



Corporate Governance Statement

ARBN654147127

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EBR SYSTEMS, INC.

(ARBN 654 147 127) (“COMPANY”)

CORPORATE GOVERNANCE

STATEMENT

This Corporate Governance Statement sets out the position of the Company with regards to the ASX Corporate Governance Council’s 4th edition Corporate Governance Principles and Recommendations (**Principles and Recommendations**). While the Principles and Recommendations are not mandatory, the Company is required to disclose the extent to which it complies with the Principles and Recommendations each year.

The Board of directors confirms that the Company’s corporate governance framework complies in almost all respects with the Principles and Recommendations and that where it does not comply, it is due to the current relative size of the Company and the scale and nature of its operations. The Council recognises that different entities may legitimately adopt different governance practices, based on a range of factors, including their size, complexity, history, and corporate culture.

	Recommendations	Compliance	Comment
1	Lay solid foundations for management and oversight		
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Complies	<p>The Company’s Board Charter sets out the specific roles and responsibilities of the Board and management, including those matters expressly reserved to the Board and those delegated to management.</p> <p>It is available for review on the Company’s website:</p> <p>https://www.ebrsystemsinc.com/investor-center</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board’s composition, the establishment, operation and management of Board Committees and details of the Board’s relationship with management.</p>
1.2	<p>A listed entity should:</p> <p>(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 its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Complies	<p>The Board undertakes appropriate background checks before appointing a new director or senior executive or putting forward to security holders a candidate for election as a director (however this does not apply to the re-election of existing directors). Background checks have been undertaken in respect of all current directors.</p> <p>The Company seeks to 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.</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Complies	<p>The Company has written appointment letters or agreements with each director and senior executive individually, setting out the terms of their appointment.</p>

	Recommendations	Compliance	Comment
1.4	<p>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.</p>	Complies	<p>The Company has a company secretary based in the United States, John Sellers, as well as an Australian company secretary, Brendan Case, who are both accountable directly to the Board, through the Chair. The Australian company secretary is also the Company's representative for the purposes of ASX Listing Rule 12.6.</p>
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (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: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (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. 	Complies in part	<p>The Company's Diversity Policy applies to all directors, senior executives, and employees and certain third parties representing the Company (such as consultants and contractors).</p> <p>It is available for review on the Company's website:</p> <p>https://www.ebrsystemsinc.com/investor-center</p> <p>As a small company (amongst those listed on the ASX), the Company has limited resources and only has a small number of employees. When appropriate, having regard to its scale and resources, the Company intends to:</p> <ul style="list-style-type: none"> (a) establish appropriate and measurable objectives for achieving gender diversity; and (b) annually review and assess both the measurable objectives for achieving gender diversity and the Company's progress in achieving them. <p>There are currently two female directors (of seven).</p>

	Recommendations	Compliance	Comment
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board and its committees; and</p> <p>(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.</p>	Complies	<p>In accordance with the Nomination and Remuneration Committee Charter, the Board has established a process for periodically evaluating the performance of the Board and its committees. The process includes the completion of a questionnaire by each director which assesses the performance of the Board and its committees. The assessment covers a range of areas including:</p> <ul style="list-style-type: none"> • the composition of the Board; • the effectiveness of the Board and each committee on which they served; • the extent to which the responsibilities set forth in the respective charters of the Board and each committee are met; • the quality of reporting from and interaction with management; and • the extent to which substantive issues are appropriately prioritised and considered during Board meetings. <p>The results of the assessment are reviewed in detail by the Board.</p> <p>A Board, Committee and director performance evaluation was conducted for the 2024 financial year in accordance with this process and it was determined that the Board and its Committees continue to be effective and are focused on continuous improvement.</p> <p>The Nomination and Remuneration Committee Charter is available on the Company's website: https://www.ebrsystemsinc.com/investor-center</p>

