



**2022**  
**Corporate Governance**  
**Statement**

For the Year Ended 30 June 2022



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Atomo Diagnostics Limited (**Atomo** or the **Company**) was admitted to the Official List of the Australian Securities Exchange (**ASX**) on 14 April 2020.

During the financial year ended 30 June 2022, Atomo continued to enhance its governance framework to bring it into alignment with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition) (**ASX Recommendations**).

This Corporate Governance Statement discloses the extent to which Atomo followed the ASX Recommendations during the reporting period ended 30 June 2022 (**Reporting Period**) and where an ASX Recommendation was not followed for any part of the Reporting Period, states the reasons for not following the Recommendation and any alternative governance practices Atomo adopted in lieu of the Recommendation.

This Corporate Governance Statement has been approved by the Atomo Board and is available, together with all Charters and Policies referenced in this Statement, on Atomo's website under 'Why Atomo; Governance' at: <https://www.atomodiagnosics.com/why-atomo/governance/>.



# 1. Lay Solid Foundations for Management and Oversight

## 1.1. Role and Responsibilities of Board and Management

Atomo has a Board Charter setting out the matters expressly reserved to the Board and those delegated to management.

The Board's primary responsibility is to ensure that the Company has an appropriate governance structure to ensure the creation and protection of shareholder value.

Without intending to limit the general role of the Board, the specific principal functions and responsibilities of the Board include:

- a) appointing the Chair;
- b) delegating appropriate powers to executive Directors and senior Management to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;
- c) appointing, monitoring, replacing and where appropriate removing, senior executives and the Secretary;
- d) establishing and monitoring executive succession planning;
- e) demonstrating leadership, defining the Company's purpose and setting the Company's strategic direction, objectives and goals; exercising the prudential control of the Company's finances and operations, including monitoring its financial performance and approving its operating budgets and major capital expenditure;
- f) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- g) overseeing senior Management in its implementation of the Company's business model, achievement of the Company's strategic objectives, instilling of the Company's values and performance generally;
- h) approving the Company's statement of values and code of conduct to underpin the desired culture within the Company;
- i) ensuring all employees receive appropriate training on the Company's values and senior executives continually referencing and reinforcing those values in their interactions with staff;
- j) ensuring timely, accurate and effective communication with, and reporting to, shareholders, the market and relevant regulatory bodies;
- k) ensuring timely and balanced disclosure of all material information relating to the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- l) satisfying itself that the Company has in place an appropriate risk management framework for both financial and non-financial risks;
- m) setting the risk appetite to which the Board expects Management to operate; and
- n) approving the Company's remuneration policies and satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- o) evaluating and adopting, with or where appropriate without modification, the ASX Corporate Governance Principles;
- p) supervising compliance with the Company's corporate governance policies including monitoring the effectiveness of the Company's governance practices;
- q) ensuring that senior Management is effectively reporting to the Board in relation to its duties and activities by having an appropriate framework in place for relevant information to be reported by Management to the Board; and
- r) placing accountability on Management in relation to the discharge of its duties and challenging them or holding them to account whenever required.

A key component of the Board's governance structure is the delegation of certain responsibilities to its two Board Committees, being the Audit and Risk Committee (**ARC**) and People, Culture and Remuneration Committee (**PCRC**). Each Committee has its own Charter. All Committees, meet at least two times per year and more frequently if required. All Directors have a standing invitation to attend any of the Committee meetings.

The Managing Director is appointed by the Board and is responsible for the ongoing management of the Company in accordance

with the strategy, policies and programs approved by the Board.

The Managing Director's responsibilities include:

- a) working with the Board to develop a consensus for the Company's vision and direction;
- b) working with the Company's Management team to construct programs capable of implementing this vision;
- c) negotiating the terms and conditions of senior executive appointments and presenting them for Board approval;
- d) appointing the senior management team;
- e) endorsing the terms and conditions of appointment of all other staff members;
- f) providing strong leadership to, and effective management of, the Company in order to:
  - i. encourage co-operation and teamwork;
  - ii. build and maintain staff morale; and
  - iii. build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company;
- g) ensuring a safe workplace for all personnel;
- h) ensuring a culture of compliance generally, specifically in relation to environmental matters;
- i) carrying out the day-to-day management of the Company;
- j) forming other committees and working parties from time to time as necessary to assist in the orderly conduct and operation of the Company;
- k) keeping the Board adequately informed in relation to the activities of the Company; and
- l) ensuring that all personnel act with the highest degree of ethics and probity.

## 1.2. Election & Appointment of Directors

Atomo's Board Charter provides that the Board will undertake appropriate checks to determine whether or not to recommend a Director to shareholders for election or re-election or to appoint a Director to fill a casual vacancy. The Charter also confirms the Board's commitment to providing shareholders with all material information in Atomo's possession relevant to a decision on whether or not to elect or re-elect a Director.

