SomnoMed Limited

ACN 003 255 221

Corporate Governance Policies

Approved by Board 27th August 2026

ASX Corporate Governance Council's Corporate Governance Principles and Recommendations

SomnoMed Limited ('The Company') recognises that in Australia the generally accepted guidance on what constitutes good corporate governance is set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendation (4th Edition, February 2019). The Company has used these Principles and Recommendations to develop appropriate Company charters, and it is for this reason that the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations are referred to in these Corporate Governance Policies.

Board Charter

The Board of SomnoMed Limited (Board) is responsible to the shareholders for determining the strategic direction of the Company.

Accountabilities

AUTHORITY AND PURPOSE

The Constitution of the Company and the ASX listing rules set out details regarding Board composition, size, term of office, committees and governance standards. This Charter identifies roles and responsibilities of the Board and management.

FUNCTION

The Board is responsible for:

(a) setting the strategic goals of the Company.
(b) oversight of the management of the Company.
(c) protecting and increasing shareholder value.

RESPONSIBILITIES

- the overall corporate governance of the Company including its strategic direction, financial objectives, and overseeing (or supervision) of control and accountability systems;
- input into and approval of strategic plans and goal and performance objectives, key operational and financial matters, as well as major investment and divestment proposals;
- being accountable for the performance of the Company;
- providing leadership and setting the strategic objectives of the Company;
- appointing the Chair and/or the "senior independent director";
- appointing, and when necessary replacing, the Chief Executive Officer ('CEO') and other senior executives including the Company Secretary;
- assessing the performance of the CEO and overseeing succession plans for senior executives;
- approving the nominations of Directors to the Board;
- overseeing management's implementation of the Company's strategic objectives;

- approving operating budgets and major capital expenditure;
- overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- overseeing the Company's process for market disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- ensuring that the Company has in place an appropriate risk management framework and setting the risk parameters within which the Board expects management to operate;
- approving the Company's remuneration framework;
- monitoring the effectiveness of the Company's governance practices;
- reporting to and communications with shareholders;
- the approval of the annual and half yearly financial report; and
- monitoring the performance of the Company.

PROTOCOLS

The Board has issued a separate Board Protocol to govern the individual responsibilities of directors.

DELEGATIONS

The Board delegates to the CEO and the senior executive team, authority over the day-to-day management of the Company and its operations, including responsibility for:

- implementing the strategic objectives set by the Board;
- operating within the risk parameters set by the Board;
- operational and business management of the Company;
- managing the Company's reputation and operating performance in accordance with parameters set by the Board;
- day-to-day running of the Company;
- providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities; and
- approving capital expenditure (except acquisitions) within delegated authority levels.

Board Protocol

This protocol is for Directors of SomnoMed Limited (Company).

DIRECTOR

- To act honestly at all times and in the best interests of the Company.
- Exercise appropriate care and diligence in performing their duties.
- Their priority is to the Company, and not to any outside party or shareholder.
- Not disclose confidential or proprietary information to outside parties
- Not to use Company information for the benefit of the Director or persons associated with them.
- Notify the Chair of any potential conflict of interest.
- The majority of the Board should be independent non-executive directors.
- The Board has had a majority of independent non-executive directors since 17th January 2025.
- Mr Gisz (who was appointed as a director on 3rd October 2024) is a director of companies which are substantial shareholders in the Company. The Board is of the opinion that Mr Gisz is however independent from management, acts in the best interests of the Company and that his shareholding interest closely aligns his interests with those of all shareholders.
- Ms Amrita Blickstead and Ms Karen Borg were Co-CEOs since 23rd February 2024. Prior to their appointment as Co-CEOs and becoming executive directors, both Ms Blickstead and Ms Borg were independent non-executive directors. Ms Blickstead resigned as Co-CEO on 27th July 2026 and Ms Borg has acted as CEO since 28th July 2026.
- Remuneration of non-executive directors must not exceed the aggregate amount approved by shareholders.
- Remuneration of executive directors is determined after consideration of market rates, based on the services provided.

CHAIR

- Responsible for overseeing the Board.
- Ensure that systems are in place to ensure compliance with the Listing Rules, and in particular, the Continuous Disclosure Rules.
- Reviews ASX announcements before their release.
- Should be an independent director and the role of Chair and Chief Executive Officer should not be shared by the same individual. The Chair is an independent non-executive director.