	Recommendations	Compliance	Comment
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	Complies	<p>In accordance with the Board Charter, the directors' responsibilities include monitoring the performance of senior executives (including the CEO) and ensuring succession plans are in place.</p> <p>The Board has established a Nomination and Remuneration Committee which is responsible for advising the Board on a range of matters including determining executive remuneration policy, reviewing all equity based incentive plans and making recommendations to the Board regarding their adoption and implementation, and ensuring that the remuneration policies of EBR are balanced and do not reward behaviour that is inconsistent with its values.</p> <p>All senior executives of the Company are subject to an annual performance review. Each year during the budgeting process, the CEO sets senior executive key performance targets which are aligned to the performance targets set by the Board. These targets are aligned to the overall business goals and the Company's requirements. In the case of the CEO, these targets are negotiated between the Nomination and Remuneration Committee and approved by the Board. Remuneration incentives are dependent on the outcome of these evaluations.</p> <p>The Board and Nomination and Remuneration Committee ensure that an evaluation of the senior management team is undertaken annually.</p> <p>Further information regarding executive compensation can be found in the Remuneration Report in the 2024 Annual Report.</p>

	Recommendations	Compliance	Comment
2	Structure the Board to be effective and add value		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (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 <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>	Complies in part	<p>The Board has a Nomination and Remuneration Committee which has an independent Chair; however, this Committee did not have a majority of members who were independent directors throughout the year.</p> <p>Ms. Karen Drexler (Chair), Mr. Allan Will, Dr. Christopher Nave and Mr. Trevor Moody were members of this Committee until the Form 10 was deemed effective by the SEC on 30 September 2024 (U.S. time). For the reasons stated below in recommendation 2.3, Mr. Will and Dr. Nave are not considered to be independent directors.</p> <p>Mr. Will and Dr. Nave resigned as members of this Committee on the date the Form 10 was deemed effective by the SEC. Following their resignation from the Committee, Karen Drexler and Trevor Moody, both deemed to be independent directors, remained as the only two members of this Committee until 19 March 2025. Dr. David Steinhaus was appointed as the third independent member of this Committee by the Board on that date.</p> <p>The Board considers the composition of the Nomination and Remuneration Committee to be appropriate given the Company's stage of development.</p> <p>The qualifications and experience of the members of the Committee throughout the year are provided on the Company's website at:</p> <p>https://ebrsystemsinc.com/#about</p> <p>The Nomination and Remuneration Committee Charter is available on the Company's website.</p> <p>https://www.ebrsystemsinc.com/investor-center</p> <p>The Committee met 6 times in FY24. The number of meetings attended by each Committee member during the year are detailed in the Remuneration Report in the Annual Financial Report.</p>

	Recommendations	Compliance	Comment
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	<p>The Board has determined that, in terms of the mix of skills and diversity it is looking for in its membership, it is best served by having a mix of individuals with different perspectives that have deep expertise and a breadth of experience in a range of areas including:</p> <ul style="list-style-type: none"> • senior management; • business, corporate development and mergers and acquisitions; • strategy, innovation and oversight; • relevant research and development; • relevant marketing and sales; • relevant manufacturing; • relevant clinical research; • regulation and policy; and • financial management and corporate governance. <p>Details in relation to the qualifications, experience, mix of skills and diversity of the Board can be found on both the Company's Annual Report and website at:</p> <p>https://www.ebrsystemsinc.com/about-us</p>