As part of Atomo's application for admission to the Official List of ASX in 2020, the Directors of Atomo at that time, provided a national criminal history check obtained from the Australian Federal Police and a search of the Australian National Personal Insolvency Index. In addition, each Director who had in the past 10 years been a resident of a country other than Australia, provided an equivalent national criminal history check and an equivalent national bankruptcy check for each country in which the Director resided.

Atomo arranged for background and criminal record checks to be undertaken prior to the Board's appointment of additional directors and disclosed to security holders all material information in its possession relating to each of the Directors by way of disclosure in its Prospectus and in each notice of general meeting relevant to a decision on whether or not to elect or re-elect a director.

## 1.3. Written Agreement with Directors & Senior Executives

Upon appointment, new Directors receive a detailed service agreement which sets out the terms of their appointment, including the required time commitment, remuneration arrangements including superannuation, the requirement to disclose material interests and the requirement to comply with key company policies including Atomo's Code of Conduct.

Senior Executives also receive contracts of employment that set out their terms of employment, including rights and obligations in respect of the termination of their employment and the circumstances in which summary termination may occur.

Appropriate checks are undertaken prior to appointing Senior Executives including criminal record and bankruptcy checks and checks for employment history.

## 1.4. Company Secretary

Atomo's Board Charter provides that the Board has reserved to itself the appointment, and removal, of the Company Secretary and the determination of their remuneration and conditions of service, including any financial incentives.

The Board Charter also provides that the Company Secretary is responsible for developing and maintaining the information systems and processes required such that the Board can fulfil its role and is directly accountable to the Board, through the Chair, on all matters relating to the proper functioning of the Board.

## 1.5. Diversity

Atomo adopted a Diversity Policy prior to becoming a listed entity. The Policy sets out Atomo's commitment to diversity (including gender, age, ethnicity, disability, family responsibilities, religion and sexual orientation diversity) and creating an inclusive culture in which difference is recognised and valued.

In conjunction with the Diversity Policy, Atomo's Board Charter provides that the composition of the Board must demonstrate an appropriate mix of skills, experience, diversity and knowledge to discharge its responsibilities and objectives.

As at 25 August 2022, Atomo's Board comprises five Directors - four Non-Executive Directors and the Managing Director. One of Atomo's Non-Executive Directors is female.

The Board has delegated responsibility to the People, Culture and Remuneration Committee for:

- identifying and evaluating the necessary and desirable skills, experience and diversity of the Board and Board Committees;
- developing criteria for the selection of candidates for the Board in light of its desired mix of skills, experience and diversity;
- identifying any deficiencies in the composition of the Board in light of its collective desired mix of skills, experience and diversity;
- making recommendations to the Board on the appointment, re-election and removal of Directors in light of the Board's current skills, experience and diversity; and
- developing a succession plan for the Board with a view to maintaining an appropriate balance of skills, experience and diversity.

The Board is responsible for developing measurable objectives and strategies to meet the objectives of the Diversity Policy. It is also responsible for reviewing annually both the measurable objectives and Atomo's progress in achieving the measurable objectives.

Set out below are the diversity objectives adopted by the Board on 23 March 2021 and Atomo's progress towards achieving the objectives:

Objective	Progress
Target at least 30% female representation on the Board by 1 July 2022.	Objective met on 15 September 2021 with the appointment of Deborah Neff;

	however, since the resignation of Connie Carnabuci, has fallen to 20%.
Maintain at least 40% gender diversity within the workforce.	Objective continues to be met.
<p>Integrate diversity principles into Atomo's recruitment processes by:</p> <ul style="list-style-type: none"> <li>▪ incorporating a diversity statement on all job advertisements;</li> <li>▪ developing selection criteria for internal promotions and external appointments; and</li> <li>▪ providing training for all hiring managers on diversity awareness, recognising unconscious bias, inclusive job descriptions and non-discriminatory interview techniques.</li> </ul>	<p>Atomo has engaged an external human resources advisor to assist in integrating diversity principles into Atomo's recruitment processes.</p> <p>Atomo has incorporated a diversity statement into its pro forma job advertisement and has provided training to staff on diversity awareness, recognising unconscious bias and non-discriminatory interview techniques.</p> <p>Work on the development of selection criteria for internal promotions and external appointments is ongoing.</p>
Undertake a pay equity review to ensure no gender pay bias in remuneration practices and address any gender pay inequity by 1 July 2022.	A pay equity review was completed in FY22 with no material variances in pay equity identified.

