

Corporate Governance Statement

Principles and Recommendations	Compliance	
Principle 1 Lay solid foundations for management and oversight		
1.1 <i>A listed entity should disclose: (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.</i>	<p>The Board is responsible for overall corporate governance of the Company.</p> <p>The role of the Board and delegation to management have been formalised in the Charter which outlines the main corporate governance practices in place for the Company and to which the Board and each Director are committed. The conduct of the Board is also governed by the Constitution, and where there is inconsistency with that document, the Constitution prevails to the extent of the inconsistency with that document, the Constitution prevails to the extent of the inconsistency. The Charter will be reviewed and amended from time to time as appropriate taking into consideration practical experience gained in operating as a listed company.</p>	Complies
1.2 <i>A listed entity should: (a) undertake appropriate checks before appointing a person or putting forward to security holders a candidate 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.</i>	<p>The Company has completed police checks, insolvency and banned director searches in relation to the existing directors. The Company will conduct appropriate checks for future appointments.</p>	Complies
1.3 <i>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</i>	<p>The Company has entered into written agreements with each director and senior executive.</p>	Complies
1.4 <i>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.</i>	<p>This is consistent with the Charter and corporate structure of the Company. The Company Secretary has a direct relationship with the Board in relation to these matters and operates independently of the executive.</p>	Complies

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<p>1.5 <i>Establish a diversity policy and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them, for reporting against in each reporting period.</i></p>	<p>The diversity policy for the Company has been implemented and the Company reported on measurable objectives in this policy. This Policy is disclosed on the Company's website under Investor Relations / Corporate Governance.</p>	<p>Complies</p>
<p>1.6 <i>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, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</i></p>	<p>The Board Charter provides for regular performance reviews to be conducted. A performance evaluation was undertaken in accordance with that process.</p>	<p>Complies</p>
<p>1.7 <i>A listed entity should (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</i></p>	<p>The Board's broad function is to define the Company's purpose, approve the Company's statement of values and code of conduct, chart strategy and set financial targets for the Company, monitor the implementation and execution of strategy and performance against financial targets, appoint and oversee the performance of executive management, and generally to take an effective leadership role in relation to the Company.</p> <p>The Chairman, with assistance from the Remuneration and Nominations Committee, annually assesses the performance of Directors and senior executives, and the Chairman's performance is assessed by the other Directors. A performance evaluation was undertaken in accordance with that process.</p>	<p>Complies</p>

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Principle 2 Structure the board to 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 responsibilities effectively.*

A Remuneration and Nominations Committee has been established with its own Charter and consists of Jane Ryan (committee chair), David Brookes and Sue MacLeman. The Remuneration and Nominations Committee complies with recommendation 2.4, which recommends that the Committee have at least three members, the majority of whom must be independent. This Charter is disclosed on the Company's website under Investor Relations / Corporate Governance.

Complies

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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.

The Board considers that its membership should comprise directors with an appropriate mix of skills, experience and personal attributes that allow the directors individually and the Board collectively to discharge their responsibilities and duties under the law effectively and efficiently. Directors should understand the Anantara business and the environment in which Anantara operates so as to be able to question and agree with management on the objectives, goals and strategic direction which will maximise shareholder value, and then assess the performance of management in meeting those objectives and goals.

The current directors collectively bring to the Board a broad range of experience, expertise, skills, diversity and contacts relevant to Anantara Pharmaceuticals and its business. The biographies of all directors can be found in the Annual Report for the year ended 30 June 2021.

The Board skills matrix set out below describes the combined skills, experience and expertise presently represented on the Board. The Board strives to achieve diversity in its composition, and gender diversity continues to be a focus and goal.