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2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) 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) the length of service of each director.</p>	Complies	<p>The Board (in preparation for filing of a Registration Statement on Form 10-12G with the United States Securities and Exchange Commission (SEC)) engaged its external legal counsel to conduct an Independence Study to review and ascertain Board member compliance with various independence requirements and standards applicable to the Company. Various findings and actions recommended from the Study were approved by the Board. A summary follows below #.</p> <p>The Board considers that Dr. Bronwyn Evans, Dr. David Steinhaus, and Ms. Karen Drexler are independent directors, and these directors were considered to be independent through the year. These directors do not have any interest, position, association, or relationship of the type described in Box 2.3 of the Corporate Governance Principles and Recommendations.</p> <p>Mr. Trevor Moody was deemed to be an independent director of the Company following the Independence Study conducted during the year. (Mr. Moody was until April 2022 an officer of M.H. Carnegie & Co., a substantial securityholder in the Company and therefore had a position / relationship of the type described in Box 2.3.) Following the recommendation of the Independence Study conducted in mid-2024, the Board formed the view that sufficient time had passed for the previous association Mr. Moody had with M.H. Carnegie & Co. to not in any way interfere with the exercise of his independent judgment in carrying out his responsibilities as a director of the Company.</p> <table border="0"> <thead> <tr> <th style="text-align: left;">Director</th> <th style="text-align: left;">Joined the Board in:</th> </tr> </thead> <tbody> <tr> <td><i>Allan Will</i></td> <td><i>May 2003</i></td> </tr> <tr> <td><i>John McCutcheon</i></td> <td><i>June 2019</i></td> </tr> <tr> <td><i>Christopher Nave</i></td> <td><i>October 2017</i></td> </tr> <tr> <td><i>Trevor Moody*</i></td> <td><i>October 2017</i></td> </tr> <tr> <td><i>Bronwyn Evans</i></td> <td><i>October 2021</i></td> </tr> <tr> <td><i>David Steinhaus</i></td> <td><i>October 2021</i></td> </tr> <tr> <td><i>Karen Drexler</i></td> <td><i>October 2021</i></td> </tr> </tbody> </table> <p><i>*Mr. Moody initially served as a director from May 2003 to April 2010.</i></p>	Director	Joined the Board in:	<i>Allan Will</i>	<i>May 2003</i>	<i>John McCutcheon</i>	<i>June 2019</i>	<i>Christopher Nave</i>	<i>October 2017</i>	<i>Trevor Moody*</i>	<i>October 2017</i>	<i>Bronwyn Evans</i>	<i>October 2021</i>	<i>David Steinhaus</i>	<i>October 2021</i>	<i>Karen Drexler</i>	<i>October 2021</i>
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#	<p>A summary of the findings and actions of the Independence Study which were reviewed and approved by the Board follows below:</p> <ul style="list-style-type: none"> Board members Ms. Karen Drexler, Dr. Bronwyn Evans, Mr. Trevor Moody, and Dr. David Steinhaus are considered independent and having no relationships with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Audit and Risk Committee is comprised of Ms. Karen Drexler, Dr. Bronwyn Evans, and Dr. David Steinhaus as each meet the relevant independence requirements. Dr. Evans serves as Chair of the Audit and Risk Committee, and Ms. Drexler has been deemed the 'Audit Committee Financial Expert' as defined under SEC rules and regulations by virtue of her business background and experience, which includes serving as a chief executive officer with active supervision over financial reporting responsibilities. Dr. Christopher Nave was not deemed independent due to his role as Managing Director of Brandon Capital Partners ("BCP"), a significant stockholder in the Company, and stepped down from the Audit and Risk Committee once the Form 10 was deemed effective (30 September 2024 (U.S. time)) by the SEC. The Nomination and Remuneration Committee is comprised of Ms. Karen Drexler (Chairperson) and Mr. Trevor Moody. Mr. Allan Will was not deemed independent due to his being an employee of the Company in his role as Executive Chair and, along with Dr. Nave, stepped down from the Nomination and Remuneration Committee once the Form 10 was deemed effective by the SEC. Mr. John McCutcheon isn't deemed independent as he is an active employee of the Company. 																		

	Recommendations	Compliance	Comment
2.4	A majority of the board of a listed entity should be independent directors.	Complies in part	<p>As stated above in recommendation 2.3, the Board, following consideration of the recommendations of the Independence Study conducted during the year, deemed Mr. Moody to be an independent director. A majority of directors from that point were deemed by the Board to be independent.</p> <p>A majority of directors, however, were not considered to be independent by the Board throughout the full financial year.</p> <p>The Board believes that each of the non-independent Directors (Mr. Allan Will, Mr. John McCutcheon and Dr. Christopher Nave) make an invaluable contribution to the Company through their deep understanding of the business. Dr. Nave is also a non-executive director. Consequently, having considered the Company's immediate requirements, the Board believes that the composition of the Board reflects an appropriate range of skills, expertise, and experience for the Company.</p>
2.5	The chair of the board of a listed entity should be an independent director and should not be the same person as the CEO of the entity.	Complies in part	The Chair of the Board, Mr. Allan Will, is not an independent director since he is a Company employee in his role as Executive Chairman. However, the Board considers Mr. Will to presently be the most appropriate person to serve as Chair given the size of the Board and the Company's stage of development, as well as Mr. Will's extensive knowledge of the Company and its industry. Mr. Will does not serve in the capacity of CEO of the Company.
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 established a formal program for inducting new directors in advance of any new directors joining the Board. In addition, the Company is prepared to provide professional development options to directors reasonably requested by directors.
3	Instill a culture of acting lawfully, ethically and responsibly		
3.1	A listed entity should articulate and disclose its values	Complies	The Company discloses its values in its Code of Conduct and Ethics which is available on its website. The senior executive team is charged with the responsibility of inculcating those values across the business.
3.2	<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives, and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	Complies	The Company's Code of Conduct and Ethics applies to directors, senior executives, and employees. It is available on the Company's website (https://www.ebrsystemsinc.com/investor-center) and has been included as part of the induction process for new directors, senior managers, and employees. The Code of Conduct and Ethics requires that the Board be notified of material breaches.

