

Alexium International Group Limited - Corporate Governance Statement

ASX Corporate Governance Council's Corporate Governance Principles and Recommendations – 4th Edition.

For the year ended 30 June 2024 and approved by the Board on 29 August 2024.

Alexium International Group Limited (**Company** or **Alexium**) is committed to best practice corporate governance and has reviewed all practices in line with the ASX Corporate Governance Council's principles of good corporate governance and best practice recommendations - 4th Edition (**Recommendations**). Throughout the financial year ended 30 June 2024, and as at the date of this statement, the Board has considered and applied the Recommendations to the circumstances of the Company. Where the Company's practice departs from a Recommendation, this corporate governance statement identifies the area of divergence and reasons for it, or the alternative practise adopted by the Company.

The documents that govern the Company's corporate governance framework, including its Constitution, charters and policies are available in the Corporate Governance section on the Company's website - <https://www.alexiuminternational.com/investor-relations/>

Recommendations

- 1.1 A listed entity should have and disclose a board charter setting out:
- the respective roles and responsibilities of its board and management; and
 - those matters expressly reserved to the board and those delegated to management.

- 1.2 A listed entity should:
- undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and
 - provide security holders with all material information in its possession relevant to a decision on whether to elect or re-elect a director.

- 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

Current Practice

The Board has adopted a Board Charter that formalises the functions and responsibilities of the Board.

The Board is responsible for the strategic direction of the Company with oversight and review of the management and administration of the Company. The Board delegates responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer/Managing Director (CEO/MD).

The respective roles and responsibilities of the Board, its Committees and senior executives are set out in the Board and respective Committee Charters and are available on the Company's website at <https://www.alexiuminternational.com/investor-relations/>.

The Board has established policies and procedures that apply to the appointment of new directors, which include checks as to the person's character, experience, education, and appropriate background checks.

At each annual general meeting, the Company provides shareholders with all material information in its possession relevant to a decision on whether to elect or re-elect a director.

Non-Executive Directors are provided a formal letter of appointment which sets out their duties and responsibilities, rights, and remuneration entitlements. Senior executives are employed under individual service contracts which set out their terms of employment including details of their duties, responsibilities, rights, and remuneration entitlements.

Recommendations

Current Practice

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 proper functioning of the board.

The Company Secretary is directly accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary is accessible to all Directors.

The Board is responsible for the appointment and removal of the Company Secretary.

As at 30 June 2024, Mr Mark Licciardo is the Company Secretary.

1.5 A listed entity should:

- have and disclose a diversity policy;
- through its board or committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives, and workforce generally; and
- disclose in relation to each reporting period:
 - the measurable objectives set for that period to achieve gender diversity;
 - the entity's progress towards achieving those objectives; and
 - either:
 - 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
 - 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.

The Board has adopted a Diversity Policy which aims to ensure that the Company's workforce, including the Board, is made up of individuals with diverse skills, values, backgrounds, and experience to the benefit of the Company.

The Diversity Policy does not include a requirement for the Board to establish measurable objectives for achieving gender diversity. Given the small size of the Company workforce, the Board has determined that it is not currently practicable to establish measurable objectives in this area. Notwithstanding the absence of a set measurable diversity objectives, the Company is, and will continue to be cognisant of promoting an inclusive and diverse workforce.

The proportion of women employees in the whole organisation, women in senior executive positions and women on the Board as at 30 June 2024 are set out in the following table:

	Proportion of Women
Whole Organisation (Excluding NEDs)	8
Snr Executive Positions (CEO/MD, VP Finance, CTO)	1
Non-Executive Directors	Nil

The Company is not deemed a "relevant employer" under the Workplace Gender Equality Act.

1.6 A listed entity should:

- have and disclose a process for periodically evaluating the performance of the board, its committees, and individual directors; and
- disclose, for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

A performance evaluation of the Board, its committees and individual directors was undertaken during the reporting period. An appropriate questionnaire was completed by all directors, results were collated and discussed.

1.7 A listed entity should:

- have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
- disclose, for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Company conducts annual performance evaluations of all staff.