MEETING PROTOCOLS

- The Board meets during the year, as appropriate. The Chair may call additional meetings from time to time as needed.
- Two or more Directors may ask the Chair to call a special Board meeting for a specific purpose.
- The agenda for meetings is to be approved by the Chair.
- Board papers are to be distributed electronically by the Company Secretary
- All Board papers and all discussions of the Board both formal and informal are confidential.
- Board members, past and present, may access a copy of any paper from the official records for any Board meeting at which they were/are a member.
- A quorum for Board meetings is two members of the Board.
- The Company constitution provides that the Chair of the meeting shall have a second or casting vote.

Code of Conduct & Core Values

SomnoMed Limited (Company) expects honesty and integrity in the conduct of its business. This applies to directors, executives, employees and contractors. They are expected to comply with all relevant laws, rules and regulations.

CONFLICTS

Potential conflicts of interest are to be reported to the Company Secretary.

COMPANY ASSETS

Assets of the Company are to be used in the interests of the Company.

CONFIDENTIAL INFORMATION

Confidential or commercially sensitive information is not to be disclosed without proper authorisation. However, there is an obligation to ensure that:

- Continuous disclosure obligations are to be met in accordance with the *Company's Continuous Disclosure Policy*
- Securities trading must be conducted in compliance with the Company's *Securities Trading Policy*.

EMPLOYMENT PRACTICES

SomnoMed requires the following of each relevant person:

- act honestly, in good faith and in the best interests of the Company as a whole;
- exercise a duty to use care and diligence in fulfilling the functions of office or position and exercising the powers attached to that office or position;
- use the powers of office for a proper purpose and in the best interests of the Company as a whole;
- recognise that the primary responsibility is to the Company as a whole but may, where appropriate, have regard for the interest of other stakeholders of the Company;
- not to make improper use of information acquired as a director or employee;
- not take improper advantage of their position as a member of the Board or employee;
- properly manage and declare any conflict of interest with the Company;
- directors to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
- confidential information received in the course of the exercise of their duties remains the property of the Company and, unless appropriate authority granted, it is improper to disclose it, or allow it to be disclosed;
- not to engage in conduct likely to affect the reputation of Company; and
- to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

GIFTS AND ENTERTAINMENT

All business entertainment received or provided is to be reasonable and properly authorised:

- Gifts may only be accepted which are not in cash or equivalent, of small value, and appropriate to the business relationship
- No employee will make offers of, or receive, bribes or other improper payments.
- Refer also to the Company's Anti-bribery policy.

CORE VALUES

SomnoMed Limited aims to enhance and maintain our business reputation by ensuring all Board members and employees embrace a high standard of ethical behaviour, integrity and honesty, by:

- Complying with required laws and rules and regulations from regulatory bodies;
- Complying with the Company's charters and policies;
- Acting in a professional manner when engaging with shareholders and stakeholders; and
- Ensuring the Company's business and investment strategy is executed in an ethical manner and in the best interests of shareholders.

Continuous Disclosure Policy

The Board of SomnoMed Limited (Company) has adopted this policy with respect to its continuous disclosure obligations. The Board acknowledges that for ASX listed companies, continuous disclosure is important.

AUTHORITY AND PURPOSE

The Company's disclosure policy and procedures are designed to comply with all applicable laws and regulations. The Company is committed to:

- promoting investor confidence and ensure that shareholders and the market are provided with timely disclosure of all material matters concerning the Company;
- ensuring that the continuous disclosure obligations contained in the ASX Listing Rules and the disclosure requirements under the Corporations Act are satisfied; and
- ensuring that all shareholders have equal and timely access to information issued by the Company.

Where announcements are made to the market through the ASX, such announcements are pre-vetted by the CEO, the CFO, Chair and Board of Directors to ensure that such statements are:

- factual;
- do not omit material information; and
- expressed in a clear and objective manner.

PRINCIPLES

Under ASX Listing Rule 3.1 and section 674(2) of the Corporations Act, the Company is required to notify the ASX immediately upon becoming aware of any information concerning it that:

(a) is not generally available; and

(b) a reasonable person would expect to have a *material effect* on the price or value of the Company's securities.