Atomo's workforce diversity as at **25 August 2022** was as follows:

	Female Appointees	% of Women	Male Appointees	% of Men
Director <sup>1</sup>	1	20%	4	80%
Senior Executives <sup>2</sup>	2	50%	2	50%

All Atomo Employees	8	33%	16	67%
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### 1.6. Board Performance Evaluations

Atomo's Board Charter provides that the Company's Nomination and Remuneration Committee (NRC) will review and evaluate the performance of the Board, individual Directors and Executives on an annual basis. Given the Company does not have a standing NRC, in 2022 these evaluations were conducted via the Board.

During FY22, the review process involved:

- a tailored online questionnaire completed by Directors enabling quantitative and qualitative feedback;
- a desktop review of key governance documentation; and
- a presentation of the findings to the Board.

The review process aims to ensure that individual Directors continue to contribute effectively to the Board's performance and that the Board as a whole, and its Committees, continue to function effectively.

### 1.7. Senior Executive Performance Evaluations

The Charter of Atomo's PCRC provides that the Committee will make recommendations to the Board on the criteria for the evaluation of the performance of the Managing Director and any other executive director.

The performance of Atomo's senior executive team was evaluated during the Reporting Period by way of one-on-one meetings between:

- in the case of the Managing Director, the Chair and the Managing Director, and between two of the Non-Executive Directors, Deborah Neff and Paul Kasian, and the Managing Director's direct reports; and
- in respect of the COO and CFO, between the Managing Director and each individual and between the Managing Director and the COO and CFO's direct reports.

The Board reviewed the Managing Director's evaluation of his own reports and the Chair's evaluation in the case of the Managing Director and determined the performance appraisal outcomes for each of the Senior Executives.

## 2. Structure the board to be effective and add value

### 2.1. Nomination and Remuneration Committee (NRC)

The Board had established a NRC comprising three non-executive directors. During FY22, the Board revised the scope of the responsibilities of the NRC to include people and culture responsibilities and to reflect this change of scope, changed the name of the Committee to 'People, Culture and Remuneration Committee' (PCRC).

In conjunction with this change, the Board resumed nomination responsibilities and adopted a protocol to be followed in respect of the appointment of new directors. Under its Charter, the PCRC continues to have responsibility for monitoring and making recommendations to the Board in relation to:

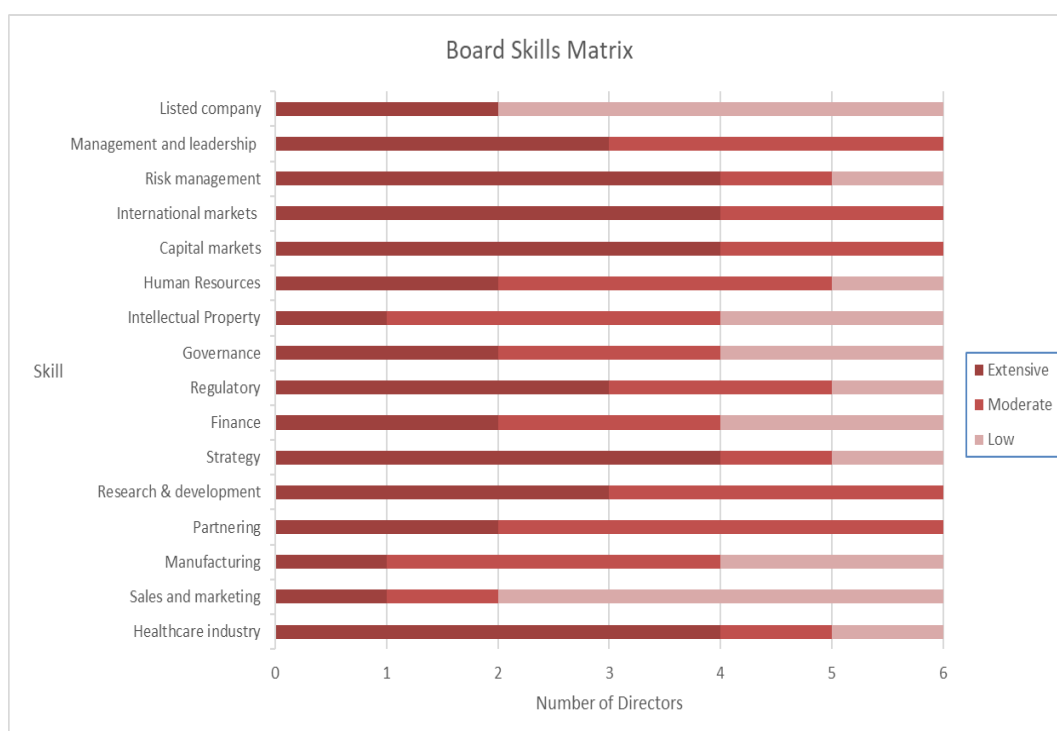
- a) the necessary and desirable collective skills, experience and diversity of the Board and Board Committees;
- b) the independence of each Director, including any potential effect on independence arising out of the directorships held by, or offered to, a Director in other public companies;
- c) succession plans for the Chair, the Managing Director and direct reports to the Managing Director;

- d) the Company's induction program for new Directors and ongoing professional development program for Directors; and
- e) the re-election of Directors.

