

2023 Corporate Governance Statement

The Board of Directors (**Board**) of Paragon Care Limited (**Company**) is responsible for the overall corporate governance of the Company and its subsidiaries (**Group**). The Board believes that good corporate governance helps ensure the future success of the Company, the Group and adds value to stakeholders and enhances investor confidence.

The ASX Listing Rules require listed companies to prepare a statement disclosing the extent to which they have complied with the recommendations of the ASX Corporate Governance Council (**Recommendations**) during the reporting period. The Recommendations are not prescriptive, such that if a company considers a recommendation to be inappropriate having regard to its own circumstances, it has the flexibility not to follow it. Where a company has not followed all the Recommendations, it must identify which Recommendations have not been followed and provide reasons for not following them.

This Corporate Governance Statement (**Statement**) discloses the extent to which the Company has followed the Recommendations, or where appropriate, indicates a departure from the Recommendations with an explanation. This Statement should be read in conjunction with the material on our website <https://paragoncare.com.au/corporate-governance>, including the 2023 Annual Report.

This Statement is current as at 29 August 2023 and has been approved by the Board.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1 - Role of the Board and Management

The role of the Board is to approve the strategic direction of the Group, guide and monitor the management of the Company and its businesses and oversee the implementation of appropriate corporate governance with respect to the Group's affairs. The Board aims to protect and enhance the interests of its shareholders, while considering the interests of other stakeholders, including employees, customers, suppliers, and the wider community.

The Board has a formal Board Charter which is available on the Company's website at <https://paragoncare.com.au/corporate-governance> that clearly sets out those matters expressly reserved for the Board's determination and those matters delegated to management.

The Board delegates responsibility for the day-to-day management of the Company and its business to the Group Chief Executive Officer and Managing Director (**Group CEO/MD**). The Group CEO/MD is supported by the senior executive team and delegates authority to appropriate senior executives for specific activities. The Board maintains ultimate responsibility for strategy, control, and risk profile of the Group.

Recommendation 1.2: Appointment of Directors

The Nomination and Remuneration Committee facilitates the selection and appointment of directors. Before the Board appoints a new director or puts forward a candidate for election, the Nomination and Remuneration Committee will ensure that appropriate background checks are undertaken.

We provide our shareholders with all material information in our possession that is relevant to their decision on whether or not to elect or re-elect a director through a number of channels, including via the notice of meeting and other information contained in the 2023 Annual Report.

Recommendation 1.3: Appointment Terms

Each director and senior executive are party to a written agreement with the Company which sets out the terms of that persons appointment, including the remuneration entitlement, declaration of any conflicts of interest as and when they arise, and performance requirements. Directors also receive a deed of indemnity, insurance, and access.

Details of executive contracts in place are detailed in the Company's Annual Remuneration Report in the 2023 Annual Report.

Recommendation 1.4: Company Secretary

The Board is supported by the Company Secretary, whose role includes supporting the Board on governance matters, assisting the Board with meetings and directors' duties, and acting as an interface between the Board and senior executives across the Group. The Board and individual directors have access to the Company Secretary.

Under the Company's governance framework, the Company Secretary is accountable to the Board, through the Chair, on all matters regarding the proper functioning of the Board. The Board is responsible for the appointment of the Company Secretary.

Details regarding our Company Secretary, including experience and qualifications, is set out in the Directors' Report in our 2023 Annual Report.

Recommendation 1.5: Diversity Policy

The workforce of the Company comprises individuals with diverse skills, backgrounds, perspectives and experiences and this diversity is valued and respected. To demonstrate the Company's commitment to developing measurable objectives to achieve diversity and inclusion in its workplace, the Company has implemented a Diversity & Inclusion Policy which can be viewed at <https://paragoncare.com.au/corporate-governance>

The Company values diversity and recognises the benefits it can bring to the Group's ability to achieve its goals. In the upcoming financial year, the Board intends to set out measurable objectives for diversity and inclusion – see below. Given the scale of its operations the Company must ensure that the best candidate at the time is appointed to any vacant position. The directors periodically review the Company's policies in the context of the principles of a Diversity Policy as outlined in Recommendation 1.5.