	Recommendations	Compliance	Comment
3.3	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	Complies	<p>The Company's Whistleblower Policy for accounting and auditing matters applies to all directors, senior executives, and employees and certain third parties interacting with the Company. It is available on the Company's website and requires that all material incidents are reported to the Board.</p>
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that policy.</p>	Complies	<p>The Company's Anti-Bribery and Anti-Corruption Policy applies to all directors, senior executives, and employees and certain third parties acting for or on behalf of the Company. It is available on the Company's website and requires that all material breaches of the policy are reported to the Audit and Risk Committee or the Board.</p>
4	Safeguard the integrity of corporate reports		
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p style="margin-left: 40px;">(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p style="margin-left: 40px;">(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p style="margin-left: 40px;">(3) the charter of the committee;</p> <p style="margin-left: 40px;">(4) the relevant qualifications and experience of the members of the committee; and</p> <p style="margin-left: 40px;">(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>	Complies	<p>The Board has an Audit and Risk Committee with an independent Chair and had a majority of members who were considered by the Board to be independent throughout the year. Dr. Bronwyn Evans (Chair), Dr. Christopher Nave and Dr. David Steinhaus were members of this Committee until the Form 10 was deemed effective by the SEC on 30 September 2024 (U.S. time). For the reasons stated above in recommendation 2.3, Dr. Nave is not considered to be an independent director and resigned as a member of this Committee once the Form 10 was deemed effective by the SEC.</p> <p>With Dr. Evans and Dr. Steinhaus being independent directors, the Committee had a majority of members who were independent directors throughout the year. As stated in recommendation 2.3, Ms. Karen Drexler became a member of this Committee on the date the Form 10 was deemed effective. Following Ms. Drexler's appointment, each member of the Audit and Risk Committee is considered to be an independent director.</p> <p>The Chair of the Audit and Risk Committee is an independent director and not the Chair of the Board. The qualifications and experience of the members of the Committee are provided on the Company's website at:</p> <p>https://www.ebrsystemsinc.com/about-us</p> <p>The Audit and Risk Committee Charter is available on the Company's website.</p> <p>The Audit and Risk Committee met 7 times in FY24. The number of meetings attended by each Committee member during the year are detailed in the Remuneration Report in the Annual Financial Report.</p>

	Recommendations	Compliance	Comment
4.2	<p>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.</p>	<p>Complies (applying the US concepts where necessary)</p>	<p>Before it approves the Company's financial statements for a financial period, the Board seeks 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 fair and accurate 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 Company is giving a "fair and accurate" view, which is appropriate as the Company applies the accounting principles generally accepted in the United States and further, the declaration of 'true and fair' standard is a Corporations Act requirement that does not apply to the Company because it is incorporated outside of Australia.</p>
4.3	<p>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.</p>	<p>Complies</p>	<p>The Company's process for verifying unaudited periodic corporate reports and other unaudited material provided to shareholders is as follows:</p> <p>(a) Reports are prepared by, or under the supervision of, subject-matter experts (internal or external, as required);</p> <p>(b) Material statements in the reports are reviewed by management and key internal stakeholders, for accuracy and material requirements;</p> <p>(c) Information in a report that relates to financial projections, statements as to future financial performance or changes to the policy or strategy of the Company (taken as a whole) must be approved by the Audit & Risk Committee and the Board; and</p> <p>(d) The report is reviewed and approved for release to the ASX under the Company's Continuous Disclosure Policy.</p> <p>This process is intended to ensure that all applicable laws, regulations and Company policies have been complied with, and that the report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.</p>