### 2.2. Board Skills Matrix

During FY22, the Board developed a Board Skills Matrix to capture the current mix of skills, competencies and diversity on the Board and to enable the Board to assess whether there are any areas that need to be strengthened in the future having regard to the Company's strategic direction. The Board Skills Matrix will inform decisions on future appointments and the development of existing Directors' skills. The Board has identified the skills, knowledge, experience and capabilities currently on the Board using a self-assessment questionnaire. Directors were asked to rate their level of proficiency in each skill area.

The Board considers that the current mix of skills and experience on the Board to be appropriate to the needs of the Company. The collective skills and experience currently on the Board is set out below. The Board reviews the Board Skills Matrix annually to ensure that it continues to capture all of the skills, knowledge, experience needed to oversee the Company.



### 2.3. Director Independence

In assessing the independence of each Director, the Board adopts the factors relevant to assessing Director independence contained in Box 2.3 of the ASX Recommendations. Consistent with the emphasis on 'substance over form' advocated by the ASX Recommendations, Atomo takes a qualitative approach to materiality rather than setting strict quantitative thresholds and considers each Director's individual circumstances on its merits.

The independence of each Director is formally reviewed annually and at any time when a change occurs, that may affect a Director's independence. Non-executive Directors also formally advise the Company Secretary of any relevant information and update the Company Secretary if their circumstances change at any time.

In considering the independence of the current Non-executive Directors, the Board considered each Director's tenure and concluded that none have held office for such a period as to compromise their independence. In reaching this conclusion the Board noted that each Director retained independence of character and judgement, and had not formed associations with management (or others, including substantial holders) that might compromise their ability to exercise independent judgement.

The Board considers John Keith, Dr Paul Kasian & Deborah Neff to be Independent Non-Executive Directors. John Kelly is the Managing Director & CEO and is therefore not considered to be independent. Dr Curt LaBelle is not considered independent as he is President of GHIF, a substantial shareholder of Atomo.

The independence and tenure of each member of the current Board is as follows:

Director	Term
John Keith Independent Non-executive Chairman	10 Years 9 Months
John Kelly Managing Director & Chief Executive Officer	11 Years 11 Months
Dr Paul Kasian Independent Non-executive Director	2 Years 7 Months

Dr Curt LaBelle Non-executive Director	5 Years 10 Months
Deborah Neff Independent Non-executive Director	11 Months

### 2.4. Majority of Independent Directors

The composition of the Board is guided by Atomo's Board Charter which requires that the Board shall be comprised of a majority of independent Non-executive Directors.

At 30 June 2022, the Board comprised five Directors, four of whom were independent Non-executive Directors.

### 2.5. Independent Chairman

John Keith remained Atomo's Chairman during the 2022 financial year. Mr Keith was assessed as independent as part of reviews held during the reporting period.

### 2.6. Director Induction and Education

All new Directors participate in a comprehensive induction program designed to familiarise them with Atomo's business, strategy, operations and Senior Executives. The induction includes a digital Induction Pack containing all relevant corporate governance documents and previous Annual Reports as well as meetings with the Chairman, the CEO, the Board Committee Chairs and each Senior Executive. The new Director also has access to previous Board and Committee minutes.

Ongoing Director education is provided through regular updates on changes in the regulatory environment affecting Atomo and Australian Listed entities. In the 2022 Financial Year, Directors received training and briefings on matters including Whistle-blower obligations and Environmental, Social and Governance Reporting Frameworks.

Directors are encouraged to continue their education by attending relevant conferences and seminars and undertaking external education and professional development training.



### 3. Instil a culture of acting lawfully, ethically and responsibly

#### 3.1. Values

Atomo is committed to making positive economic, social and environmental contributions to each of the communities in which it operates, while complying with all applicable laws and regulations and acting in a manner that is consistent with its values.

Atomo's values, as set out in its Code of Conduct, are:

- a) Impact: Commercialising products that matter to our users;
- b) Innovation: Fostering creative thinking and solutions;
- c) Integrity: Ensuring honesty and fairness in all that we do.
- d) Collaboration: Working as one global team; and
- e) Excellence: Being recognised as experts in the field.

Atomo's Code of Conduct requires that the Board be informed immediately of any material non-compliance with the Code.

Management regularly provides assurance reports to the Board in respect of compliance with Atomo's policies and legal obligations.