The Company has reported against a set of standardised gender equality indicators (GEI) provided by the Workplace Gender Equality Agency. The latest WGEA Report will be published later in the year and will be found at <https://www.wgea.gov.au/>.

The GEI indicators as at 31 March 2023 are provided here for information:

GEI 1 & 2 – Workforce and Governing Body Gender Composition (Source: WGEA Reporting as at 31/3/23)

	Male	Female	Grand Total
Board*(actuals)	6	0	6
CEO	1	0	1
Managers	54	36	90
Employee	208	158	366
Grand Total	269 (59%)	194 (41%)	463

GEI 3 – Equal Remuneration between Men and Women (Source: WGEA Reporting as at 31/3/23)

Average FTE Salary	Headcount - Female	Headcount - Male	% Female	Female Salary as % of Male Salary
E4 Org Head/Function Head		1	0%	
E3 Org Head/Function Head/Sub-function Head	1	2	33%	84%
E2 Org Head/Function Head/Sub-function Head	3	1	75%	66%
E1 Function Head/Sub-Function Head	4	4	50%	101%
M4 Senior Manager		3	0%	
P5 Expert Professional		5	0%	
M3 Manager	9	22	29%	107%
P4 Specialist Professional	9	22	29%	114%
M2 Team Leader (Professionals)	11	11	50%	109%
P3 Senior Professional	59	80	42%	107%
M1 Team Leader (Para-Professionals)	10	9	53%	124%
P2 Experienced Professional	22	18	55%	97%
S3 Senior Para-Professional	17	13	57%	109%
S2 Experienced Para-Professional	45	33	58%	112%
Grand Total	190	224	46%	94%

GEI 4

The Group uses employment terms, conditions and practices which support flexible working arrangement and support employees with family and caring responsibilities. A remote working policy and procedure was developed and deployed across the Group in May 2021 to offer greater flexibility of where work is to be carried out, for those roles eligible.

The workforce is balanced in terms of gender representation at the employee level. However, further analysis and review of the enablers to see greater gender balance at the manager level and above is proposed.

GEI 5

The General Manager, People and Culture is rolling out a program of greater consultation with staff on a range of matters including Gender Equality in the workplace.

The Company has set up the following measurable objectives to ensure we leverage the diverse contributions of our people:

Objective	Description	Status as at 30 June 2023
Gender Diversity	<ul style="list-style-type: none"> Implement female representation at Board level. Conduct a Group wide review of talent management processes and procedures by end FY24 to enable greater future female representation at the managerial levels going forward. 	<ul style="list-style-type: none"> This will be done as soon as practicable and when the opportunity presents itself. Ongoing

Recommendation 1.6: Board, Committees, and Individual Directors Performance Assessment

The Board is committed to formally evaluating its performance, the performance of its Committees, and individual directors, as well as the governance processes supporting the Board. The Board’s, its Committees’ and individual directors’ performances are assessed annually.

The Board and its Committees’ performance assessment is conducted through the completion of a questionnaire / survey by each director, and which is facilitated by the Company Secretary. The Company Secretary subsequently prepares and provides a report to the Nomination and Remuneration Committee which outlines the feedback received on the Board’s and Committees’ performance. The Nomination and Remuneration Committee then discusses areas and actions for improvement and reports them to the Board.

The Company undertook an internal Board and Committees assessment during the period under review in accordance with the above process. An analysis of the data collected indicated that the Board and Committees are functioning effectively against all criteria. The Board and Committees are committed to their roles and each Board member is dedicated to proactively support the Company and its stakeholders.

Recommendation 1.7: Senior Executive Performance Assessment

Senior Executives are appointed by the Group CEO/MD and their Key Performance Indicators (**KPIs**) contain specific financial and non-financial objectives. These KPIs are reviewed annually by the Group CEO/MD. The performance of each Senior Executive against these objectives is evaluated annually.