Employee performance evaluations have been undertaken for all staff for the period ended 30 June 2024. Details on executive management performance incentives and remuneration are contained in the remuneration report section of the Director's Report, in the Company's Annual Report.

Recommendations

Current Practice

2.1

- The board of a listed entity should:
- have a nomination committee which:
 - has at least three members, a majority of whom are independent directors; and
 - is chaired by an independent director; and disclose:
 - the charter of the committee;
 - the members of the committee; and
 - as at the end of each reporting period, the number of times the committee met throughout the period and individual attendances of the members at those meetings: or
 - 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.

As of 30 June 2024, the Nomination & Remuneration Committee comprised of:

- Mr Dennis (Committee Chair) – Non-Executive Director/Non-Independent*;
- Mr Moore (Committee Member) – Non-Executive Director/Non-Independent; and
- Dr Paul Stenson (Committee Member) – Non-Executive/Independent.

Note:

*- Mr Dennis was considered an independent director up until his participation in the Company's Placement and Entitlement Offer in May 2024 via Wentworth Williamson.

As Mr Dennis represents Wentworth Williamson, a substantial holder of the Company, as of 30 June 2024, he is no longer considered an Independent Director.

The following two Committee members had resigned during the reporting period:

- Mrs Garnon – Non-Executive Director/Independent (Resigned 2 November 2023); and
- Retired Brigadier General Cheney – Non-Executive Director/Independent (Resigned 1 November 2023).

The Committee is chaired by a non-independent director. The Board believes the composition of the Committee is of sufficient size and independence to effectively discharge its mandate effectively, having regard to the available members of the Board and Company's operations.

The Nomination & Remuneration Committee Charter which sets out the Committee's role and responsibilities, composition, structure, and membership requirements is available on the Company's website <https://www.alexiuminternational.com/investor-relations/>.

Members' qualifications and experience, together with the number of meetings held throughout the year and attendance at those meetings is set out in the Company's Annual Report.

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.

The Board has developed a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve.

The Board regularly reviews whether the Directors as a group have the range of expertise, skills, knowledge, and operational and technical expertise relevant to the operation of the Company required to address existing and emerging business and governance issues and fulfil their role on the Board and on the Board Committees.

Alexium considers that its Board is currently comprised of members with skills and experience in the following areas.

Recommendations	Current Practice
Skills and Experience of Directors	
Strategy	Strategic planning & execution experience in developing, implementing, measuring, and reporting strategic objectives that succeed in delivering long term sustainable shareholder value.
Executive Management	<p>Experience at an executive level including the ability to:</p> <ul style="list-style-type: none"> • appoint and evaluate the performance of the CEO and senior executive managers; • oversee strategic human resource management including workforce planning, and employee and industrial relations; and oversee large scale organisational change.
Corporate Governance	Previous experience as either an executive or non-executive director that demonstrates sound understanding of Corporate Governance Principles in an ASX listed Company.
Commercial Framework Development	Ability to identify key issues and opportunities for the Company and develop appropriate policies to define the parameters within which the organisation should operate.
Financial Performance	<p>Qualifications and experience in accounting and/or finance and the ability to:</p> <ul style="list-style-type: none"> • analyse key financial statements; • critically assess financial viability and performance; • contribute to strategic financial planning; • oversee budgets and the efficient use of resources; • oversee funding arrangements and accountability; • business unit and corporate finance reporting; and • capital markets experience in sourcing funding from either debt or capital markets.
Risk and Compliance Oversight	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems.
Marketing	Marketing and distribution strategies for B2B. Marketing experience in key business areas.
Innovation and Entrepreneurial	Proven success as an innovator. The required entrepreneurial mindset to ensure success in a fast-moving market environment and R&D experience in chemical formulations.
Human Resources	Staff engagement & executive remuneration experience in staff engagement principles and executive remuneration packaging, KPI management and reporting.
Legal	Legal experience in, or awareness of, legal obligations under the <i>Corporations Act 2001</i> , tax, ASX Listing Rules and the equivalent US laws. Application for and management of patents and other intellectual property.
Supply Chain Management	Logistics and operational experience in supply chain management.
Technical /IT	<p>Experience at executive level including the ability to:</p> <ul style="list-style-type: none"> • manage digital transformation, cybersecurity, and privacy. • oversee and provide guidance on intellectual property, product development and technical sustainability

Further details regarding the skills and experience of each Director are included in the Director's Report within the Annual Report.