#### 3.2. Code of Conduct

Atomo has adopted a Code of Conduct whose purpose is to provide a framework for decisions and actions by Atomo people. The Code underpins Atomo's commitment to providing professional services and its duty of care to all employees, stakeholders and clients receiving those services.

Staff members are expected to act consistently with the principles set out in the Code of Conduct at all times. Similarly, the Code informs consultants, contractors and partners working with, or for Atomo, of Atomo's values and expectations and their obligation to act in accordance with them.

The Board has adopted this Code to provide a set of guiding principles which are to be observed by all Staff members. This Code has been prepared in accordance with the ASX Recommendations.

#### 3.3. Whistleblowing Policy

Atomo recognises whistleblowers play an important role in the identification of

wrongdoing and for this reason, they are key players in a company's governance framework, particularly in the area of risk management.

The purpose of Atomo's whistleblowing Policy is to:

- support the Group's values and Code of Conduct;
- ensure that individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported by the Group;
- ensure that whistleblower disclosures are dealt with appropriately and on a timely basis;
- provide transparency regarding the Group's processes for receiving, handling and investigating whistleblower disclosures;
- encourage employees and business partners of the Group to have the confidence to speak up and report wrongdoing; and
- help deter wrongdoing.

A copy of Atomo's Whistleblower Policy is available on its website and accessible [here](#).

#### 3.4. Anti-bribery and Corruption Policy

Atomo is committed to conducting its business with honesty and integrity at all times and takes a zero-tolerance approach to bribery and corruption.

The purpose of Atomo's Anti Bribery & Corruption (ABC) Policy is to:

- a) provide clear policies and procedures for employees and other workers in relation to bribery and corruption issues that may arise in the course of their employment;
- b) provide guidelines for the offering or acceptance of gifts or hospitality;
- c) assist in the protection of the Company's reputation, business and interests;
- d) provide a reporting mechanism for allegations of bribery and corruption; and
- e) assist in compliance with legal obligations.

A copy of Atomo's ABC Policy is available on its website and accessible [here](#).

## 4. Safeguard integrity in corporate reporting

### 4.1. Audit & Risk Committee

The Board has established an Audit and Risk Committee (**ARC**). There are three members of the ARC, all of whom are Independent Non-Executive Directors.

Members, Audit & Risk Committee:
<p><b>Dr Paul Kasian</b> Chairman, Audit &amp; Risk Committee</p>
<p><b>John Keith</b> Member, Audit &amp; Risk Committee</p>
<p><b>Deborah Neff<sup>1</sup></b> Member, Audit &amp; Risk Committee</p>

Atomo has disclosed in its 2022 Annual Report, the relevant qualifications and experience of the members of the ARC, the number of times the ARC met throughout the Reporting Period and the individual attendances of the members of the ARC at those meetings.

The primary role of the ARC is to monitor and review the effectiveness of the control environment of the Company in the areas of operational and balance sheet risk, legal and regulatory compliance and financial reporting.

The overriding objective of the audit function of the Committee is to provide an independent and objective review of financial and other information prepared by the Company, in particular information that is to be provided to members and/or filed with regulators.

The Committee's responsibilities with respect to its auditing function include:

- a) overseeing the Company's discharge of its responsibilities with respect to:
  - i) the adequacy of the Company's corporate reporting processes and internal control framework;
  - ii) the extent to which the Company's financial statements, financial reports and annual reports reflect the understanding of the Committee members of the Company's financial state of affairs, and provide a true and fair view of the Company's financial position and financial performance;

- iii) the appropriateness of the accounting judgments exercised by management in preparing the Company's financial statements;
- b) overseeing the Company's relationship with the external audit firm, including their appointment or removal and the fees payable to the audit firm for audit and non-audit work;
- c) determining the independence of the external audit firm; and
- d) in respect of the external audit firm, determining the policy for partner rotation.

The Committee will meet and receive regular reports from its external audit firm concerning matters that arise in connection with the Company's audit.

The Committee is also responsible for overseeing the engagement of the external audit firm, including:

- a) review of the external audit firm's performance;
- b) the nomination of any new or replacement external audit firm; and
- c) the scope of the external audit firm's work plan. The Committee should also consider any proposal for the external audit firm to provide non-audit services and whether the provision of such services will compromise the independence of the external audit firm.

### 4.2. CEO and CFO Assurance

The Board has adopted policies designed to ensure that Atomo's financial reports:

- are true and fair;
- meet high standards of disclosure and audit integrity; and
- when read with Atomo's other reports to shareholders, provide all material information necessary to understand Atomo's financial performance and position.

