications Policy is available on our website at <https://patrys.com/investors/#corporate-governance>.

Recommendation 6.3: Shareholder Meeting Participation

Shareholders are forwarded the Company's Annual Report, if requested (it is otherwise made available on the Company's website), and documents relating to each general meeting, being the notice of meeting, any explanatory memorandum and a proxy form and shareholders are invited to attend these meetings.

The Board regards each general meeting as an important opportunity to communicate with shareholders and it provides a key forum for shareholders to ask questions about the Company, its strategy and performance. At shareholder meetings, the Company will provide an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, management and if applicable our external auditor.

Recommendation 6.4: All substantive resolutions at a security holder meeting are decided by poll

In order to ascertain the true will of the Company's security holders attending and voting at its security holder meetings, whether they attend in person, electronically or by proxy or other representative, in most situations where this can be achieved the company will conduct the voting procedure by a poll.

Recommendation 6.5: Electronic Communication with Shareholders

Shareholders are encouraged to take advantage of the benefits of electronic communications by electing 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.

Shareholders queries should be referred to the Company Secretary, at first instance.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Recommendation 7.1: Risk Committee

The Company's Audit and Risk Committee Charter provides for creation of a Risk Committee, with at least three members, a majority of whom are independent Directors, and which shall be chaired by an independent Director who is not the Board Chair. The Charter is available on the Company's website at <https://patrys.com/investors/#corporate-governance>.

The Audit and Risk Committee also has delegated responsibilities in relation to risk management as set out in the Charter. Its role includes assisting the Board to:

- (a) review and make recommendations regarding the adequacy and integrity of the Company's risk management framework and system of internal controls;
- (b) review and monitor the risk profile of the Company; and
- (c) review compliance with relevant laws and regulations.

The Board has an established Audit and Risk Committee to assist the Board in ensuring it is equipped to discharge its responsibilities. At the date of this report the Committee comprises of three members, the majority of whom are independent Directors, noting that the Chair is non-independent. The Chair of the Committee is not the Chair

of the Board.

During the 2023 financial year the Committee was comprised of:

- Michael Stork – Non-Independent Chair
- Charmaine Gittleson – Independent Member (appointed as a member of the Committee on 23 February 2023)
- Susan Jones – Independent Member
- John Read – Independent Member (ceased as a member of the Committee on 31 August 2022)

The Company recognises that it is desirable for the Chair of the Committee to be independent, however the Company's current size dictates that this is the most efficient mode of operation at the current time. The Board will review the appointment of further independent Directors, subject to the Company's size and growth.

Details of meetings held by the Committee during the year and member attendances are set out in the 2023 Directors' Report.

Recommendation 7.2: Review of Risk Management Framework

The Group's risk management framework is supported by the Board of Directors, management team and the Audit and Risk Committee. The Board is responsible for approving and reviewing the Company's risk management strategy and policy. The Management team is responsible for monitoring and ensuring that appropriate processes and controls are in place to manage risk effectively and efficiently.

Management, through the Managing Director and Chief Executive Officer, is responsible for designing, implementing and reporting on the adequacy of the Company's risk management and internal control system. Management reports to the Audit and Risk Committee on the Company's key risks and the extent to which it believes these risks are being monitored at each Committee meetings. The Audit and Risk Committee review and monitor management's risk management and internal compliance and control systems.

A review of the Company's risk management framework is undertaken by the Board and management on a regular, ongoing basis. The Board has reviewed its risk management framework during the period under review.

Recommendation 7.3: Internal Audit

The internal audit function provides independent and objective assurance on the adequacy and effectiveness of the Group's systems for risk management, internal control, and governance, along with recommendations to improve the efficiency and effectiveness of these systems and processes.

The Audit and Risk Committee Charter provides for the Committee to monitor the need for an internal audit function.

The Company did not have an internal audit function for the past financial year. Due to the size of the Company, the Board does not consider it necessary to have an internal audit function.

The Company employs the following process for evaluating and continually improving the effectiveness of its risk management and internal control processes:

- the Audit and Risk Committee monitors the need for an internal audit function having regard to the size, location and complexity of the Company's operations; and
- senior management periodically facilitate an internal review of financial systems and processes and present to require improvement these systems are developed the Board the objectives and scope, proposed outcomes and any recommendations arising from the review.

Recommendation 7.4: Economic, Environmental and Social Sustainability Risk

The Company is not subject to any particular or significant single economic, environmental and social risk. The Company is subject to a range of general economic risks, including macro-economic risks, government policy, general business conditions, changes in technology and many other factors.

The Company has no identified material exposure to economic, environmental and social sustainability risks at this present time.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1: Remuneration Committee

The Company's Nomination and Remuneration Committee Charter provides for the creation of a Remuneration Committee, with at least three members, a majority of whom are independent Directors and which shall be chaired by an independent Director. The Committee's Charter is available on our website at <https://patrys.com/investors/#corporate-governance>.

The Board has an established Nomination and Remuneration Committee to assist the Board in ensuring it is equipped to discharge its responsibilities. The Committee has guidelines for the nomination and selection of directors and for the operation of the Board.

During the 2023 financial year the Committee was comprised of three members, the majority of whom are independent Directors as follows:

- John Read – Independent Chair (ceased as Chair of the Committee on 31 August 2022)
- Dr. Charmaine Gittleson – Independent Chair (appointed as Chair of the Committee on 23 February 2023)
- Susan Jones – Independent Member (ceased as a member of the Committee on 23 February 2023)
- Michael Stork – Non-independent Member
- Dr Pamela Klein – Independent Member (appointed as a member of the Committee on 23 February 2023)

In accordance with the Company's Nomination and Remuneration Committee Charter, the Committee has delegated responsibilities in relation to remuneration matters which includes assisting the Board by recommending:

- executive remuneration and incentive policies;
- the remuneration packages of senior management;
- incentive schemes;
- superannuation arrangements; and
- the remuneration framework for directors.

Details of meetings held by the Committee during the year and member attendances are set out in the 2023 Directors' Report.

Recommendation 8.2: Remuneration Policies and Practices

The Nomination and Remuneration Committee is currently responsible for determining and reviewing remuneration policies for the Directors and senior executives. If necessary, it obtains independent advice on the appropriateness of remuneration packages given trends in comparable companies and in accordance with the objectives of the Company.

Details of the Company's remuneration practices for its Directors and senior executives are disclosed in the Remuneration Report in the Company's Annual Report. The Remuneration Report highlights the balance between fixed pay, short term incentive and long-term incentives, and includes details of the remuneration paid and the relationship to the Company's performance.

Separate disclosure regarding the remuneration of the Company's directors (executive and non-executive) is disclosed in the Company's 2023 Annual Report, as lodged with the ASX and issued to shareholders.

Recommendation 8.3: Equity Based Remuneration Scheme

The Company has a Securities Trading Policy which includes a policy prohibiting participants of an equity-based remuneration scheme from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

For further information, a copy of the Company's Securities Trading Policy is available on the Company's website at <https://patrys.com/investors/#corporate-governance>.