In the case of the Group CEO/MD, this review is conducted by the Nomination and Remuneration Committee and the results are reported to the Board.

Performance evaluations were undertaken during the reporting period by the Company in accordance with the process.

PRINCIPLE 2 – BOARD STRUCTURE

Recommendation 2.1: Nomination Committee

The Company’s Nomination and Remuneration Committee Charter provides for the creation of a Committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Nomination and Remuneration Committee Charter is available on our website at <https://paragoncare.com.au/corporate-governance>

The Board has established a Nomination and Remuneration Committee to assist the Board in ensuring it is equipped to discharge its responsibilities. The Committee has guidelines for the nomination and selection of directors and for the operation of the Board.

During the financial year 2023 the Committee was comprised of:

- Mr Geoff Sam – Chair of Committee
- Mr Shane Tanner – Committee Member
- Mr Alan McCarthy – Committee member

Following the resignation of Mr Mark Simari on 30 November 2022, Mr Geoff Sam was appointed as a Chair of Committee.

All Committee members were deemed independent Directors during the year and have relevant experience as shown in their biographies in the Directors Report.

Details of meetings held by the Committee during the year and member attendance are set out in the 2023 Directors’ Report.

In accordance with the Company’s Nomination and Remuneration Committee Charter the primary function of the Committee is to assist the Board to carry out the following:

- review director competence standards;
- review Board succession plans;
- evaluate the Board’s performance;
- make recommendations for the appointment and removal of directors to the Board; and
- make recommendations to the Board on recruitment, retention, and termination policies for senior management.

Recommendation 2.2: Board Skills Matrix

Our objective is to have an appropriate mix of expertise and experience on our Board so that it can effectively discharge its corporate governance and oversight responsibilities. It is the Board’s view that the current directors possess an appropriate mix of relevant skills, experience, expertise, and diversity to enable the Board to discharge its responsibilities and deliver the Company’s strategic objectives. This mix is subject to review on a regular basis as part of the Board’s performance review process.

The skills and experience represented on the Board and relevant to the Company’s business are set out in the matrix below:

<i>Skills and experience</i>	<i>Board Representation</i>
Strategy and leadership	High
Policy development	High
Corporate governance	High
Financial analysis and capital markets expertise	High
Risk and compliance oversight	High
People management	High
Commercial experience	High
Legal and regulatory approval	High
Health, safety, social and environmental responsibility	High
Stakeholder communication and engagement	High
Operational leadership	High
Global experience	High
Critical and innovative thinking	High
Negotiation and influence	High
Enabling innovation and technology	High

Full details of each directors' relevant skills and experience are set out in the 2023 Directors' Report.

Recommendation 2.3: Independent Directors

An independent director is a non-executive director who is not a member of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of judgement.

The Board regularly assesses the independence of each Non-Executive Director in light of the information which each director is required to disclose in relation to any material contract or other relationship with the Company in accordance with the director's terms of appointment, the Corporations Act 2001, and the Board Charter.

When appointing an independent director or reviewing the independence of its directors, the Board will have regard to the definition of independent director and the factors set out in the Recommendations, in particular the factors relevant to assessing the independence of a director set out in Recommendation 2.3.

The Board's assessment of each current Director is set out below.

Name	Position	Appointment Date	Status
Mr Shane Tanner	Non-Executive Chair	21 December 2005	Independent
Mr Brent Stewart	Non-Executive Director	31 May 2018	Independent
Mr Geoffrey Sam	Non-Executive Director	3 June 2016	Independent
Mr John Walstab	Non-Executive Director	16 February 2022	Non-Independent
Mr Alan McCarthy	Non-Executive Director	16 February 2022	Independent
Mr Mark Hooper	Group CEO/MD	4 April 2022	Non-Independent

The Board considers Messrs Tanner, Stewart, Sam and McCarthy to be independent having regard to the indicia in Box 2.3 in the ASX Recommendations. The Board has considered the holdings of shares in the Company by these Non-Executive directors and is of the opinion that their respective interests in shares would not materially interfere with, or could be reasonably perceived to interfere with, the independent exercise of their judgement in their position as a director. The Board also considers that they are otherwise free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of their judgement, and that each of these Directors is able to fulfil the role of Independent Director for the purposes of the ASX Recommendations.