In accordance with section 295A of the Corporations Act for each half and full year financial period the CEO and Managing Director and the CFO provide the Board with a

<sup>1</sup> Ms Neff replaced Mr LaBelle on the ARC effective 15 September 2021.

written declaration that, in their respective opinions:

- a) the financial records of Atomo have been properly maintained in accordance with section 286 of the Corporations Act; and
- b) the financial statements and notes comply with the accounting standards and present a true and fair view of Atomo's financial condition and performance.

To underpin the integrity of Atomo's financial reporting and Risk Management Framework, it is also Atomo's practice for the CEO and the CFO to state to the Board in writing that, in their respective opinions the statements made regarding the integrity of the financial statements are founded on a sound system of risk management and internal controls which are operating effectively.

#### 4.3. Integrity of unaudited disclosures

For periodic corporate reports released to the market which are not required to be audited or reviewed by the Company's external auditor, Atomo has a robust verification, review and approval process to ensure the integrity of the information disclosed to the market.

The process involves the reports being prepared and reviewed by relevant subject matter experts, an internal verification and sign off process, material statements reviewed for accuracy, and an appropriate approval process involving senior executives, the CEO, and for disclosure of certain matters which are within the Atomo Board's reserved powers or matters that are otherwise of significance to Atomo, the approval of the Atomo Board.



## 5. Make timely and balanced disclosures

### 5.1. Continuous Disclosure Policy

Atomo has a Continuous Disclosure Policy which sets out the procedures that apply to the central collection, control, assessment and if required, release to the ASX, of information which may affect the price or value of Atomo securities or influence decisions taken by investors to buy or sell Atomo securities.

As a standing agenda item at each Board meeting, Atomo's Directors consider whether or not there is any information (including any matters reported to or discussed at the Board meeting) that may potentially need to be disclosed to the market pursuant to Atomo's continuous disclosure obligations.

### 5.2. Announcements sent to Directors

All Atomo Directors receive automatic email notification when Atomo releases market announcements.

### 5.3. Investor Presentations

All investor and analyst presentations given by Atomo are lodged with the ASX ahead of the presentation.

Market briefings, investor presentations and other significant information are made publicly available on Atomo website as soon as it is disclosed to the market



## 6. Respect the rights of security holders

### 6.1. Corporate Information

Atomo is committed to communicating effectively with investors and providing balanced and understandable information about itself and its corporate proposals to the market.

Atomo's website includes copies of announcements lodged with the ASX, advance notification of scheduled analyst, media releases, briefings and annual reports.

The Board is committed to giving all shareholders timely and equal access to information to enable them to exercise their rights as investors effectively.

In addition, Atomo publishes a 'Meetings & Reporting Calendar' on its website which sets out the date for the AGM and key dates for financial lodgement.

### 6.2. Investor Relations Program

Atomo's investor relations program is designed to engage with its key stakeholders including retail shareholders, institutional investors (domestically and internationally), buy-side and sell-side research analysts and individual investors. The program includes scheduled engagements following the release of its quarterly reports, half and full year results, as well as other engagements including presenting at/or attending industry conferences, strategy and operational updates.

The Board understands the importance of these interactions as it allows Atomo to clearly articulate its strategy and receive feedback from investors and investment market participants on its strategy, financial performance and reporting, and governance.

Key information released and available via the 'Investor Centre' include:

- Quarterly Reports
- Financial Statements for the half and full year results;
- Annual Report;
- Chairman's and CEO's addresses to the AGM;
- Corporate Governance Statement;
- market briefings and other significant information; and
- ASX announcements.

Atomo has a Shareholder Communication Policy which sets out Atomo's shareholder communication processes.

Investors are able to contact Atomo or submit questions or comments to Atomo via the 'Contact us' page on Atomo's website, or via a specific email address Atomo has created for investor enquiries ([investorqueries@atomodiagnostics.com](mailto:investorqueries@atomodiagnostics.com)). Additionally, all Atomo ASX announcements provide contact details to facilitate communication with investors.

### 6.3. Shareholder Engagement at the AGM

The Board promotes shareholder engagement and encourages their participation at Atomo's AGM. Engagement is facilitated by:

- distributing a copy of the annual report and the notice of meeting to shareholders directly via their nominated means of communication;
- enabling the use of online proxy voting for shareholders who are unable to attend;
- encouraging shareholders to submit written questions in advance of the AGM. The Chairman seeks to address as many of the more frequently raised topics as possible in his AGM address; and
- seeking to answer all questions raised by shareholders during the meeting.

The formal addresses at the AGM are webcast for those shareholders who are unable to be present. A representative of the external auditor, BDO, attends the AGM for the purpose of answering shareholder questions about the audit report and audit process.

For the 2022 AGM, Atomo intends to conduct a hybrid meeting depending on any restrictions imposed on the physical attendance of shareholders at the meeting by COVID-19.