The only exception to the above rule is where:

- a reasonable person would not expect the information to be disclosed; and
- the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- one or more of the following applies:
  - it would be a breach of a law to disclose the information;
  - the information concerns an incomplete proposal or negotiation;
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - the information is generated for the internal management purposes of the Company; or
  - the information is a trade secret

As soon as possible after disclosure to the Stock Exchange all announcements will be posted on the Company's website.

COMPANY SECRETARY

The Company Secretary is responsible for:

(a) lodging announcements with the ASX

(b) ensuring disclosure of information to the ASX.

The Company Secretary is to ensure compliance of the Company's disclosure policy.

GUIDELINES TO EMPLOYEES

Any employees who become aware of potentially price sensitive information which they consider may not be known to the CEO or Board must immediately inform the Chair, CEO or Company Secretary of that information.

Audit & Risk Committee

The Board of SomnoMed Limited (the Company) has established an Audit & Risk Committee ("ARC") governed by this charter.

AUTHORITY

The ARC is to investigate any activity of the Company of an unusual nature. ARC is able to investigate any matter brought to its attention and have unfettered access to the books and records of the Company.

COMPOSITION

ASX guidelines recommend an audit and risk committee includes three non-executive directors, the majority of whom are independent directors.

The ARC currently consists of three non-executive directors, including two independent directors under ASX guidelines. The Company is in compliance with these requirements.

The ARC may invite other persons including executive directors, management personnel and the Company's auditors to attend part or all of their meetings.

At least one member of ARC or an invited participant shall hold financial/accounting qualifications. Messrs Gordon and Gisz hold such qualifications.

The Chair of ARC is currently Mr Gordon. As required by ASX guidelines the Chair must be a non-executive, independent director and should not be the Chair of the Board, and is appointed by the members of the ARC. The Company is in compliance with this requirement.

RESPONSIBILITIES

The ARC is responsible for carrying out the following functions:

- review and monitor the integrity of Annual Report including the financial statements;
- to review and assess the Company's accounting policies, and determine in consultation with the Chief Financial Officer ('CFO') if any changes to policy should be enacted;
- review and oversee systems of risk management, internal control and legal compliance;
- review the adequacy of the corporate reporting processes;
- oversee the process for identifying significant risks facing the Company and implementing appropriate and adequate control, monitoring and reporting mechanisms;
- liaise with and monitor the performance and independence of the external auditor; and
- to make recommendations to the Board for the appointment, reappointment or replacement and remuneration of an appropriate independent external auditor.

MEETINGS

ARC meets as often as necessary and at least twice a year. Minutes and resolutions of ARC meetings shall be kept by the Company Secretary.

QUORUM

A quorum will comprise any two ARC members. In the absence of the ARC Chair or his appointed delegate, members shall elect one of their number as Chair for the meeting.

DECLARATION

The ARC will ensure the Company obtains a declaration as required by Section 295A of the Corporations Act when preparing the Company's accounts each financial year

Remuneration Committee

The role of Remuneration Committee is to manage the process for recruiting, selecting, and remunerating directors and executives.

ASX guidelines recommend a remuneration committee includes at least three independent members, a majority of whom are independent directors. The Remuneration Committee consists of a majority of the independent directors. Mr Gisz is the Chair of the Remuneration Committee however is not considered an independent director under ASX guidelines. Whilst not considered independent under ASX guidelines, the Board believe Mr Gisz is however independent from management, acts in the best interests of the Company and that his relationship with a substantial shareholder closely aligns his interests with those of all shareholders and is therefore considered to be excellently placed to serve as Chair and a member of the Remuneration Committee, notwithstanding that pursuant to the ASX recommendation he is not considered 'independent'. For these reasons the ASX recommendation for an independent Chair of the Remuneration Committee was not adopted.

PURPOSE

The Company has a responsibility to its shareholders to ensure that:

- the Board comprises individuals best able to discharge the responsibilities of Directors; and
- the Company has remuneration policies and practices which enable it to attract and retain Directors and executives who will best contribute towards achieving positive outcomes for shareholders.

RESPONSIBILITIES

The Remuneration Committee is responsible for monitoring and advising upon the following matters:

- the Company's remuneration structure including long term incentives;
- remuneration and incentives of the Board, CEO and Company Secretary;
- performance and remuneration of senior management;
- remuneration strategies, practices and disclosures generally;
- workplace health and safety;
- workplace diversity;
- employee share payment plans;
- recruitment, retention and termination strategies;
- management succession, capability and talent development; and
- the Remuneration Report, contained within the Directors' report.