	Recommendations	Compliance	Comment
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	The Company has adopted a Continuous Disclosure Policy to ensure compliance with the ASX Listing Rules continuous disclosure requirements. The Company's Continuous Disclosure Policy is available on the Company's website. https://www.ebrsystemsinc.com/investor-center
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 Company's Continuous Disclosure Policy charges the ASX Representative with responsibility for providing copies of all material market announcements to the Board promptly after they have been made.
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's Continuous Disclosure Policy requires that if the Company gives a new and substantive investor or analyst presentation, it must release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.
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's website contains information about the Company and its governance.
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Complies	The Company's website contains information about the Company and its governance. The website also contains the Company's contact details should investors wish to contact the Company.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complies	The Company's Continuous Disclosure Policy sets out the Company's policies and the processes it has in place to facilitate and encourage participation at meetings of security holders.
6.4	A listed entity should ensure that all substantive resolutions of a meeting of security holders are decided by a poll rather than by a show of hands.	Complies	All stockholder resolutions will be undertaken in accordance with the Company's amended and restated bylaws, amended and restated certificate of incorporation, Delaware law and the ASX Listing Rules. Resolutions will not be determined by a show of hands; rather every stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share held by such stockholder.

	Recommendations	Compliance	Comment
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	The Company's contact details are available on its website. Securityholders can submit an electronic query to the Company via its investor website or contact its registry, Computershare. All CDI holders have the option to receive communications by email.
7	Recognise and manage risk		
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (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 <p>(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.</p>	Complies	Please refer to response to recommendation 4.1.
7.2	<p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Complies	<p>The Audit and Risk Committee is responsible for reviewing the Company's risk management framework at least annually to assess whether it continues to be sound. The Company's Risk Management Policy is required to be reviewed annually.</p> <p>The Company's risk management framework was reviewed in FY24 by the Audit and Risk Committee.</p>

	Recommendations	Compliance	Comment
7.3	<p>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 governance, risk management and internal control processes.</p>	Complies	The Company is not of the size or scale to warrant the cost of an internal audit function. This function is undertaken by the Board as a whole via the Audit and Risk Committee, which is charged with responsibility for the review of risk management and internal control processes on a regular basis.
7.4	<p>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.</p>	Complies	The Company is not subject to material environmental or social risks.
8	Remunerate fairly and responsibly		
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p style="padding-left: 40px;">(1) has at least three members, a majority of whom are independent directors; and</p> <p style="padding-left: 40px;">(2) is chaired by an independent director,</p> <p>and disclose:</p> <p style="padding-left: 40px;">(3) the charter of the committee;</p> <p style="padding-left: 40px;">(4) the members of the committee; and</p> <p style="padding-left: 40px;">(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>	Complies in part	Please refer to response to recommendation 2.1.

	Recommendations	Compliance	Comment
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	In accordance with its Charter, the Nomination & Remuneration Committee clearly distinguishes the structure of non-executive directors' remuneration from that of executive directors and senior executives. Disclosure of the directors' and executives' remuneration can be found in the Remuneration Report in the 2024 Annual Report.
8.3	A listed entity which has an equity-based remuneration scheme should: <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>	Complies	The Company has a Securities Trading Policy which prohibits all participants in an approved share or option plan or who otherwise hold securities in the Company which are subject to performance or other vesting conditions or escrow from engaging in any conduct that seeks to secure the economic value attaching to the relevant securities and remove the element of price risk inherent in the value of those securities, while the securities remain unvested or subject to escrow. Please refer to the policy for further details. The Securities Trading Policy is available on the Company's website.
9	Additional recommendations that apply only in certain cases		
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	Will comply but not currently applicable	Not applicable to the Company's current directors.
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	Complies	The Company intends on holding its meetings of security holders virtually or in person and in any event, at a reasonable place and time for its security holders.
9.3	A listed entity established outside Australia, and an externally managed 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.	Complies	The Company's external auditor will be invited to attend the annual meeting of stockholders (either in person or by telephone) and will be available to answer questions from security holders relevant to the audit at the annual general meetings.

Appendix 4G*

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

EBR Systems, Inc.

ABN/ARBN

654 147 127

Financial year ended:

31 December 2024

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://www.ebrsystemsinc.com/investor-center>

The Corporate Governance Statement is accurate and up to date as at 19 March 2025 AEST and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 29 April 2025 AEST
Name of authorised officer authorising lodgement: Brendan Case, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes, and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 2 which is available at: https://www.ebrsystemsinc.com/investor-center and in our Board Charter which is available at: https://www.ebrsystemsinc.com/investor-center	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/> This information is disclosed in our: (a) Corporate Governance Statement on page 2; and (b) 2025 Notice of Meeting which is available on the following website at: https://www.ebrsystemsinc.com/investor-center The 2025 Notice of Meeting will be available from or around 19 April 2025.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 2.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 3.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate-governance/charters").