### 6.4. Use of a Poll at the AGM

All substantive resolutions being considered at the AGM are decided by a poll rather than a show of hands. The AGM voting result is lodged with the ASX as soon as practicable after the AGM and published on Atomo's website.

### 6.5. Electronic Communications

Atomo security holders have the option to receive communications from, and send communications to Atomo and its security registry, Link Market Services Limited, electronically. Atomo's share registry, Link Market Services Limited, also receives and sends electronic communications to shareholders.

## 7. Recognising and Managing Risk

### 7.1. Risk Committee

The ARC is responsible for overseeing and managing risk. The ARC is responsible for the review of the Company's risk management program. It must ensure that areas of key risk (both financial and non-financial) have been identified, and that the appropriate internal controls have been implemented and are operating efficiently in all material respects.

The Committee's responsibilities with respect to its risk identification and management function include:

- a) ensuring legal and regulatory compliance;
- b) ensuring protection of capital;
- c) implementing and reviewing appropriate risk management systems, the risk appetite statement and the risk management framework to manage both financial and non-financial risks;
- d) monitoring the performance of management against the risk management framework, including whether it is operating within the risk management appetite set by the Board;
- e) review any material incident involving fraud or a break-down of the Company's risk controls and the "lessons learned";
- f) receive reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks; and
- g) oversee the Company's insurance program, having regard to the Company's business and the insurable risks associated with its business.

Details of the number of meetings held by the ARC and attendance by committee members is set out in Atomo's 2022 Directors' Report.

### 7.2. Risk Management Framework

During the Reporting Period, the ARC and the Board reviewed Atomo's risk management framework to satisfy themselves that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

The ARC is responsible for reviewing the Board's risk appetite statement and the risk management framework at least annually.

Management is required to provide an assurance report to the Board at each scheduled Board meeting which includes

confirmation that Atomo's risk management framework is functioning effectively including dealing adequately with contemporary and emerging risks and that all Atomo personnel are operating in compliance with this framework.

### 7.3. Internal Audit Function

Atomo does not have an internal audit function.

The Audit and Risk Committee is responsible for monitoring the effectiveness of Atomo's risk management framework and system of internal control, including making regular requests, receipt and review of reports on material risks and the operation of the Company's internal controls to mitigate those risks.

The Board has delegated to the ARC responsibility for discussing with management and the external audit firm any major issues relating to Atomo's system of internal controls over financial information.

### 7.4. Material Exposure to Environmental & Social Risks

The Group's operations are not subject to any significant environmental regulation under Australian Commonwealth or State law.

The Company has identified the following sustainability issues most material to its business and are important to key stakeholders such as investors, consumers, customers, supplier, governments and employees.

- **Employee health and safety:** Ensuring our employees work in a safe environment, which meets or exceeds relevant regulatory expectations, addresses health and safety concerns as they arise and mitigates the risk of reoccurrence of incidents.
- **Product quality and safety:** Choosing materials from quality sources, complying with ISO 13485 Medical Devices Quality Management, and delivering safe products to customers. Atomo aims to adhere to or exceed strict regulatory standards in all jurisdictions that it serves, and investigates all concerns to ensure our products maintain the highest quality.
- **Ethical purchasing and human rights in the supply chain:** Responsibility to partners to ensure our product line is free from human rights concerns such as forced labour and trafficking, unsafe labour standards and unfair treatment. These issues can arise wherever human

resources are utilised across the supply chain.

- **Corruption and bribery:** Business must be conducted with transparency, and free from unethical persuasion. Ethical business practices relate to every aspect of Atomo's business, from identifying product sources, through the development of diagnostics, transactions with regulatory bodies and sale to customers.
- **Compliance:** Responsibility to drive compliance with legal and regulatory requirements applicable to our global business. Includes development of policies and controls, communication and training, oversight and continuous improvement and striving for best-practice. Consequently, compliance affects every aspect of what we do, to deliver quality products to consumers.

- **Resource use and waste management:** Includes energy usage during manufacture and logistics, water usage and waste as a by-product of manufacture. Stakeholders increasingly demand disclosure of resource usage and waste management for a more sustainable product investment.
- **Product pricing and accessibility:** Strategies and initiatives designed to provide more affordable diagnostic pricing and accessibility to products for patients through development, manufacture and marketing of high-quality generic and branded products, with a particular focus on accessible diagnostics for the global health and Lower and Middle Income markets.

The Board believes that the Group has adequate systems in place for the management of its exposure to environmental & social risks.

## 8. Remunerate fairly and responsibly

### 8.1. People, Culture and Remuneration Committee

The Board has established a People, Culture and Remuneration Committee (PCRC) which comprises three non-executive directors who are considered by the Board to be independent – Deborah Neff, Paul Kasian and John Keith (Chair of the Board). Ms Neff is the Chair of the Committee.