Mr Hooper and Mr Walstab are considered by the Board not to be independent as they are employed in an executive capacity by the Company.

Recommendation 2.4: Majority Independence

As at the date of this Statement, four out of six directors are deemed independent and the Company has a majority of independent directors on the Board, which is consistent with Recommendation 2.4. The Chair of the Board, Mr Tanner, along with the other independent directors, Messrs Stewart, Sam, Walstab, Hooper and McCarthy provide an active role in challenging management.

Further information regarding our directors, including their experience and qualifications, is set out in the Directors' Report of our 2023 Annual Report.

Recommendation 2.5: Board Chair

The Chair, Mr Tanner, is an Independent Director and is the most appropriate person for the position of Chair because of his expertise and his in-depth knowledge of the Company, the industry, and markets in which the Company operates.

The Chair provides leadership to the Board in relation to all Board matters and is responsible for ensuring that the Board meets its responsibilities under the Board Charter. His role is set out in more detail in the Board Charter.

The roles of Chair and Group CEO/MD are exercised by different individuals, being Mr Tanner and Mr Hooper.

Recommendation 2.6: Induction, Education and Training

In accordance with the Company's Nomination and Remuneration Committee Charter, the Nomination and Remuneration Committee is responsible for establishing and reviewing induction and continuing professional development programs and procedures for directors to ensure that they can effectively discharge their responsibilities.

New directors are provided with copies of all relevant documents and policies governing the Company's business, operations, and management, at the time of joining the Board. The Company can provide appropriate professional development opportunities for directors to assist in their roles. Directors are also encouraged to personally undertake appropriate training and refresher courses conducted by the Australian Institute of Company Directors.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1: Statement of Values

The Company's values are the guiding principles and norms that define what type of organisation it aspires to be and what it requires from its directors. The Company's values and statement of values are outlined below and are also available on <https://paragoncare.com.au/about>

- **Customer:** We want to be seen as a true business partner to all our customers both internal and external.
- **Integrity:** We believe that trust is a fundamental requisite of good business. That is why we regard integrity as a critical core value. It is about being open, honest, and respectful at all times with our colleagues, with our customers and with all our stakeholders.
- **Transparency:** We believe that by always operating with high levels of transparency that all stakeholders will always feel aligned and part of the business' strategic direction.
- **Teamwork:** To deliver on our objectives and aspirations it is critical that we always embrace a team approach to everything that we do.

- **Accountability:** To deliver outcomes that exceed all expectations we believe that you have to be prepared to do the hard work, nothing is done simply because it is easy. Taking ownership and accountability helps us continually progress and improve as a team.

The Company's Executive Team are responsible for instilling these values across the Group.

Recommendation 3.2: Code of Conduct

The Board expects all directors, employees and contractors to act with the utmost integrity and objectivity, and in compliance with the letter and the spirit of the law and Company policies striving at all times to enhance the reputation and performance of the Company, in the following areas;

- Business ethics;
- Compliance with laws;
- Personal and professional conduct;
- Respect for others and improper behavior;
- Dealings with suppliers, customers, advisers and regulators;
- Dealing with the community; and
- Dealing with other employees.

The Company and its directors have always promoted ethical and responsible decision-making and the Company's Code of Conduct and this may be viewed on the Company's website at: <https://paragoncare.com.au/corporate-governance>. Any material breach of the Company's policies, including a breach of the Code of Conduct, is raised, and reviewed at each Board meeting.

Recommendation 3.3: Whistleblower Policy

The Whistleblower Policy demonstrates that the Company is committed to the highest standards of conduct and ethical behavior in all its business activities. The Company supports a culture of honest and ethical behavior in ensuring good corporate compliance and governance. The policy sets out, amongst other things, instances of suspected misconduct which can be reported to the internal and external parties and summarises the protections offered to whistleblowers.

Any material breach of the Company's policies, including any breach of the Whistleblower Policy, is raised, and reviewed at each Board Meeting.

The Whistleblower Policy is available on the Company's website <https://paragoncare.com.au/corporate-governance>.

Recommendation 3.4: Anti-bribery and Corruption Policy

The Anti-Bribery and Corruption Policy demonstrates that the Company is committed maintain high standards of integrity and accountability in conducting its business. The policy provides a framework of guidelines and principles to encourage ethical behavior in the conduct of business.

Any material breach of the Company's policies, including any breach of the Anti-Bribery and Corruption Policy, is raised at the Audit and Risk Committee level, with the latter reporting on them at the next Board meeting.

The Anti-Bribery and Corruption Policy is available on the Company's website <https://paragoncare.com.au/corporate-governance>.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1: Audit Committee

The Company's Audit and Risk Committee Charter provides for the establishment of an Audit and Risk Committee, with at least three members, a majority of whom are Independent Directors, and which shall be chaired by an Independent Director who is not the Board Chair. The Audit and Risk Committee Charter is available on our website at <https://paragoncare.com.au/corporate-governance>.

The Board has established an Audit and Risk Committee, which consists of three members:

- Mr Brent Stewart – Committee Chair
- Mr Geoffrey Sam – Non-Executive Director
- Mr Shane Tanner- Non-Executive Director

Following the resignation of Mr Mark Simari on 30 November 2022, Mr Brent Stewart was appointed as a Chair of the Committee.

All Committee members were deemed Independent Directors during the year and have the relevant experience as shown in their biographies in the Directors Report. Details of meetings held by the Committee during the year and member attendance are set out in the 2023 Directors' Report.

In accordance with the Company's Audit and Risk Committee Charter the primary function of the Committee is to assist the Board to carry out the following:

- review and monitor the integrity of the Company's financial reports and statements;
- monitor the performance and independence of the external auditor; and
- reviewing the consolidated accounts of the company.

It also has risk management and internal control functions as set out under Recommendation 6.1.

Recommendation 4.2: Assurances

The Group CEO/MD and Chief Financial Officer (**CFO**) provide an annual declaration to the Board prior to the Board's approval of the Company's full year financial results. This process was followed for the 2023 full year financial results, where the Group CEO/MD and CFO provided a declaration to the Board that, in their opinion, the financial records 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 Group, and their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. On this basis, the 2023 full year financial results were approved by the Board.

Recommendation 4.3: Verification of integrity of periodic corporate reports

Our external auditor, RSM Australia Partners (**RSM**), attends our AGM and a representative is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

RSM's independence declaration is contained in the Directors' Report in our 2023 Annual Report.

Any periodic corporate report the Company releases to the market that is not audited or reviewed by an external auditor is reviewed and approved by the Board so that it is satisfied the report in question is materially correct, balanced and provides investors with appropriate information to make an informed investment decision. Following review by the Board of Directors the report is formally approved prior to release.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1: Continuous Disclosure Policy

We are committed to providing information to shareholders and to the market in a manner that is consistent with the meaning and intention of the ASX Listing Rules and the Corporations Act.

To comply with these obligations, the Board has adopted a Continuous Disclosure Policy, which is available on our website at <https://paragoncare.com.au/corporate-governance>.

The Board has overarching responsibility for compliance with continuous disclosure obligations and Board approval is required for certain key matters (as set out in the Continuous Disclosure Policy) and matters may be referred to the Board for approval by the Chair of the Board, the Chair of the Audit and Risk Committee, or the Company Secretary.