Recommendations

- 2.3 A listed entity should disclose:
- the names of the directors considered by the board to be independent directors;
 - 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,
 - the length of service of each director.

Current Practice

The independence of Directors was measured during the reporting period having regard to the defining characteristics set out in Box 2.3 of the Recommendations and in the light of the interests disclosed by each of the Directors.

The following table sets out the Directors of the Company as of 30 June 2024, including their non-executive and independent status.

Name	Appointment date	Resignation date	NED?	Independent?	Length of Service
Mrs Garnon	19-Sep-18	02-Nov-23	Yes	Yes	5 years 2 months
Retired Brigadier General Cheney	15-Apr-15	01-Nov-23	Yes	Yes	8 years 7 months
Mr Moore	01-Feb-20	-	Yes	No	4 years 4 months
Dr Stenson	15-Jun-20	-	Yes	Yes	4 years
Dr Brookins	13-Jul-18	-	No	No	6 years
Mr Dennis	01-Sep-21	-	Yes	No	2 years 9 months
Mr Blackburn	01-Sep-22	-	No	No	1 year 9 months

The Board will continue to monitor the interests of its directors and will review its assessment of independence at least annually, and as and when a director's circumstances change in a manner that warrants re-assessment.

The Board also assesses the independence of new directors upon appointment and reviews their independence, and the independence of other directors as appropriate.

- 2.4 A majority of the board of a listed entity should be independent directors.

As of 30 June 2024, only one of five directors was considered independent. The Board does not believe that this impacts its ability to operate effectively to discharge its duties and operate the Company.

The CEO/MD is not considered independent, by virtue of him being a Company Executive. Dr Brookins is not considered independent by virtue of him being the Company's Chief Technical Officer. Mr Simon Moore is not considered independent as he represents a major shareholder; Colinton Capital Partners and Mr Carl Dennis is not considered independent as he represents a major shareholder; Wentworth Williamson.

The Board will review its composition as the Company's operations evolve and will consider future Director appointments with the overall independence of the Board in mind.

- 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 CEO of the entity.

Mr Simon Moore is an interim non-independent non-executive Chair.

The roles of the Chair and CEO/MD are not exercised by the same individual. The Board Charter sets out distinct responsibilities of each role.

Recommendations

Current Practice

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.

New Directors are provided with a formal letter of appointment and introductory materials. The Board Charter provides that the Company Secretary is responsible for arranging an induction program for any new director. Directors are encouraged and given the opportunity to broaden their knowledge of the Company by visiting the Company's operational office. During the reporting period, Directors made several visits to the Company's operational site.

Directors are encouraged to undertake professional development opportunities as and when required to further develop and maintain their skills and knowledge.

3.1 A listed entity should articulate and disclose its values.

Make A Difference: We make a positive impact by empowering our teams to create breakthrough products and provide exemplary service to our customers. We act with purpose and accept the risks to bring innovative yet practical solutions to our markets.

Team-Oriented: We trust and support one another. We act as owners of the company with a passion for action and a can-do attitude. We contribute our best to the team and the company and accept personal responsibility for our performance and development.

Be Open and Honest: We believe open and honest communication builds trust, which is the foundation of any positive relationship.

Embrace and Drive Change: We embrace change. Those who lead change are in the best position to shape our bright future.

Work Smarter: We work efficiently and are focused on accomplishments that propel us forward while also increasing the quality of our results.

Exhibit Integrity: Our actions match our words. We do the right thing at all times.

Sustainability: We are good agents of our Company, our community, environment, and world, and are passionate about ensuring success today and for the future.

3.2 A listed entity should:

- have and disclose code of conduct for its directors, senior executives, and employees; and
- ensure that the board or a committee of the board is informed of any material breaches of that code.

The Company has adopted a Code of Conduct, a copy of which is available on the Company's website at <https://www.alexiuminternational.com/investor-relations/>.

The Code of Conduct applies to all Directors, senior executives, staff and other persons that act on behalf of Alexium.

Employees are responsible for actively reporting any breaches of the Code of Conduct and are encouraged to follow the steps outlined in the Whistleblower Policy.

Recommendations

Current Practice

3.3 A listed entity should:

- have and disclose a whistleblower policy; and
- ensure that the board or committee of the board is informed of any material incidents reported under that policy.

The Company has adopted a Whistleblower Policy. The Whistleblower Policy applies to its directors, senior executives, staff and other persons that act on behalf of Alexium.

The Board is informed of any material incidents reported under the Policy.

The Whistleblower Policy is available on the Company's website at <https://www.alexiuminternational.com/investor-relations/> and has been made available to all staff.

3.4 A listed entity should:

- have and disclose an anti-bribery and corruption policy; and
- ensure that the board or committee of the board is informed of any material breaches of that policy.

The Board has adopted an Anti-Bribery and Corruption Policy, a copy of which is available on the Company's website at <https://www.alexiuminternational.com/investor-relations/> and has been made available to all staff.

The Board or a Committee of the Board is informed of any material incidents of bribery or corruption, as they may be indicative of issues with the culture of the organisation.

Recommendations

Current Practice

4.1 The board of a listed entity should:

- have an audit committee which:
 - has at least three members all of whom are non-executive directors and a majority of whom are independent directors; and
 - is chaired by an independent director, who is not chair of the board. and disclose:
 - the charter of the committee;
 - the relevant qualifications and experience of the members of the committee; and
 - 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**
- 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.

As of 30 June 2024, the Audit Committee comprised of the following members:

- Mr Moore (Committee Chair) – Non-Executive Director/Non-Independent;
- Mr Dennis (Committee Member) – Non-Executive Director/Non-Independent*;
- Dr Stenson (Committee Member) – Non-Executive Director/Independent; and
- Mr Blackburn (Committee Member) – Chief Executive Officer/ Managing Director/Non-Independent.

Note:

*- Mr Dennis was considered an independent director up until his participation in the Company's Placement and Entitlement Offer in May 2024 via Wentworth Williamson.

As Mr Dennis represents Wentworth Williamson, a substantial holder of the Company, as of 30 June 2024, he is no longer considered an Independent Director.

The following Committee member had resigned during the reporting period:

- Retired Brigadier General Cheney – Non-Executive Director/Independent (resigned 1 November 2023)

The Committee is chaired by a non-independent director, who is also the interim chair of the Board.

The Board believes the composition of the Committee is of sufficient size and independence to effectively discharge its mandate effectively, having regard to the available members of the Board and Company's operations.

The Audit Committee Charter which sets out the Committee's role and responsibilities, composition, structure, and membership requirements is available on the Company's website <https://www.alexiuminternational.com/investor-relations/>.

Members' qualifications and experience, together with the number of meetings held throughout the year and attendance at those meetings is set out in the Company's Annual Report.

In addition to the Audit Committee members, the Company Chair, CEO/MD, Vice President Finance, external auditor, and Company Secretary regularly attend the meetings.

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 & 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 based on a sound system of risk management and internal control which is operating effectively.

Prior to Board approval of the Company's annual financial reports, the CEO and Vice President Finance provide the Board with declarations required under section 295A of the Corporations Act 2001 (Cth) and Recommendation.

Recommendations

Current Practice

- 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.
- The Company's Board reviews all periodic unaudited report releases to the public through a review process that includes senior management requests for verification of provided information. Once satisfied with content and source of information the Board approves the report for release to the public.
- 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.
- The Company has adopted a Price Sensitive Information Policy which sets out the processes and practices that ensure its compliance with the continuous disclosure requirements under the ASX Listing Rules and Corporations Act 2001 (Cth).
- The Price Sensitive Information Policy is available on the Company's website at <https://www.alexiuminternational.com/investor-relations/>.
- 5.2 A listed entity should ensure that its board receives copies of all material market announcement promptly after they have been made.
- All Board members receive copies of the market announcements as soon as they have been released with the ASX.
- 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.
- The Company issues presentations to the ASX Market Announcement Platform ahead of the Investor Webinars/ Presentations.
- 6.1 A listed entity should provide information about itself and its governance to investors via its website.
- Detailed information about its business and operations along with corporate governance practices can be found on the Company's website - www.alexiuminternational.com.
- 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.
- The Company has adopted a Shareholder Communication and Participation Policy which outlines the range of media used to communicate with shareholders and the types of information provided.
- The Company encourages participation by shareholders at the Company's general meetings, investor webinars/ presentations and via the contact details provided on the Company's website.
- The Shareholder Communication Policy is available on the Company's website at <https://www.alexiuminternational.com/investor-relations/>.