The Committee has a Charter which can be found on Atomo's website at: <https://atomodiagnostics.com/governance/> Atomo has disclosed in its 2022 Annual Report, the members of the Committee and the number of times the Committee met throughout the Reporting Period and the individual attendances of the members of the Committee at those meetings.

The Board has established People, Culture and Remuneration Committee (PCRC). There are three members of the PCRC, all of whom are Independent Non-Executive Directors.

#### Members, People, Culture and Remuneration Committee:

Deborah Neff<sup>2</sup>  
Chairman, People, Culture and Remuneration Committee

John Keith  
Member, People, Culture and Remuneration Committee

Dr Paul Kasian  
Member, People, Culture and Remuneration Committee

Atomo has disclosed in its 2022 Annual Report, the relevant qualifications and experience of the members of the PCRC, the number of times the PCRC met throughout the Reporting Period and the individual attendances of the members of the ARC at those meetings.

The overriding objective of the Committee is to provide an independent and objective perspective on the value and structure of remuneration for each of the Company's Non-Executive Directors, Executive Directors, the Company Secretary, and direct reports to the Managing Director (or equivalent), and other employees, so as to maximise the benefit derived from their skills and experience, promote and sustain a culture aligned with the Company's values and facilitate the long-term growth and success of the Company.

The PCRC will monitor and make recommendations to the Board in relation to:

#### Remuneration

- a) the Company's remuneration (including incentives and rewards), recruitment, retention and termination policies and practices for Executive Directors and direct reports to the Managing Director and the alignment of the policies and practices with the promotion and sustainment of a culture aligned with Atomo's values, the promotion of long-term sustainable success and the achievement of the Company's business objectives;
- b) the remuneration of the Company's non-executive directors and the quantum and allocation of the non-executive directors' fee pool;
- c) the administration and operation of the Company's incentive plans; any proposed new incentive plan or change to an existing incentive plan; the proposed issue of invitations under the Company's incentive plans; and the testing of vesting conditions and award of incentives; and
- d) minimum shareholding rules for the Company's directors and executives;
- e) specific superannuation or retirement arrangements for Executive Directors and direct reports to the Managing Director;
- f) independent, market-based remuneration benchmarks on an annual basis to ensure competitive levels of benefit;
- g) any gender or other inappropriate bias in remuneration for Executive Directors and direct reports to the Managing Director;

#### People

- h) people strategies and practices which will instil and reinforce the Company's purpose and values, ensure health and wellbeing (physical and mental) and support the achievement of the Company's long-term business objectives;
- i) the development of, and progress in meeting, the Company's diversity objectives;

#### Performance

- j) the Company's performance appraisal processes for the direct reports to the Managing Director and in consultation with the Chair, the performance appraisal process for the Managing Director;
- k) the Company's performance appraisal processes for the Board, Board

<sup>2</sup> 2 Ms Neff replaced Ms Carnabuci as Chair of the People, Culture & Remuneration Committee effective 9 December 2021.



Committees and individual Non-Executive Directors;

### Board Skills

- l) the necessary and desirable collective skills, experience and diversity of the Board and Board Committees;
- m) the independence of each Director, including any potential effect on independence arising out of the directorships held by, or offered to, each Director in other public companies;
- n) succession plans for the Chair, the Managing Director and direct reports to the Managing Director;
- o) the Company's induction program for new Directors and ongoing professional development program for Directors;
- p) the re-election of Directors;
- q) any proposed separation arrangements in respect of the Managing Director or any direct report to the Managing Director; and

### Reporting

- r) the Company's disclosures in relation to people, culture and remuneration matters including those made in the Company's annual remuneration report and annual corporate governance statement.

## 8.2. Remuneration Policies

Atomo has disclosed in its 2022 Annual Report its policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of the Managing Director and other senior executives.

## 8.3. Share Trading Policy

Atomo's Securities Trading Policy prohibits Directors and executives who participate in an equity-based executive incentive plan from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlements granted under the plan.

Atomo is committed to complying with the Corporations Act and the ASX Listing Rules to create a transparent market in the trading of its securities on the ASX.

The purpose of Atomo's Share Trading Policy (**STP**) is to ensure all Key Management Personnel and employees are aware of the legal restrictions on trading securities, while in possession of unpublished price sensitive information concerning Atomo.

The objectives of the STP is to:

- a) minimise the risk of Atomo Personnel contravening the laws against insider trading;
- b) minimise the risk of the appearance of insider trading and the significant reputational damage that may cause to Atomo;
- c) ensure Atomo is able to meet its reporting obligations under the ASX Listing Rules; and
- d) increase transparency with respect to trading in Atomo securities by Atomo Personnel.

A copy of Atomo's STP is available on its website and accessible [here](#).