



**CORPORATE GOVERNANCE STATEMENT**

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**30 June 2019**

## Introduction

MyFiziq Limited (“the Company”) has adopted systems of accountability and control as the basis for the administration of corporate governance. The Board of Directors (“Board”) is responsible for ensuring the Company has the appropriate governance arrangements in place and for managing the Company with due diligence and care.

To the extent applicable, the Company has adopted *The Corporate Governance Principles and Recommendations (3<sup>rd</sup> Edition)* as published by ASX Corporate Governance Council (“Recommendations”).

The Board is required to adopt only those Recommendations which are appropriate to the Company’s needs and in doing so, has considered the nature of its operations as well as its size and maturity.

The Company’s main corporate governance policies and practices as at the date of this Statement are outlined below and the Company’s full Corporate Governance Plan is available in a dedicated corporate governance information section of the Company’s website ([www.myfiziq.com](http://www.myfiziq.com)).

The 2019 Corporate Governance Statement was adopted by the Board on 18 October 2019.

## Role of the Board and Management

Within a governance framework, the Board is responsible for the long-term growth and performance of the Company. The Board charts the strategic direction of the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

- i. maintain and increase Shareholder value;
- ii. ensure a prudential and ethical basis for the Company’s conduct and activities; and
- iii. ensure compliance with the Company’s legal and regulatory objectives.

Consistent with these goals, the Board assumes the following responsibilities:

- (a) providing input and final approval of corporate values, strategies and performance objectives developed by senior management;
- (b) approval of initiatives developed by senior management for profit and asset growth;
- (c) monitoring the corporate, commercial and financial performance of the Company on a regular basis;
- (d) acting on behalf of, and being accountable to, the Shareholders; and
- (e) establishing and reviewing the Company’s policies on business risk and satisfying itself that senior management implements the Company’s risk management program in line with the risk appetite set by the Board.

The Company is committed to the circulation of relevant materials to Directors, including any breaches of the Company’s Code of Conduct, in a timely manner to facilitate Directors’ participation in the Board discussions on a fully informed basis.

## Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting.

The current Board of Directors is as follows:

Mr Peter Wall	– Non-Executive Chairman
Mr Vlado Bosanac	– Executive Director and CEO
Mr Nicholas Prosser	– Non-Executive Director
Mr Michael Melby	– Non-Executive Director

Details of the skills and experience of Directors of the Company are included in the Directors’ Report section of the 2019 Annual Financial Statements which is available on the Company’s website at [www.myfiziq.com](http://www.myfiziq.com).

## Identification and management of risk

The Board’s collective experience will enable accurate identification of the principal risks that may affect the Company’s business, while management is responsible for developing a sound system of risk management and internal control. Key operational risks and their management will be recurring items for deliberation at Board meetings.

## **Independent professional advice**

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

## **Ethical standards**

The Board is committed to the establishment and maintenance of appropriate ethical standards.

## **Remuneration arrangements**

The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision-making process.

The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$300,000 per annum.

In addition, a Director may be paid fees or other amounts (i.e. subject to any necessary Shareholder approval, non-cash performance incentives such as Options or Performance Rights) as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The Board reviews and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility. The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

## **Trading policy**

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the managing director). The policy generally provides that the written acknowledgement of the Chair (or the Board in the case of the Chairman) must be obtained prior to trading.

## **External audit**

The Company in general meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.

## **Audit committee**

The Company will not have a separate audit committee until such time as the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude for a separate committee to be of benefit to the Company. In the meantime, the full Board will carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee, including but not limited to, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control system and risk management systems and the external audit function.

## **Diversity policy**

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

The Company employs new employees and promotes current employees based on performance, ability and attitude. The Board is continually reviewing its practices with a focus on ensuring that the selection process at all levels within the organisation is formal and transparent and that the workplace environment is open, fair and tolerant.