Recommendations

Current Practice

6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Company views general meetings as an important forum for reciprocal communication between itself and shareholders.

The Company provides a direct voting facility to allow security holders to vote ahead of general meetings without having to attend or appoint a proxy.

Shareholders are encouraged to participate in general meetings and are given the opportunity to ask questions of the Company and its auditors at the annual general meeting.

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.

At any General Meeting any substantive resolutions will be decided by way of a 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.

The Company provides shareholders with the option of receiving communications from, and sending communications to, the Company and Share Registry electronically. The Company provides a printed copy of the Annual Report only to those shareholders who have specifically elected to receive a printed copy. Other shareholders receive the Annual Report via email and are advised that it is available on the Company's website.

The Company's share register is managed by Automatic Pty Ltd. Shareholders can access their shareholding details or make enquiries about their shareholding electronically through the Automatic Investor Centre.

Recommendations

Current Practice

7.1 The board of a listed entity should:

- have a committee or committees to oversee risk, each of which:
 - has at least three members, a majority of whom are independent directors; and
 - is chaired by an independent director, and disclose:
 - the charter of the committee;
 - the members of the committee; and
 - 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**
- 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.

As of 30 June 2024, the Risk Committee comprised of the following members:

- Dr Stenson (Committee Chair) – Non-Executive Director/Independent;
- Mr Moore – Non-Executive Director/Non-Independent; and
- Dr Brookins – Executive/Non-Independent.

The following Committee members had resigned during the reporting period:

- Retired Brigadier General Cheney – Non-Executive Director/Independent (resigned 1 November 2023); and
- Mrs Garnon – Non-Executive Director/Independent.

The Committee is chaired by an independent director.

The Board believes the composition of the Committee is of sufficient size and independence to effectively discharge its mandate effectively, having regard to the available members of the Board and Company's operations.

The Risk Committee Charter which sets out the Committee's role and responsibilities, composition, structure, and membership requirements is available on the Company's website <https://www.alexiuminternational.com/investor-relations/>.

Members' qualifications and experience, together with the number of meetings held throughout the year and attendance at those meetings is set out in the Company's Annual Report.

In addition to the Risk Committee members, the Company Chair, CEO/MD, Vice President Finance and Company Secretary regularly attend the meetings.

The Risk Committee has the responsibility to establish policies on the system of internal control and identification and management of material risks in accordance with the Company's Risk Management Policy.

The Risk Management Policy is available on the Company's website at <https://www.alexiuminternational.com/investor-relations/> and is reviewed on an annual basis.

7.2 The board or a committee of the board should:

- 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
- disclose, in relation to each reporting period, whether such a review has taken place.

The Risk Committee is responsible for reviewing the Company's risk management framework to ensure the Company's governance processes and practices continue to be sound and that Alexium manages risk within the Board approved risk appetite.

The Risk Committee conducted its review during the reporting period and concluded that controls over risk management processes were considered adequate and effective. In addition to meetings of the Risk Committee, the Board is updated on material business and financial risks on an on-going basis.

Recommendations

- 7.3 A listed entity should disclose:
- if it has an internal audit function, how the function is structured and what role it performs; OR
 - if it does not have an internal audit function, disclose that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

Current Practice

The Company currently does not retain a dedicated internal audit position. Management and the Board consider this is appropriate, taking into consideration the stage of the Company's life cycle, the scale and relative simplicity of its current operations, and size of its finance function. The internal audit function is performed by senior management and reviewed by the Board. Currently this function comprises:

- regular review and testing of the adequacy of controls for risks identified as presenting the highest overall exposure;
- management's periodic confirmation that the assessment of these identified risks and their controls remain appropriate;
- identification and review of any newly identified risks that may develop resulting from changes to the business; and
- regular and recurring review of any deficiencies identified as part of an external audit and the subsequent actions taken to mitigate these risks.

Where considered appropriate, external guidance may be sought on specific risks or controls. The Audit Committee regularly discusses the appropriateness of controls with the external auditor and if considered necessary would initiate an audit of a particular function.

- 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

Environmental Sustainability

A key focus of Alexium's product portfolio is the environmentally friendly nature of these. With this, Alexium can ensure that the environmental impact by its customer's products is minimal and acceptable. Additionally, Alexium's manufacturing partners are selected in part based on their adherence to established environmental standards as well as compliance with manufacturing standards such as ISO 9001.

Social Sustainability

Social sustainability is an important aspect of Alexium's culture. Alexium values diversity in the workplace and has worked to have a diverse staff based on social, economic, and ethnic backgrounds. The compensation and promotion structure for staff is designed to encourage long-term careers. Alexium also strives to work with suppliers and consultants in our local community. For our markets as a whole, Alexium is actively engaged in key organizations for our suppliers and customers.

Recommendations

Current Practice

8.1 The board of a listed entity should:

- have a remuneration committee which:
 - has at least three members a majority of whom are independent directors; and
 - is chaired by an independent director; and disclose:
 - the charter of the committee;
 - the members of the committee; and
 - 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
- 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.

As of 30 June 2024, the Nomination & Remuneration Committee comprises of:

- Mr Dennis (Chair) – Non-Executive Director/Non-Independent;
- Mr Moore – Non-Executive Director/Non-Independent; and
- Dr Stenson – Non-Executive Director/Independent.

Note:

*- Mr Dennis was considered an independent director up until his participation in the Company's Placement and Entitlement Offer in May 2024 via Wentworth Williamson.

As Mr Dennis represents Wentworth Williamson, a substantial holder of the Company, as of 30 June 2024, he is no longer considered an Independent Director.

The following Committee members had resigned during the reporting period:

- Retired Brigadier General Cheney – Non-Executive Director/Independent (resigned 1 November 2023); and
- Mrs Garnon – Non-Executive Director/Independent (resigned 2 November 2023).

The Committee is chaired by a non-independent director.

The Board believes the composition of the Committee is of sufficient size and independence to effectively discharge its mandate effectively, having regard to the available members of the Board and Company's operations.

The Nomination & Remuneration Committee Charter which sets out the Committee's role and responsibilities, composition, structure, and membership requirements is available on the Company's website <https://www.alexiuminternational.com/investor-relations/>.

Members' qualifications and experience, together with the number of meetings held throughout the year and attendance at those meetings is set out in the Company's Annual Report.

In addition to the Nomination & Remuneration Committee members, CEO/MD, Vice President Finance and Company Secretary attend the meetings as appropriate.

Recommendations

Current Practice

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

Non-executive Directors are paid fees from an aggregate sum approved by shareholders of the Company. Non-executive Directors are remunerated at a fixed fee for their time and responsibilities, and their remuneration is not linked to the operating performance of the Company. There are no termination or retirement benefits for Non-executive Directors other than superannuation.

Remuneration of the CEO/MD and senior executives consist of a base salary, fringe benefits (including medical insurance) and performance incentives.

Details of remuneration are contained in the Remuneration Report, which forms part of the Directors' Report in the Company's Annual Report.

8.3 A listed entity which has an equity-based remuneration scheme should:

- have a policy on whether participants are permitted to enter transactions (whether using derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- disclose that policy or a summary of it.

The Company's Securities Dealing Policy prohibits Directors and key management personnel from entering transactions in associated products which operate to limit the economic risk of holding securities in the Company.

Further, any Director or key management personnel of the Company who enters margin lending arrangements or otherwise encumbers their securities of the Company is required to provide details of those security arrangements which may be subject to prohibitions on dealing as contained in the Securities Dealing Policy.

The Securities Dealing Policy is available on the Company's website at <https://www.alexiuminternational.com/investor-relations/>.