Skills, experience and expertise:

- Academia
- Animal Health
- Consumer Products
- Global Business
- Human Health
- Life Sciences
- Manufacturing & Supply
- Marketing & Sales
- Mergers & Acquisitions
- Other Public Company Board Member
- Public Company CEO, CFO, General Counsel, Compliance or Corporate Governance
- Regulated Industries
- Research & Development

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<p>2.3 <i>A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association 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, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.</i></p>	<p>The Board considers each of the following directors to be independent:</p> <p>Sue MacLeman (appointed 29 August 2018)</p> <p>Jane Ryan (appointed 29 August 2018)</p> <p>David Brookes (appointed 23 January 2019)</p>	<p>Complies</p>
<p>2.4 <i>A majority of the board of a listed entity should be independent directors.</i></p>	<p>The Company currently has a three-member Board, of whom three are independent non- executive Directors.</p>	<p>Complies</p>
<p>2.5 <i>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 CEO of the entity.</i></p>	<p>The Chairman, Dr. David Brookes, is a non-executive Director and is considered to be independent. The Company's CEO, Steven Lydeamore is not the same individual as the Chairman.</p>	<p>Complies</p>
<p>2.6 <i>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 needed to perform their role as directors effectively.</i></p>	<p>This is consistent with the Board Charter and processes implemented by Anantara.</p>	<p>Complies</p>

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Principle 3 Act ethically and responsibly

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| 3.1 | <i>A listed entity should articulate and disclose its values.</i> | The Company has adopted Core Values to ensure that all employees share a common set of core values which underpin the way they work in pursuit of shared objectives. These Core Values are disclosed on the Company's website under Investor Relations/Corporate Governance. | Complies |
| 3.2 | <i>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.</i> | The Company has adopted a Code of Conduct ensuring that all employees, collaborators and contractors observe the highest standards of ethical behaviour and conduct and follow the principles of corporate social responsibility. All material breaches of this Code of Conduct must be reported to the board or a board committee. This Code of Conduct is disclosed on the Company's website under Investor Relations / Corporate Governance. | Complies |
| 3.3 | <i>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 breaches of that policy.</i> | The Company has adopted a Whistleblower Policy. All material incidents must be reported to the board. This Policy is disclosed on the Company's website under Investor Relations/Corporate Governance. | Complies |
| 3.4 | <i>A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</i> | The Company has adopted an Anti-Bribery and Corruption Policy. All material breaches must be reported to the board. This Policy is disclosed on the Company's website under Investor Relations/Corporate Governance. | Complies |

Principle 4 Safeguard integrity in corporate reporting

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| 4.1 | <i>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</i> | The Company has established an Audit and Risk Management Committee to assist and report to the Board. The Audit and Risk Management Committee consists of Sue MacLeman (committee chair), David Brookes, and Jane Ryan, all independent Directors and is chaired by an independent Director who is not the Chairman. The Audit and Risk Management Committee Charter is disclosed on the Company's website under Investor Relations / Corporate Governance. | Complies |
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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.

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 sound system of risk management and internal control which is operating effectively.*

This is consistent with the approach to be adopted by the Audit and Risk Management Committee and Board.

Complies

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.*

Anatara releases an annual directors' report, annual and half yearly financial statements and, quarterly cash flow reports. The annual and half yearly financial statements are reviewed by an external auditor. The quarterly cash flow report is prepared by an external accounting firm. The quarterly cash flow report and directors' report are reviewed by both the CEO and the directors.

Complies

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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.	Anatara has a written continuous disclosure policy which is designed to ensure that all material matters are appropriately disclosed in a balanced and timely manner and in accordance with the requirements of the ASX Listing Rules. This Policy is disclosed on the Company's website under Investor Relations/Corporate Governance.	Complies
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they are made.	Anatara's company secretary distributes all ASX announcements promptly after they are made.	Complies
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.	Before Anatara delivers any new and substantive investor/analyst presentation, a copy of the presentation is released to the ASX. Copies of all investor presentations are also disclosed on the Company's website under Investor Relations/Presentations.	Complies

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Principle 6 Respect the rights of security holders