The Company, in keeping with the recommendations of the Corporate Governance Council provides the following information regarding the proportion of gender diversity in the organisation for the year to 30 June 2019:

	<b>Proportion of female / total number of persons employed</b>
Females employed in the Company as a whole	2/ 17
Females employed in the Company in senior executive positions	1 /5
Females appointed as a Director of the Company	0 / 4

The recommendations of the Corporate Governance Council relating to reporting require a Board to set measurable objectives for achieving diversity within the organisation, and to report against them on an annual basis. The Company has implemented measurable objectives as follows:

<b>Measurable Objective</b>	<b>Objective Satisfied</b>	<b>Comment</b>
Adoption and promotion of a Formal Diversity Policy	Yes	The Company has adopted a formal diversity policy which has been made publicly available via the ASX and the Company's website.
To ensure Company policies are consistent with and aligned with the goals of the Diversity Policy	Yes	The Company's selection, remuneration and promotion practices are merit based and as such are consistent with the goals of the Company's Diversity Policy.
To provide flexible work and salary arrangements to accommodate family commitments, study and self-improvement goals, cultural traditions and other personal choices of current and potential employees.	Yes	The Company will, where considered reasonable and where compatible with the Company's operations, accommodate requests for flexible working arrangements.
To implement clear and transparent policies governing reward and recognition practices.	Yes	The Company grants reward and promotion based on merit and responsibility as part of its annual and ongoing review processes.
To provide relevant and challenging professional development and training opportunities for all employees.	Yes	The Company seeks to continually encourage self-improvement in all employees, irrespective of seniority, ability or experience, through external and internal training courses, regular staff meetings and relevant on job mentoring.

The Company has not at this time implemented specific measurable objectives regarding the proportion of females to be employed within the organisation or implemented requirements for a proportion of female candidates for employment and Board positions. The Board considers that the setting of quantitative gender based measurable targets is not necessarily consistent with the merit and ability-based policies currently implemented by the Company.

The Board will consider the future implementation of gender-based diversity measurable objectives when more appropriate to the size and nature of the Company's operations.

### **Departures from Recommendations**

Which governance practices the Company chooses to adopt, is fundamentally a matter for the Board to decide. However, the Company is required to explain any departures from the Recommendations in this Statement.

The Company's adoption of the Recommendations, with further explanations for the financial year ended 30 June 2019 are set out on the following pages.

Note: The additional disclosures which relate to externally managed listed entities are not applicable to the Company. Accordingly, no disclosures have been made.

Principles and Recommendations	Explanation	Degree of Adoption
<b>Principle 1 – Lay solid foundations for management and oversight</b>		
<p>1.1 (a) Disclosure of the respective roles and responsibilities of the board and management; and</p> <p>(b) Disclose matters expressly reserved for the board and those delegated to management.</p>	<p>(a) The Board is responsible for the overall corporate governance of the Company including formulating its strategic direction, setting remuneration and monitoring the performance of Directors and executives.</p> <p>The Board relies on senior management to implement the business strategy, to assist it in approving and monitoring expenditure, ensuring the integrity of internal controls and management information systems, and financial and other reporting.</p> <p>(b) The Board has adopted a Board Charter that formalises its roles and responsibilities and defines the matters that are reserved for the Board and specific matters that are delegated to management. A copy of the Board Charter is available on the Company's website <a href="http://www.myfiziq.com/investors">www.myfiziq.com/investors</a></p> <p>The Board regularly monitors the divisions of functions between the board and management to ensure the appropriateness to the needs of the Company.</p>	Recommendation followed
<p>1.2 (a) Undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) Provide security holders with all material information in the listed entity's possession relevant to a decision on whether to elect or not elect or re-elect a director.</p>	<p>(a) The Company ensures that prior to appointing a director or senior manager or recommending a new candidate for election as a director that appropriate checks are undertaken as to the persons character, experience, education, criminal record and bankruptcy history.</p> <p>The details are documented in the Board Charter which is available on the Company's website: <a href="https://www.myfiziq.com/investors">https://www.myfiziq.com/investors</a></p> <p>(b) All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in a Notice of Meeting pursuant to which the resolution to elect or re-elect a Director will be voted on.</p>	Recommendation followed
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company enters into a written service contract with each of its directors and senior executives which sets out at a minimum a description of their position, duties, responsibilities, to whom they report, circumstances in which their service contract may be terminated and any entitlement upon termination.</p>	Recommendation followed
<p>1.4 The Company Secretary is accountable to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. The Company Secretary reports to the Board and is responsible for monitoring the extent that Board policy and procedures are followed, and coordinating the timely completion and despatch of Board agenda and briefing material. All directors are to have access to the Company Secretary.</p>	Recommendation followed
<p>1.5 (a) Have have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the</p>	<p>(a) The Board has adopted a diversity policy which is available on the Company's website <a href="http://www.myfiziq.com/assets/pdf/corporate_governance.pdf">www.myfiziq.com/assets/pdf/corporate_governance.pdf</a></p> <p>(b) The measurable objectives, which seek to allow and promote diversity by ensuring that the Company's selection, remuneration and promotion practices are merit based, do</p>	Recommendation followed

Principles and Recommendations	Explanation	Degree of Adoption
<p>objectives and the entity's progress in achieving them;</p> <p>(b) Disclose that policy or a summary of it; and</p> <p>(c) Disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board (or relevant committee) in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive"); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Indicators"</p>	<p>not at this stage include any specific numerical targets for gender, or any other, diversity measures.</p> <p>This corporate governance statement includes disclosure regarding gender diversity within the Company as at 30 June 2019.</p> <p>The Company is not a "relevant employer" for the purposes of the Workplace Gender Equality Act.</p> <p>(c) A brief summary of the policy and its aims are disclosed in this corporate governance statement.</p>	
<p>1.6 (a) Have and disclose a process for periodically evaluating performance of the board, its committees and individual directors.</p> <p>(b) Disclose at the end of each reporting period whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>(a) The Chairperson shall review the performance of the Chief Executive Officer, each Director and each Board committee at least once every calendar year. The details are documented in the Board Charter which is available on the Company's website <a href="http://www.myfiziq.com/assets/pdf/corporate_governance.pdf">www.myfiziq.com/assets/pdf/corporate_governance.pdf</a></p> <p>(b) The Company will report on whether the evaluation has taken place on an annual basis in the Company's Corporate Governance Statement and shall include, where appropriate, any insights it has gained from the evaluation and any governance changes it has made as a result. A performance evaluation of the Board was undertaken during the reporting period.</p>	Recommendation followed
<p>1.7 (a) Have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) Disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>(a) The Company did not have a formal process for the evaluation of the performance of senior executives during the 2019 financial year. As the Company evolves, the Board will establish formal quantitative and qualitative performance evaluation procedures. Until such time as formal procedures are implemented, the Chief Executive Officer will assess the performance of senior executives.</p> <p>The Company considers that a formal process is not essential at this stage and that performance evaluation can be effectively assessed on an informal basis.</p> <p>(b) Although no formal performance evaluation has been undertaken during the year ended 30 June 2019, senior managers have been issued with securities with various performance milestones, under the Company's Incentive Plans. An individual's performance is measured and evaluated during the year against the milestones set under the Offer of the securities.</p>	Recommendation NOT followed

Principles and Recommendations	Explanation	Degree of Adoption
<b>Principle 2 – Structure the Board to be effective and add value</b>		
<p>2.1 (a) The Board should have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>(a) The Board does not consider that the company is of a relevant size or complexity to warrant a separate nomination committee to deal with the selection and appointment of new Directors. As such a nomination committee has not been formed.</p> <p>(b) Nominations of new Directors are and will be considered by the full Board. If any vacancies arise on the Board, all Directors will be involved in the search and recruitment of a replacement. The Board has taken a view that the full Board will hold special meetings or sessions as and when required. The Board is confident that this process for selection, including undertaking appropriate checks before appointing a person, or putting forward to Shareholders a candidate for election is stringent. Full details of all Directors will be provided to Shareholders in the Company's annual reports, in notices of meetings in respect of any meetings where any such appointments are put to shareholders for approval, and on the Company's website <a href="http://www.myfiziq.com/assets/pdf/corporate_governance.pdf">www.myfiziq.com/assets/pdf/corporate_governance.pdf</a>.</p>	<p>2.1(a) Recommendation NOT followed</p> <p>2.1(b) Recommendation followed</p>
<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>The Company does not have a formal board skills matrix. The Board considers the current mix of skills and experience of members of the Board and its senior management is sufficient to meet the requirements of the Company. The skills, experience and expertise of each Director is set out in the Directors' Report section of the Company's Annual Report.</p>	<p>Recommendation NOT followed</p>
<p>2.3 (a) Disclosure of names of the directors considered to be independent directors;</p> <p>(b) Disclose if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) Disclose the length of service of each director.</p>	<p>(a) There were no independent Directors on the Company' Board at 30 June 2019.</p> <p>(b) N/a</p> <p>(c) The current directors of the Company commenced office on the following dates:</p> <p>Mr Peter Wall – 25 May 2015</p> <p>Mr Vlado Bosanac – 17 October 2016</p> <p>Mr Michael Melby – 27 October 2017</p> <p>Mr Nicholas Prosser – 18 April 2018</p>	<p>Recommendation followed</p>

Principles and Recommendations	Explanation	Degree of Adoption
2.4 The majority of the Board should be independent directors.	The Board does not currently have a majority of independent directors. However the board considers that both its structure and composition are appropriate given the size of the company and that the interests of the company and its shareholders are well met.	Recommendation NOT followed
2.5 The chair of the board of a listed entity should be an independent director, and in particular, should not be the same person as the Chief Executive Officer.	Mr Peter Wall is the non-executive Chairman and does not act as the Chief Executive Officer. Although Mr Wall is not considered independent due to his current holding in the Company's equity securities, the Board believes Mr Wall's appointment as Non-executive Chairman is appropriate because of his industry experience and proven track record as a public company director.	Recommendation NOT followed
2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge required to perform their roles as directors effectively.	<p>Upon appointment new directors will be subject to relevant induction procedures to provide the incoming individual with sufficient knowledge of the entity and its operating environment to enable them to fulfil their role effectively.</p> <p>The Board will, when it considers the Company to be of an appropriate size, implement a formal induction process that complies with Recommendation 2.6.</p>	Recommendation NOT followed
<b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b>		
<p>3.1 (a) Have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) Disclose that code or a summary of it.</p>	<p>(a) The Company has developed a Code of Conduct for Directors, management and staff, underlying the Company's commitment to high ethical standards in the conduct of the Company's business. The Board is responsible for ensuring the Company's compliance with the Code and the good and fair management of reports of any breaches.</p> <p>The Company's Trading Policy applies to all Directors, officers and employees and sets out the prohibition against insider trading and prescribes certain requirements for dealing in the Company's securities. The Code of Conduct and Securities Trading Policy are available on the Company's website <a href="http://www.myfiziq.com/assets/pdf/corporate_governance.pdf">www.myfiziq.com/assets/pdf/corporate_governance.pdf</a></p> <p>(b) The Company is committed to the circulation of relevant materials to Directors, including any breaches of the Company's Code of Conduct, in a timely manner to facilitate Directors' participation in the Board discussions on a fully informed basis.</p>	Recommendation followed
<b>Principle 4 – Safeguard the integrity of corporate reports</b>		
<p>4.1 The board of a listed entity should: (a) Have an audit committee which:</p> <p>(1) Has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) Is chaired by an independent director, who is not the chair of the board,</p>	<p>(a) The Board has not established a separate audit committee. However the full board operates under the adopted Audit &amp; Risk Management Charter, which is available for review on the Company's website <a href="http://www.myfiziq.com/assets/pdf/corporate_governance.pdf">www.myfiziq.com/assets/pdf/corporate_governance.pdf</a>, and carries out the functions delegated under that charter.</p> <p>The board does not consider that the Company is of a size nor are the affairs of a complexity sufficient to warrant the existence of a separate audit committee. The full board is able to meet the objectives of the best practice recommendations and discharge its duties in this area.</p>	<p>4.1(a) Recommendation NOT followed</p> <p>4.1(b) Recommendation followed</p>

Principles and Recommendations	Explanation	Degree of Adoption
<p>and disclose:</p> <p>(3) The charter of the committee;</p> <p>(4) The relevant qualifications and experience of the members of the committee; and</p> <p>(5) In relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>External audit recommendations, internal control matters and any other matters that arise from half yearly reviews and the annual statutory audit will be discussed directly between the board and the audit engagement partner.</p> <p>In the absence of a formal Audit Committee, the board will encourage and arrange contact between non-executive directors and the company's external auditors independent of executive management.</p>	
<p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its Chief Executive Officer and Chief Financial Officer a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>The Chief Executive Officer and Chief Financial Officer (or equivalent) prepare a declaration to state the following in writing prior to the Board approving the Company's financial statements for a financial period, that in their opinion:</p> <p>(a) the Company's financial reports have been properly maintained and contain a true and fair view, in all material respects, of the financial condition and operating performance of the Company and comply with relevant accounting standards; and</p> <p>(b) that the opinion is founded on a sound system of risk management and that the system is operating effectively in all material respects in relation to financial reporting risks.</p>	<p>Recommendation followed</p>
<p>4.3 A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>The Company's Board Charter provides that the Board must ensure the Company's external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>Recommendation followed</p>
<p><b>Principle 5 – Make timely and balanced disclosure</b></p>		
<p>5.1 (a) Should have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>(a) The Company has established a Continuous Disclosure Policy, to ensure that it complies with the continuous disclosure regime under the ASX Listing Rules and the Corporations Act. The Continuous Disclosure Policy is available on the Company's website <a href="http://www.myfiziq.com/assets/pdf/corporate_governance.pdf">www.myfiziq.com/assets/pdf/corporate_governance.pdf</a></p>	<p>Recommendation followed</p>

Principles and Recommendations	Explanation	Degree of Adoption
<b>Principle 6 – Respect the rights of security holders</b>		
6.1 Provide information about the Company and its governance to investors via a website.	The Company promotes effective communication with shareholders and encourages their participation at general meetings. The Company uses its website, quarterly, interim and annual reports, market announcements, general meetings and media disclosures to communicate with its shareholders. <a href="http://www.myfiziq.com/investors">www.myfiziq.com/investors</a>	Recommendation followed
6.2 Design and implement an investor relations program to facilitate two-way communication with shareholders.	The Company's Shareholder Communications Policy is available on its website <a href="http://www.myfiziq.com/investors">www.myfiziq.com/investors</a> , which aims to promote and facilitate effective two-way communication with investors. <a href="http://www.myfiziq.com/investors">www.myfiziq.com/investors</a>	Recommendation followed
6.3 Disclose policies and processes to facilitate and encourage shareholder participation at meetings.	The Company's Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors, is available on its website. <a href="http://www.myfiziq.com/assets/pdf/corporate_governance.pdf">www.myfiziq.com/assets/pdf/corporate_governance.pdf</a>	Recommendation followed
6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX. The Board encourages investors to provide electronic contact details to the Company's share registry to facilitate electronic communications where practical and appropriate.	Recommendation followed
<b>Principle 7 – Recognise and manage risk</b>		
7.1 The board should (a) have a committee or committees to oversee risk, each of which:  (1) has at least three members, a majority of whom are independent directors; and  (2) is chaired by an independent director,  and disclose:  (3) the charter of the committee;  (4) the members of the committee; and  (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or  (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	(a) The Board has not established a separate risk management committee.  (b) The full board operates under the adopted Audit & Risk Management Charter and carries out those functions delegated in the charter.  The Board is ultimately responsible for risk oversight and risk management. Discussions on the recognition and management of risks are also considered by the Board at each board meeting. The Board has adopted a Risk Management Policy. Under the policy, responsibility and control risk management is delegated to the appropriate level of management within the Company with the chief executive officer having ultimate responsibility to the board for the risk management and control framework. The Risk Management Policy is available on the Company's website <a href="http://www.myfiziq.com/assets/pdf/corporate_governance.pdf">www.myfiziq.com/assets/pdf/corporate_governance.pdf</a>	7.1(a) Recommendation NOT followed  7.2(b) Recommendation followed
7.2 The board or a committee of the board should:	(a) The Company has established policies as a risk management framework for the oversight and management	Recommendation followed

Principles and Recommendations	Explanation	Degree of Adoption
<p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>of material business risks and the board monitors, identifies and reviews risks within the business and that framework in the ordinary course of business at each board meeting. The Board sets the Company's risk appetite and manages risk accordingly.</p> <p>(b) Key operational and financial risks are presented to and reviewed by the Board at each Board meeting and reported in the appropriate periods.</p>	
<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>(a) The Board considers that the Company is not currently of a size or complexity to justify implementing an internal audit function.</p> <p>(b) Refer to 7.1 above. The Board considers that the Company's existing internal controls are sufficient, and that current business processes are suitably transparent such that significant risks are both identifiable and manageable.</p> <p>As the Company's operations increase in size and complexity the Board will consider the need for the implementation of an internal audit function.</p>	<p>7.3(a) Recommendation NOT followed</p> <p>7.3(b) Recommendation followed</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Company's risk management systems are intended to assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks. These risks are identified, categorised and assessed through a risk matrix.</p> <p>The Board ensures a pro-active and structured approach to potential material business sustainability and compliance risk. It regularly assesses risk which include and are not limited to, credit, economic, liquidity, operational, environmental, OH&amp;S, regulatory, market related, technology, social sustainability, HR, product, brand and reputation.</p> <p>Risks are identified, analysed monitored and reported in accordance with the company's risk management policy. Management reports regularly to the Board as to the effectiveness of the Company's management of its material business risks.</p> <p>The Risk Management Policy is available on the Company's website <a href="http://www.myfiziq.com/assets/pdf/corporate_governance.pdf">www.myfiziq.com/assets/pdf/corporate_governance.pdf</a></p>	<p>Recommendation followed</p>
<p><b>Principle 8 – Remunerate fairly and responsibly</b></p>		
<p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p>	<p>(a) The Board has not established a remuneration committee.</p> <p>(b) The full Board will meet to consider both the level and structure of remuneration and incentive policies for the executive Directors and key executives within the Company and decide on the Company's remuneration policies. The affected individuals will not participate in the decision-making process regarding their own remuneration matters.</p>	<p>8.1(a) Recommendation NOT followed</p> <p>8.1(b) Recommendation followed</p>

Principles and Recommendations	Explanation	Degree of Adoption
<p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		
<p>8.2 The Company should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>The Company has separate policies relating to the remuneration of Non-Executive Directors and that of Executive Directors and senior executives. This information is detailed in the Remuneration Report, which forms part of the Directors' Report in the Company's Annual Report.</p>	<p>Recommendation followed</p>
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The Company's policy for trading in its securities by directors, senior executives and employees is available on the Company's website <a href="http://www.myfiziq.com/assets/pdf/corporate_governance.pdf">www.myfiziq.com/assets/pdf/corporate_governance.pdf</a></p> <p>The Securities Trading Policy prohibits the hedging of risk of fluctuation of the value of the Company's unvested securities.</p>	<p>Recommendation followed</p>