⁵ If you have followed all of the Council's recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(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</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(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</p> <p>(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.</p> <p>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.</p>	<p>The Company's Diversity Policy is available on the Company's website at: https://www.ebrsystemsinc.com/investor-center</p>	<p><input checked="" type="checkbox"/> an explanation is set out in our Corporate Governance Statement on page 3.</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees, and individual directors; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 4.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(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.</p>	<p><input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 5.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) 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>This information is disclosed in our Corporate Governance Statement on page 6.</p> <p>A copy of the charter of the committee is available on the Company's website at: https://www.ebrsystemsinc.com/investor-center</p> <p>The information referred to in paragraph (5) is available in the Remuneration Report which may be found in the Company's Annual Financial Report which is available on our website at: https://www.ebrsystemsinc.com/investor-center</p>	<p><input checked="" type="checkbox"/> an explanation is set out in our Corporate Governance Statement on page 6.</p>
2.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 7.</p> <p>The qualifications and experience of the members of the Board are provided on the Company's website at: https://www.ebrsystemsinc.com/about-us</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation 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) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 8.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement.</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	<input type="checkbox"/>	<input checked="" type="checkbox"/> an explanation is set out in our Corporate Governance Statement on page 9.
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.	<input type="checkbox"/>	<input checked="" type="checkbox"/> an explanation is set out in our Corporate Governance Statement on page 9.
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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 9.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> The Company discloses its values in its Code of Conduct which is available on the Company's website at: https://www.ebrsystemsinc.com/investor-center	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 9. The Company's Code of Conduct is available on the Company's website at: https://www.ebrsystemsinc.com/investor-center	<input type="checkbox"/> set out in our Corporate Governance Statement
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 policy.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 10. The Company's Whistleblower Policy is available on the Company's website at: https://www.ebrsystemsinc.com/investor-center	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
3.4	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 10.</p> <p>The Company's Anti-Bribery and Anti-Corruption Policy is available on the Company's website at: https://www.ebrsystemsinc.com/investor-center</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(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>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><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 10.</p> <p>A copy of the charter of the committee is available on the Company's website at: https://www.ebrsystemsinc.com/investor-center</p> <p>The information referred to in paragraph (4) is available on our website at: https://www.ebrsystemsinc.com/about-us</p> <p>The information referred to in paragraph (5) is available in the Remuneration Report which may be found in the Company's Annual Financial Report which is available on our website at: https://www.ebrsystemsinc.com/investor-center</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement.</p>
4.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 11.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 11.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 12.	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 12.	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 12.	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 12.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 12.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 12 and in our 2025 Notice of Meeting which is available on our website at: https://www.ebrsystemsinc.com/investor-center	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 12 and in our 2025 Notice of Meeting.	<input type="checkbox"/> set out in our Corporate Governance Statement
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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 13.	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of 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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 10.</p> <p>A copy of the charter of the committee is available on the Company's website at: https://www.ebrsystemsinc.com/investor-center</p> <p>and the information referred to in paragraphs (4) on our website at https://ebrsystemsinc.com/#about</p> <p>and the information referred to in paragraphs (2) and (5) in our Corporate Governance Statement on page 10 and in the Remuneration Report which may be found in the Company's Annual Financial Report which is available on our website at: https://www.ebrsystemsinc.com/investor-center</p> <p>.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 13.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>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 governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 14.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 14. The Company is not subject to material environmental or social sustainability risks.	<input type="checkbox"/> set out in our Corporate Governance Statement

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Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>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, 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 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>Please refer to response to recommendation 2.1.</p> <p>A copy of the charter of the committee is available on the Company's website at: https://www.ebrsystemsinc.com/investor-center</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement on page 6 OR</p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p>
8.2	<p>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.</p>	<p><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 15.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p>
8.3	<p>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><input checked="" type="checkbox"/></p> <p>This information is disclosed in our Corporate Governance Statement on page 15.</p> <p>The Company's Securities Trading Policy is available on the Company's website at: https://www.ebrsystemsinc.com/investor-center</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity, and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	Not applicable	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement on page 15 OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 15.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed 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.	<input checked="" type="checkbox"/> This information is disclosed in our Corporate Governance Statement on page 15.	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable