



The Board is responsible for the overall corporate governance of the Company, including the establishment and monitoring of key performance goals. It is committed to attaining standards of corporate governance that are commensurate with the Company's needs. In this regard, the Board has created a framework for managing the Company, including internal controls and a business risk management process. This framework is reflected, in part, in the policies and charters described below.

In light of the Company's current stage of development, the Board considers that its current composition is appropriate. As the Company's activities change in nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed and may change.

The 2025 Corporate Governance Statement was adopted by the Board on 18<sup>TH</sup> December 2024.

The Company's corporate governance policies and practices as at the date of this Report are outlined below and are available on the Company's website [www.lixa.life](http://www.lixa.life).

## Board Charter

The Board guides and monitors the business and management of the Company. Under its Charter, the Board is responsible for, amongst other things:

- providing leadership and setting the strategic objectives of the Company;
- appointing the chairperson of the Board;
- appointing, and when necessary replacing, the Managing Director and Chief Executive Officer;
- approving the appointment, and when necessary replacement, of other senior executives;
- overseeing management's implementation of the Company's strategic objectives and its performance generally;
- approving operating budgets and major capital expenditure;
- overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;
- approving the Company's remuneration framework;
- monitoring the effectiveness of the Company's governance practices;
- ensuring that the Company has appropriate corporate governance structures in place, including standards of ethical behaviour and a culture of corporate and social responsibility; and
- ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully informed basis.

For the purposes of corporate governance reporting, Dr Maud Eijkenboom is the Company's Managing Director and Chief Executive Officer.

## Composition of the Board

Election of Board members is substantially the province of the shareholders in general meeting.

The current Board of Directors is as follows:

|                    |                          |
|--------------------|--------------------------|
| Dr Maud Eijkenboom | – Managing Director      |
| Mr John Poynton    | – Chairperson            |
| Mr Brett Rowe      | – Non Executive Director |
| Mr Craig Ridley    | – Company Secretary      |

Details of the skills and experience of Directors of the Company are included in the Directors' Report section of the Annual Financial Statements and also on the Company's website at [www.lixalife.com](http://www.lixalife.com).

## Summary of Charters and Policies

Set out in the table below is a list of Neolixir Ltd's (Company) corporate governance charters and policies and a brief description of the purpose of each. Copies of the charters and policies are in the Corporate Governance section of Neolixir's website at [www.lixalife.com](http://www.lixalife.com).

As Neolixir's activities develop in size, nature and scope, the implementation of additional corporate governance policies will be given further consideration.

| <b>Charter / policy</b>                        | <b>Purpose</b>   |
|--|--|
| <b>Board Charter</b>                           | Sets out the various responsibilities of the Board with regard to the overall operation and stewardship of Neolixir.   |
| <b>Code of Conduct</b>                         | The Code of Conduct aims to develop a consistent understanding of, and approach to, the desired standards of conduct and behaviour of the Directors, officers, employees and consultants in carrying out their roles for Neolixir.   |
| <b>Risk Management Policy</b>                  | The purpose of the Risk Management Policy is to: <ul style="list-style-type: none"> <li>(a) provide a framework for identifying, assessing, monitoring and managing risk;</li> <li>(b) communicate the roles and accountabilities of participants in the risk management system; and</li> <li>(c) highlight the status of risks to which Neolixir is exposed, including any material changes to Neolixir’s risk profile.</li> </ul>  |
| <b>Audit Policy</b>                            | The Audit Policy states the roles and responsibilities of the Board in performing its function to oversee Neolixir’s internal and external audit matters. The primary role of the function is to: <ul style="list-style-type: none"> <li>(a) monitor the integrity and quality of interim and annual financial reporting and disclosures;</li> <li>(b) identify key business, financial and regulatory risks;</li> <li>(c) monitor compliance with relevant laws, regulations, standards and codes;</li> <li>(d) monitor the adequacy of the internal control framework; and</li> <li>(e) monitor the integrity of internal and external audit.</li> </ul> |
| <b>Diversity Policy</b>                        | Neolixir has adopted a Diversity Policy to encourage the creation of a workplace where well qualified management are appointed and with a corporate culture of diversity in composition of executives, management and employees.<br><br>The Company employs new employees and promotes current employees on the basis of performance, ability and attitude. The Board is continually reviewing its practices with a focus on ensuring that the selection process at all levels within the organisation is formal and transparent and that the workplace environment is open, fair and tolerant.  |
| <b>Whistleblower Policy</b>                    | Neolixir has adopted a Whistleblower Policy to encourage all directors, officers, employees, consultants and contractors of Neolixir to raise any concerns or report instances of any potential breach of law, any violations (or suspected violations) of the Company’s Code of Conduct or any other legal or ethical concern without the fear of detriment. The policy sets out reportable and non-reportable conduct and notes the appointment of the Company Secretary as the Company’s Whistleblower officer.   |
| <b>Anti-bribery and anti-corruption Policy</b> | Neolixir adopted an Anti-bribery and anti-corruption Policy in recognition that bribery and corruption act to undermine legitimate business activities, distort competition and may expose the Company, its employees and other stakeholders to significant risks.<br><br>The Company provides a safe mechanism pursuant to its Whistleblower Policy to enable and encourage the reporting of any actual, alleged, or perceived, instances of bribery or corruption by any individual to which this policy applies.  |

## Diversity Disclosures

The Company, in keeping with the recommendations of the Corporate Governance Council, provides the following information regarding the proportion of gender diversity in the organisation as at 30 June 2024:

|   | Proportion of female / total number of persons employed |
|---|---|
| Females employed in the Company as a whole                    | 5 / 10  |
| Females employed in the Company in senior executive positions | 1/ 3  |
| Females appointed as a Director of the Company                | 1/ 3  |

The recommendations of the Corporate Governance Council relating to reporting require a Board to set measurable objectives for achieving diversity within the organisation, and to report against them on an annual basis. The Company has implemented measurable objectives as follows:

| Measurable Objective   | Objective Satisfied | Comment   |
|--|---------------------|---|
| Adoption and promotion of a Formal Diversity Policy  | Yes                 | The Company has adopted a formal diversity policy which has been made publicly available via the Company's website.   |
| To ensure Company policies are consistent with and aligned with the goals of the Diversity Policy  | Yes                 | The Company's selection, remuneration and promotion practices are consistent with the goals of the Company's Diversity Policy.  |
| To provide flexible work and salary arrangements to accommodate family commitments, study and self-improvement goals, cultural traditions and other personal choices of current and potential employees. | Yes                 | The Company will, where considered reasonable and where compatible with the Company's operations, accommodate requests for flexible working arrangements.   |
| To implement clear and transparent policies governing reward and recognition practices.  | Yes                 | The Company grants reward and promotion based on merit and responsibility as part of its ongoing review processes.  |
| To provide relevant and challenging professional development and training opportunities for all employees.   | Yes                 | The Company seeks to continually encourage self-improvement in all employees, irrespective of seniority, ability or experience, through external and internal training courses, regular staff meetings and relevant on job mentoring. |

The Company has not at this time implemented specific measurable objectives regarding the proportion of females to be employed within the organisation or implemented requirements for a proportion of female candidates for employment and Board positions. The Board considers that the setting of quantitative gender based measurable targets is not necessarily consistent with the merit and ability-based policies currently implemented by the Company, taken in the context of the current nature of the Company's operations, the stage of its development and the small size of its workforce.

The Board will consider the future implementation of gender-based diversity measurable objectives when more appropriate to the size and nature of the Company's operations.