The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive, and informed market and in compliance with our Securities Trading Policy (as applicable). In accordance with continuous disclosure obligations under the ASX Listing Rules, the Company has procedures in place to ensure that all price sensitive information is identified, reviewed by management, and disclosed to the ASX in a timely manner. The Company website includes a link to all information disclosed to the ASX.

Recommendation 5.2: Provide Board with copies of all material market announcements

The Company ensures that its Board receives copies of all material market announcements prior to release to the market followed by immediate notification including announcement following each release to the market.

Recommendation 5.3: Investor Presentations

In accordance with the recommendation, the Company ensures that all substantive presentations are released to the market to enable security holders the opportunity to have timely access to the latest information released by the Company.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1: Information and Governance

Information about the Company and its corporate governance policies is available on our website at <https://paragoncare.com.au/corporate-governance>.

The Company also maintains a separate investor page on our website to provide shareholders with links to annual and interim reports, ASX announcements, presentations, and other key information.

Recommendation 6.2: Investor Relations

We endeavour to communicate with shareholders and other stakeholders in an open, regular, and timely manner so that the market has sufficient information to make informed investment decisions.

Through its shareholder communications, we aim to provide information that will allow existing shareholders, potential shareholders, and financial analysts to make informed decisions about the Group's intrinsic value and meet its obligations under the ASX's continuous disclosure regime.

Our investor relations program includes:

- issuing regular written shareholder communications such as half yearly financial reporting and an Annual Report to address the Company's strategy and performance;
- sending and receiving shareholder communications electronically;
- maintaining the Board and corporate governance and investor sections on our website including posting all announcements after they have been disclosed to the market;
- promoting two-way interaction with shareholders, by supporting shareholder participation at general meetings including encouraging shareholders to send their questions to the Company prior to the annual general meeting and responding to their questions and feedback; and
- ensuring that continuous disclosure obligations are understood and complied with throughout the Group.

Shareholder queries should be referred to the Company Secretary in the first instance.

Our Shareholder Communications Policy is available on our website at <https://paragoncare.com.au/corporate-governance>.

Recommendation 6.3: Shareholder Meeting Participation

Shareholders are forwarded the Company's Annual Report, if requested (it is otherwise made available on the Company's website), and documents relating to each general meeting, being the notice of meeting, any explanatory memorandum and a proxy form and shareholders are invited to attend these meetings.

The Board regards each general meeting as an important opportunity to communicate with shareholders and it provides a key forum for shareholders to ask questions about the Company, its strategy and performance. At shareholder meetings, the Company will provide an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, management and if applicable our external auditor.

Recommendation 6.4: All substantive resolutions at a security holder meeting are decided by poll

To ascertain the true will of the Company's shareholders attending and voting at its meetings, whether they attend in person, electronically or by proxy or other representative, in most situations where this can be achieved the Company will conduct the voting procedure by a poll.

Recommendation 6.5: Electronic Communication with Shareholders

The website contains a facility for shareholders to direct inquiries to the Company at <https://paragoncare.com.au/contact>. The Company's shareholders may also deal directly with its share registry, Link Market Services, through its website at <https://www.linkmarketservices.com.au/corporate/contact-us.html> and may request to receive their shareholder correspondence electronically.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Recommendation 7.1: Risk Committee

The Company's Audit and Risk Committee Charter provides for the establishment of an Audit and Risk Committee, with at least three members, a majority of whom are Independent Directors, and which shall be chaired by an Independent Director who is not the Board Chair. The Audit and Risk Committee Charter is available on our website at <https://paragoncare.com.au/corporate-governance>.

The Board has established an Audit and Risk Committee, which consists of two members:

- Mr Brent Stewart – Committee Chair
- Mr Geoffrey Sam – Non-Executive Director
- Mr Shane Tanner – Non-Executive Director

Following the resignation of Mr Mark Simari on 30 November 2022, Mr Brent Stewart was appointed as a Chair of Committee.

All Committee members were deemed independent Directors during the year and have the relevant experience as shown in their biographies in the 2023 Directors Report.

Details of meetings held by the Committee during the year and member attendance are set out in the 2023 Directors' Report.

In accordance with the Company's Audit and Risk Committee Charter the Committee also has delegated responsibilities in relation to risk management which includes assisting the Board to:

- review and make recommendations regarding the adequacy and integrity of the Company's risk management framework and system of internal controls; and
- reviewing compliance with relevant laws and regulations

Recommendation 7.2: Review of Risk Management Framework

The Group's risk management framework is supported by the Board, management team and the Audit and Risk Committee. The Board is responsible for approving and reviewing the Company's risk management strategy and policy. The management team is responsible for monitoring and ensuring that appropriate processes and controls are in place to manage risk effectively and efficiently.

A review of the Company's risk management framework is undertaken by the Board and management on a regular, ongoing basis. The Board has reviewed its risk management framework during the period under review.

Recommendation 7.3: Internal Audit

The internal audit function provides independent and objective assurance on the adequacy and effectiveness of the Group's systems for risk management, internal control, and governance, along with recommendations to improve the efficiency and effectiveness of these systems and processes.

The Audit and Risk Committee Charter provides for the Committee to monitor the need for an internal audit function.

The Company did not have an internal audit function for the past financial year. Due to the size of the Company, the Audit and Risk Committee did not consider it necessary to have an internal audit function.

Recommendation 7.4: Environmental and Social Risk

The Company is not subject to any particular or significant single environmental and social risk. The Company is subject to range of general economic risk, including macro-economic risks, government policy, general business conditions, changes in technology and many other factors. Details on those risks are available in the 2023 Annual Report.

The Board does not believe the Company has any material exposure to environmental and social risks at the present time.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBILITY

Recommendation 8.1: Remuneration Committee

The Company's Nomination and Remuneration Committee Charter provides for the creation of a Committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Nomination and Remuneration Committee Charter is available on our website at <https://paragoncare.com.au/corporate-governance>.

The Board has established a Nomination and Remuneration Committee to assist the Board in ensuring it is equipped to discharge its responsibilities. The Committee has guidelines for the nomination and selection of directors and for the operation of the Board.

During the financial year 2023 the Committee was comprised of:

- Mr Geoff Sam– Chair of Committee
- Mr Shane Tanner – Committee Member
- Mr Brent Stewart – Committee member

Following the resignation of Mr Mark Simari on 30 November 2022, Mr Brent Stewart was appointed as a Chair of Committee.

All Committee members were deemed Independent Directors during the year and directors have the relevant experience as shown in their biographies in the Directors Report. Details of meetings held by the Committee during the year and member attendance are set out in the 2023 Directors' Report.

In accordance with the Company's Nomination and Remuneration Committee Charter, the Committee has delegated responsibilities in relation to remuneration matters which includes assisting the Board by recommending:

- executive remuneration and incentive policies;
- the remuneration packages of senior management;
- incentive schemes;
- superannuation arrangements; and
- the remuneration framework for directors.

Recommendation 8.2: Remuneration Policies and Practices

The Nomination and Remuneration Committee is responsible for determining and reviewing remuneration policies for the directors and senior executives. If necessary, it obtains independent advice on the appropriateness of remuneration packages given trends in comparable companies and in accordance with the objectives of the Company.

Details of the Company's remuneration practices for its directors and senior executives are disclosed in the Remuneration Report in the Company's Annual Report. The Remuneration Report highlights the balance between fixed pay, short term incentive and long-term incentives, and includes details of the remuneration paid and the relationship to the Company's performance.

Recommendation 8.3: Equity Based Remuneration Scheme

The Company has a Securities Trading Policy which includes a policy prohibiting participants of an equity-based remuneration scheme from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

A copy of the Company's Securities Trading Policy is available on the Company's website at:
<https://paragoncare.com.au/corporate-governance>.