

ANAGENICS LIMITED

CORPORATE GOVERNANCE STATEMENT

The Corporate Governance Statement sets out the extent to which the Anagenics Limited ACN 111 304 119 (**Company**) has followed the recommendations of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition). This corporate governance statement relates to the year ending 30 June 2026 and has been approved by the Board of the Company.

Principles and Recommendations	Compliance	Comment
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1 A listed entity should have and disclose a Board Charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Complies	The Company has established a Board Charter, which discloses the specific roles and responsibilities of the Board and those of senior executives. The key responsibilities of the Board include: • improving the performance of the business through strategy and policy formulation; • approving the annual budget, strategic plan and major operating plans; • reviewing and providing feedback on the performance of the Chief Executive Officer; • reviewing the performance of the Board, directors and committees annually; • monitoring financial performance and reporting; • determining policies and ensuring adequate procedures are in place to manage the identified risks; • ensuring the Board sub-committees (if any) are appropriately constituted and performing their functions; and • appointing and determining the accountabilities of the Chief Executive Officer, Chief Financial Officer and Company Secretary. For the year ended 30 June 2026 the Board delegated responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer. The Company's Board Charter is posted on the Company's website.
1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Complies	In accordance with the Company's Nomination and Remuneration Committee Charter, the Board is responsible for ensuring that appropriate checks are undertaken before a director or senior executive is appointed or before putting someone forward to security holders for election as a director to ensure that person is competent, experienced and is not prevented in any way from discharging the duties of a director or officer of the Company. The Company's Nomination and Remuneration Committee Charter is posted on the Company's website. All material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a director is provided to security holders in the notice of the meeting at which the director is to be put forward for election or re-election.

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1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Complies	All directors have in place written agreements with the Company setting out the terms of their appointment. Similar agreements will be put in place with senior executives as and when they are engaged
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Complies	The Company Secretary reports directly to the Chairman. The decision to appoint or remove the Company Secretary is made by the Board.
1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. (d) If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	Does Not Comply	The Board believes that the Company benefits from diversity. At the same time, for the year ended 30 June 2026, the Company has not adopted a formal diversity policy or set formal measurable objectives for achieving diversity due to the size of the Company and small number of persons employed by the Company and its controlled entities. Diversity is promoted through the Company's Nomination and Remuneration Committee Charter (which includes diversity in the criteria when considering Board membership) and its Environmental, Social and Governance Statement (which includes diversity as a core value of the Company). As at 30 June 2026: (a) approximately 80% of the Company and its controlled entities' employees and consultants are women; (b) 0% of the Board is female; and (c) 0% of senior executives (defined as the KMP the subject of the remuneration report) were women.

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1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) Disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Complies	The Company has a Performance Evaluation Process which is posted to the Company's website. Given the size of the Company and level and complexity of its operations, the current evaluation process is a self-evaluation of the Board collectively, its size and its directors individually. That self-evaluation occurred for the Board and its directors individually for the year ended 30 June 2026.
1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and (b) disclose, in relation to each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Complies	The Company has a Performance Evaluation Process which is posted to the Company's website. The Board undertook an evaluation process in respect of the senior executives for the year ended 30 June 2026 in accordance with the Performance Evaluation Process. The Company will disclose whether a performance evaluation is undertaken for each reporting period.

PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

2.1 The board of a listed entity should: (a) have a nomination committee 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 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	Complies	The Board has not established a dedicated Nomination Committee. Given the size and nature of the Company and its operations, the Board will continue to adequately discharge the functions of the Nomination Committee for the medium term. The Board will consider establishing a Nomination Committee when the size and complexity of the Company's operations and management require it. The responsibilities undertaken by the Board, in the absence of a Nomination Committee are set out in the Nomination and Remuneration Committee's charter which is available on the Company's website. These responsibilities include the process of determining the need for, screening and appointing new Directors as required. The skills of each Board member are disclosed on the Company's website and in the Company's Annual Report for each year.
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responsibilities effectively.		
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Complies	The Board Charter and Nomination and Remuneration Committee Charter provides that the Board should comprise of directors with a diverse set of skills and relevant experience. When appointing new directors, the Board seeks to ensure that the appropriate balance of skill, experience and expertise and diversity is maintained. The Board skills matrix which contains the mix of skills that the Board seeks to achieve in its membership comprises: • expertise and experience in one or more of the industry sectors, regulatory environments and/or market segments in which the Company operates; • experience in board or senior executive positions in other companies or organisations; • experience in strategy development, risk management and people management; • commercial and financial acumen; and • knowledge, experience and commitment to corporate governance.
2.3 A listed entity should disclose:	Complies	These details are disclosed in the Annual Report.
(a) the names of the directors considered by the board to be independent directors;		The length of service of each director is as follows: Mr Alexander (Sandy) Beard – appointed 15 February 2022 Mr Phillip Christopher - appointed 5 November 2021 Mr Scott Greasley – appointed 8 July 2022
(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 [of the ASX principles and recommendations] 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		
(c) the length of service of each director.		
2.4 A majority of the board of a listed entity should be independent directors.	Does not comply	For the year ended 30 June 2026, there were no independent Board members due to the nature of the Company's business, its small size, lack of complexity and experience of its Board and senior executives. The Board considers that the Board structure is a cost effective and practical method of directing and managing the Company and the nature of its activities. In accordance with the Code of Conduct, the Board is diligent in ensuring that any potential conflicts of interest do not interfere with directors' obligations towards the Company.
2.5 The chair of the board of a listed entity	Does not	For the year ended 30 June 2026, Mr Alexander (Sandy)

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should be an independent director and, in particular, should not be the same person as the CEO of the entity.	comply	Beard, a non-independent director, chaired the Board. This is disclosed in the Company's Annual Report. The Board considers that the benefits of Mr Beard's extensive experience as a company director, investor and investment professional outweighs the disadvantages of any lack of independence.
2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Complies	The Company has a formal program for inducting new directors and the company secretary to ensure that all directors are informed of changes in governance obligations. The current Board has the appropriate mix of skills and knowledge required to fulfil their responsibilities. The Company also encourages attendances at professional development courses such as those held by AICD.
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
3.1 A listed entity should articulate and disclose its values	Complies	The Company's environmental, social and governance values and principles are published on its website. In addition, the Company has a Corporate Code of Conduct (also available on its website), outlining the high standard of corporate and individual behavior which is expected from all Directors and employees.
3.2 A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	Complies	The Board acknowledges and emphasises the importance of all directors and employees maintaining the highest standards of corporate governance practice and ethical conduct. A Code of Conduct and a Corporate Code of Conduct has been established requiring directors and employees to, amongst other things: • act honestly; • exercise due care and diligence in fulfilling the functions of office; • not use their position or information for personal gain; • avoid conflicts and make full disclosure of any possible conflict of interest; and • comply with the <i>Corporations Act 2001</i> (Cth). The Code of Conduct and Corporate Code of Conduct are posted on the Company's website. The CEO (or in their absence, the Company Secretary) provides regular updates to the Board and informs the Board in the event there is any material breach of the code of conduct.
3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that	Complies	The Company has a formal whistleblower policy which is disclosed on the Company's website. The Whistleblower Policy provides that all material incidents reported under the policy are reported to the Board via the Chairman.

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policy.		
3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	Complies	. The Company adopted a formal Anti-Bribery and Corruption Policy with effect on 31 March 2025. The Board is required to be notified of any material breaches of the policy.
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
4.1 The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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.	Complies	The Board has not established a dedicated Audit Committee. Given the size and nature of the Company's operations, the full Board will continue to adequately discharge the functions of an Audit Committee for the medium term. The Board will consider establishing an Audit Committee when the size and complexity of the Company's operations and management require it. The responsibilities undertaken by the Board, in the absence of a separate Audit Committee, are set out in the Audit Committee's charter, which is available on the Company's website. These responsibilities include the process of verifying and safeguarding the integrity of the Company's corporate reporting, including oversight of the appointment and removal of the external auditor (should the need arise) and the rotation of the audit engagement partner.
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, 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	Complies	The required declaration was made by the Chairman who carries out both the chief executive function and the chief financial officer function.

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sound system of risk management and internal control which is operating effectively.		
4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Complies	The Company has adopted a formal Continuous Disclosure Policy and Public Disclosure Policy, which set out the processes and authorisations required to ensure the integrity of any periodic corporate report it releases to the market that is not audited. The Board and Chief Executive Officer have primary responsibility for reviewing and approving the release of any periodic corporate report not audited or reviewed by an external auditor. The Continuous Disclosure Policy and Public Disclosure Policy are posted on the Company's website.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Complies	As noted above, the Board has adopted a Continuous Disclosure Policy and Public Disclosure Policy to ensure that the Company complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules and to ensure accountability for compliance. The Continuous Disclosure Policy and Public Disclosure Policy are posted on the Company's website. The Board and Chief Executive Officer has primary responsibility for ensuring that the Company complies with its continuous disclosure obligations.
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Complies	The Board currently review, and approve, all material market announcements prior to their release. All Board members also receive a notification email following lodgment of an ASX market announcement, along with a copy of the announcement.
5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Complies	The Company ensures that a copy of the presentation materials are released to the ASX Market Announcements Platform ahead of any new and substantive investor or analyst presentation.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1 A listed entity should provide information about itself and its governance to investors via its website.	Complies	The Company has established a website on which it maintains information pertaining to the Company, including Director and Management biographies, overview of operations, an Investor Centre where copies of all announcements, presentations and reports can be located and a landing page entitled "Corporate Governance" where all relevant corporate governance information and policies can be accessed.
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6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complies	The Company has a Continuous Disclosure Policy (CDP) which is available on its website. The CDP outlines the methods it uses to facilitate effective communication with shareholders. The Board and Chief Executive Officer and the Company Secretary oversee this process through the Company's website. Briefings are held with professional investors from time to time in accordance with CDP.
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complies	The Board has established a Public Disclosure Policy which is posted to the Company's website. The Policy seeks to promote effective communication with shareholders and encourage effective participation by shareholders at general meetings and shareholder briefings. All shareholders are encouraged to attend and participate in general meetings of the Company, to lodge questions to be answered by the Board and / or Chief Executive Officer and are able to appoint proxies.
6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Complies	The Company has, and will continue to, ensure that all substantive resolutions at a meeting of security holders are decided by way of poll.
6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Complies	Through the Company's website and through the website of the Company's share registry, security holders are invited to provide their email address to enable electronic communication to and from the Company and its share registry.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

7.1 The board of a listed entity should:	Complies	The Company does not have a stand-alone risk management committee. Instead, the oversight of the implementation of the Company's Risk Management Policy (which is posted on the Company's website) is the responsibility of the Board.
(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		Given the size and nature of the Company's operations, the Board will continue to adequately discharge the functions of a risk committee for the medium term. The Board will consider establishing a risk committee when the size and complexity of the Company's operations and management require it. The Risk Management Policy provides that the Board determines the Company's 'risk profile' and is responsible for overseeing risk management strategies. This includes identifying and measuring risks, formulating risk management strategies, and monitoring the effectiveness of risk and internal compliance controls.

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	risk management framework.		
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Complies	Under the Board Charter and the Company's Risk Management Policy, the Board determines the Company's 'risk profile' and oversees the Company's management of its material business risks. The Company will review, at least annually, its risk management framework. The Company intends to disclose, at the relevant time, whether a review of the Company's risk management framework was undertaken during the relevant reporting period. A formal review of the Company's risk management framework did not occur in the year ended 30 June 2026 as the Board did not consider it reasonably required having regard to due to due to the nature of the Company's business, its small size, lack of complexity and experience of its Board and senior executives.
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	Complies	The Company does not have an internal audit function in respect of risk assessment. In light of the size and nature of the Company's operations, the Board is responsible for reviewing and assessing the effectiveness of the Company's system of risk management and for reviewing at least annually the effectiveness of the Company's implementation of the risk management system as well as the ongoing development of governance, risk oversight, internal controls and management policies.
7.4	A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.	Complies	Any material exposure to environmental or social risks and how such risks (if present) are managed, is disclosed in the Annual Report of the Company.

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

8.1 The board of a listed entity should: (a) have a remuneration committee 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 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.	Complies	The Board has not established a dedicated Remuneration Committee. Given the size and nature of the Company and its operations, the Board will continue to adequately discharge the functions of the Remuneration Committee for the medium term. The Board will consider establishing a Remuneration Committee when the size and complexity of the Company's operations and management require it. The responsibilities undertaken by the Board, in the absence of a Remuneration Committee are set out in the Nomination and Remuneration Committee's charter which is available on the Company's website. These responsibilities include setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.
8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Complies	Each director has entered into written agreements with the Company setting out the terms and conditions of their appointment. Refer to the Annual Report for the current remuneration levels and the policies and practices in place for the Directors. The Board has not adopted a formal Remuneration Policy, however historically the Board reviews the remuneration of the Chief Executive Officer and other senior executives periodically by reference to Company performance, executive performance, comparable information from industry sectors and other listed companies and independent advice. Executives and consultants may be entitled to participate in the Company's Employee Incentive Plan. The amount of remuneration for all key management personnel for the Company, including all monetary and non – monetary components, are detailed in the Directors' Report under the heading Remuneration Report. All remuneration paid to executives is valued at the cost to the Company and expensed. Shares given to executives are valued as the difference between the market price of those shares and the amount paid by the executive. Options are valued using the Black – Scholes methodology.

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8.3 A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	Complies	The Company maintains a Share Trading Policy which restricts key management personnel and directors from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Company's Employee Incentive Scheme. A copy of the Company's Share Trading Policy can be found on its website.