6.1	<i>A listed entity should provide information about itself and its governance to investors via its website.</i>	The Board Charter and other applicable policies are available on the Company's website.	Complies
6.2	<i>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors</i>	The Company aims to ensure that all Shareholders are well informed of all major developments affecting the Company. The Company has a Securityholder Communications Policy to promote effective communication with securityholders and encourage effective participation at general meetings of the Company. This policy is disclosed on the Company's website under Investor Centre/Corporate Governance.	Complies
6.3	<i>A listed entity should disclose how it facilitates and encourages participation at meetings of security holders</i>	The Company has a Securityholder Communications Policy to promote effective communication with securityholders and encourage effective participation at general meetings of the Company. This policy is disclosed on the Company's website under Investor Centre/Corporate Governance.	Complies
6.4	<i>A listed entity should ensure all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.</i>	There will be a POLL Vote on ALL resolutions put to shareholders from the 2019 AGM forward.	Complies
6.5	<i>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</i>	The Company has instructed its share registry to facilitate this option for investors, as well as future shareholders at appropriate times.	Complies

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Principle 7 Recognise and manage risk

<p>7.1 <i>The board of a listed entity 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.</i></p>	<p>The Company has a combined Audit and Risk Management Committee to oversee risk. See above for independent status of the committee members. The functions and operations of the Committee are established under the Charter. This Charter is disclosed on the Company's website under Investor Relations/Corporate Governance. The number of times the committee met throughout each period and individual attendances is disclosed in the Company's Annual Report.</p>	<p>Complies</p>
<p>7.2 <i>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 (b) disclose, in relation to each reporting period, whether such a review has taken place</i></p>	<p>The Charter establishes the role of the committee. The committee established the risk management framework and has reviewed it during the reporting period to satisfy itself that it continues to be sound.</p>	<p>Complies</p>
<p>7.3 <i>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 risk management and internal control processes.</i></p>	<p>Due to the Company's limited number of employees and relative nature and scale of its operations, the costs of an independent audit function would be disproportionate. The Company has an external auditor, and the Audit and Risk Management Committee will monitor and evaluate material or systemic issues. The Board believes it and the Audit and Risk Management Committee have adequate oversight of the existing operations.</p>	<p>Complies</p>
<p>7.4 <i>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.</i></p>	<p>The Board does not believe the Company has any such material risks. The Company operates in accordance with the regulatory and ethical standards prescribed by the TGA and APVMA in Australia and other relevant regulators overseas.</p>	<p>Complies</p>

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Principle 8 Remunerate fairly and responsibly

<p>8.1 <i>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.</i></p>	<p>The Board has established a Remuneration and Nominations Committee to assist the Board to discharge its responsibilities in relation to remuneration and issues relevant to remuneration policies and practices, including those for senior management and non-executive Directors. The Remuneration and Nomination committee consists of Jane Ryan (committee chair), David Brookes and Sue MacLeman. It consists of a majority of independent directors, is chaired by an independent director who is not the Chairman and has at least three members. The composition and role of the Remuneration and Nomination Committee is set out in the Remuneration and Nomination Committee charter. This Charter is disclosed on the Company's website under Investor Relations/Corporate Governance.</p>	<p>Complies</p>
<p>8.2 <i>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.</i></p>	<p>The Company has adopted remuneration policies which comply with the Guidelines including separately disclosing the remuneration of nonexecutive directors, and the remuneration of executive directors and other senior executives. No senior executive is involved directly in deciding their own remuneration. The Company's remuneration policies are disclosed in each Annual Report.</p>	<p>Complies</p>
<p>8.3 <i>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.</i></p>	<p>In accordance with the Company's share trading policy, participants in any equity-based incentive scheme are prohibited from entering into any transaction that would have the effect of hedging or otherwise transferring the risk of any fluctuation in the value of any unvested entitlement in the Company's securities to any other person.</p>	<p>Complies</p>