Diversity Policy

1. Overview

SomnoMed Limited is committed to workplace diversity. Diversity includes, but is not limited to, gender, age, ethnicity and cultural background.

To the extent practicable, we will comply with the recommendations and guidance provided in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles) through this policy.

2. SomnoMed's Commitment to Workplace Diversity

The Company is committed to workplaces where everyone is treated fairly and decisions are based on merit. The Board believes in workplace diversity as a positive means of achieving its corporate goals. It recognises that benefits arise from diversity including:

- a broader pool of high-quality employees;
- improved employee productivity and retention; and
- access to different perspectives and ideas.

The Board currently comprises four men, who are all non-executive directors and one woman who is an executive director.

3. Selection and Appointment of Directors and Employees

The Company is committed to a corporate culture that promotes diversity when determining the composition of the Board, senior management and employees, including its recruitment and selection processes.
The Company's recruitment decisions are based on merit and a person's skills and qualifications, regardless of their age, gender, nationality, cultural background or any other factor not relevant to the position.

3.1 Selection and Appointment of New Directors

The Board will take diversity of background into account (in addition to previous Board and leadership experience, candidates' skills and experience in a variety of specified fields) to enhance the Board's skills. A wider candidate pool can be established by engaging a professional search firm and by advertising Board and employment vacancies.

In order to promote the specific objective of gender diversity, the selection process for Board appointments must involve the following steps:

- the director selection process and decision making must be formal and transparent as set out in the ASX Principles;
- candidates should be selected from a diverse pool of qualified candidates. A wider candidate pool can be established by engaging a professional search firm.
- at least one woman candidate should be present on every shortlist;
- if, at the end of the selection process, a woman candidate is not selected, the Board must be satisfied that there are objective reasons to support its decision determination.

3.2 Selection and Appointment of Employees (Including Senior Management Roles)

Maintain diversity objectives through the following steps:

- the CEO will have reference to this policy in selecting and assessing candidates and in presenting recommendations to the Board regarding appointments to the executive team;
- the Board will also consider gender diversity and the objectives of this policy when considering those recommendations;
- candidates will be selected from a diverse pool of qualified candidates. A wider candidate pool can be established by engaging a professional search/recruitment firm(s), and/or by advertising vacancies; and
- a short-list identifying potential candidates for the appointment should include a mix of both men and women wherever possible.

4. Diversity Strategies

In addition to recruitment guidelines which promote diversity, we are committed to a range of other strategies to improve diversity including:

- measuring performance based on agreed goals to remove bias and promote equity;
- developing a culture which takes into account domestic responsibilities of employees including helping women and men balance their work, life and family responsibilities including flexible work options and return to work programs;
- as part of its annual remuneration review, assessing the gender pay parity across the business and implementing action plans to address any areas of concern;
- implementing regular diversity education and training for all employees and contractors, and periodically conducting awareness sessions on issues related to equal employment opportunities in the workplace;
- maintaining a workplace culture that supports difference and that enables each staff member to fully contribute to the best of their ability; and
- identifying roadblocks to diversity success and taking action to address the issues including targeting professional development programs aimed at helping women to develop skills.

5. Reporting Measurable Objectives

For the purposes of reporting on measurable objectives, the Company's current focus is on gender diversity as required by the ASX Principles. The Board will include in its Corporate Governance Statement each year:

- measurable gender diversity objectives set by the Board;
- progress towards achieving those objectives; and
- the proportion of women employees in the whole organisation, at senior management level and at Board level.

SomnoMed Limited
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Modern Slavery Statement

SomnoMed Limited – Modern Slavery Statement Financial Year 2026

1. Introduction

This Modern Slavery Statement is made pursuant to the Australian Modern Slavery Act 2018 (Cth) and outlines the actions taken by SomnoMed Limited (SomnoMed) during the financial year ending 30 June 2026 to assess and address risks of modern slavery in our operations and supply chains.

SomnoMed is committed to conducting business ethically and with integrity. SomnoMed recognise that modern slavery can take many forms, including forced labour, child labour, human trafficking, servitude, and deceptive recruitment practices. SomnoMed are resolute in our efforts to eliminate these risks across our global operations.

2. Our Structure, Operations and Supply Chains

Reporting Entities

This is a statement for a single reporting entity under Section 16 of Australian Modern Slavery Act 2018. The statement includes SomnoMed Limited and its subsidiaries, collectively referred to as SomnoMed in this statement.

Structure

SomnoMed Limited, founded in 2004 is an Australian publicly listed company on the Australian Stock Exchange (ASX: SOM) with its registered business address as Level 3, 20 Clarke Street, Crows Nest, NSW 2065. SomnoMed operates in over 20 countries through a network of subsidiaries across North America, Europe, and Asia-Pacific. These entities are involved in manufacturing, distribution, and support services for SomnoMed's medical devices.

The SomnoMed group includes the following operational subsidiaries controlled by SomnoMed Limited:

Subsidiary	**Country of Incorporation**	**Subsidiary**	**Country of Incorporation**
SomCentre Pty Limited	Australia	SomnoMed AG	Switzerland
SomnoDent Pty Limited	Australia	SMH Biomaterial AG	Switzerland
SomnoMed Pte Ltd	Singapore	SomnoMed Netherlands BV	Netherlands
SomnoMed Corporation Japan	Japan	Goedegebuure Slaaptechniek BV	Netherlands
SomnoMed Korea	South Korea	SomnoMed Germany GmbH	Germany
SomnoMed Taiwan Limited	Taiwan	SomnoMed Service GmbH	Germany
SomnoMed Philippines Inc. (SPI)	Philippines	SomnoMed UK Limited	UK
SomnoMed, Inc.	USA	SomnoMed Nordic AB	Sweden
SomnoMed Canada Inc.	Canada	SomnoMed France	France
		SomnoMed Spain SL	Spain
		SomnoMed Italy S.r.L	Italy
		SomnoMed Finland OY	Finland

Operations

SomnoMed is a leading medical device company specialising in the development of oral appliances for sleep apnea treatment. SonmoMed is headquartered in Australia and operates with a dedicated workforce that prioritises patient care and innovative solutions.

SomnoMed leads the world in the development of OSA devices with each appliance custom manufactured using state-of-the-art technology delivering precision, comfort, and first-time fit solutions. Our devices are 510(k) cleared by the FDA (Food and Drug Administration) and manufactured in accordance with the ISO 13485:2016 quality standard.

SomnoMed's operations are structured as below:

*Sales hub activities include:

- Review and acceptance of orders from customers
- Transfer of orders to SPI for manufacturing
- Acceptance of orders back from SPI for final inspection and packaging
- Coordination of logistics for delivery to customers and after sales service

Supply Chain

SomnoMed recognises that modern slavery risks can be present at various stages of the supply chain, particularly in industries and regions where labour rights protections may be limited. Our supply chain includes the following:

- Purchase of medical device components and raw materials
- Manufacturing medical devices
- Packaging and shipping finished medical devices to customers
- Marketing and promotional materials
- IT and professional services

SomnoMed's main suppliers of raw materials are based in Germany, China, Philippines and Turkey. Other suppliers (software) are based predominately in the US and Denmark.

3. Risks of Modern Slavery in Our Operations and Supply Chains

SomnoMed is committed to making efforts to identify modern slavery risks throughout our value chain and addressing them where they exist. These efforts extend to our internal operations and throughout the various tiers of our supply chain. SomnoMed recognise that defeating modern slavery is a complex, long-term challenge. SomnoMed strives to continue to develop and strengthen our modern slavery program as our company continues to grow and expand its workforce and product portfolio.

SomnoMed has identified potential modern slavery risk areas or factors relating to the company's operations and supply chain and added controls to mitigate these risks:

High risk factors

- Unfair labour practices and employment conditions
- Vulnerable worker groups and the use of subcontracting
- Unsafe working environment & oversight
- Sourcing and procurement risks

High risk regions

- China
- Turkey
- Philippines

4. Actions Taken to Assess and Address Risks

Over the past year, SomnoMed has continued to utilise our existing solutions while strengthening our actions to assess modern slavery risks. This has been achieved through a risk-based approach focused on onboarding suppliers, recruitment, monitoring supplier performance, and updating our Supplier Code of Conduct.

SomnoMed has implemented a number of actions in order to identify, assess and address the risks identified above.

Policies and Governance

SomnoMed recognises the importance of good corporate governance and the role it plays in ensuring business is conducted honestly, fairly, and legally. SomnoMed is committed to adopting corporate governance policies to achieve the objectives of acting ethically and responsibly, safeguarding the integrity in corporate reporting, making timely and balanced disclosures, and recognising and managing risk.

The governance structure at SomnoMed involves several key leadership bodies. The Board of Directors oversees the company's management, administration, and strategic direction. The Audit & Risk Committee ensures effective risk management systems, policies, and internal controls are in place including suitable safety practices. The Executive Leadership, comprising the CEO and Group Leadership Team (GLT), are responsible for implementing and managing labour rights standards, with the GLT accountable for internal and supplier-related improvements. Lastly, Operations Leadership ensures appropriate operational policies and practices and responsible sourcing through suitable vendors.

As part of our ongoing reporting and risk management practices, SomnoMed will continue to update its modern slavery related policies and procedures, implement training and internal education programs for its employees on modern slavery awareness, report at least annually to the board on modern slavery risks and develop and update its supply chain mapping as SomnoMed expands its business. SomnoMed has key Corporate Governance policies, codes and procedures which are publicly available on the SomnoMed website to help provide a framework for modern slavery risk management.

There are several policies and procedures currently in force to mitigate modern slavery risks in SomnoMed's supply chain. These include the following policies:

<u>The Code of Conduct & Core Values</u>

The Code sets the expected standard of conduct for all employees and contractors at SomnoMed, by embracing a high standard of ethical behaviour, integrity and honesty.

Actions taken:

The Code is periodically reviewed by senior executives with any update approved by the Board.

Employees are given access to the Code of Conduct as part of their onboarding and requested to sign off on the Code of Conduct and Ethics questionnaire. Any updates to the Code are communicated to all employees and also included in Employee handbooks (where applicable). The company is in the process of undertaking a review of onboarding to increase consistency across regions.

The Code is also published online so any contractors and third parties that conduct business with SomnoMed can access it and understand SomnoMed's approach to sound corporate governance practices.

SomnoMed has also reviewed the Core Values and communicated to all employees the updated Values that support the business of the future.

The Supplier Code of Conduct (SCOC)

The SCOC formalises the standards SonmoMed expects all our suppliers and contractors to adhere to. These standards relate to labour practices, environment and sustainability, business integrity, and audit and assurance processes.

Actions taken:

Our onboarding process for all new suppliers requires review, acceptance and confirmation of compliance with our SCOC. The SCOC is also published online on SomnoMed's website. As part of our supplier evaluation and onboarding process, wherever possible, SomnoMed sources materials from ISO certified suppliers only. This means, that in addition to our own internal processes, ISO certification provides independent assurance that the company has a structured, continually-audited management system to identify and manage legal and ethical obligations—including modern slavery and other regulatory requirements—by translating them into policies and controls, testing how those controls work in practice, and requiring documented corrective action and ongoing management review where gaps are found.

Whistleblower Protection Policy
(Speak Up Privacy Policy)

The purpose of this policy is to empower any Eligible Disclosers to report suspected or actual Reportable Conduct without fear of retaliation, victimisation or disadvantage.

Actions taken:

The Whistleblower Protection Policy is periodically reviewed by executives with any update approved by the Board. Our Speak Up line is monitored to address any issues raised.

Disciplinary and Grievance Policy

The purpose of this policy is to address workplace grievances, aiming for a harmonious environment by resolving conflicts promptly and fairly. This policy applies to employees only.

Actions taken:

The Grievance Policy is made available to employees via the internal intranet. This policy is in the process of being reviewed as part of our standard review process.

Training

We are committed to providing all employees at SomnoMed training on key company policies that support efforts to address modern slavery. These include:

Modern Slavery Training: Designed to help employees and suppliers understand, identify, and respond to risks related to forced labour, human trafficking, and other forms of exploitation within business operations and supply chains.

Training was launched to all employees in FY26 and will be rolled out annually to ensure new employees are captured, and current employees are up to date and remain vigilant.

Diversity Policy: Aims to foster a workplace where all employees have equal access to career opportunities, training, and benefits. It promotes fairness and respect, ensuring individuals are not discriminated against based on gender, age, ethnicity, race, cultural background, disability, religion, sexual orientation, or caring responsibilities.

Anti-Discrimination & Harassment Policy: Promotes a safe, respectful, and inclusive work environment by preventing discrimination, harassment, and bullying. It also outlines clear procedures for addressing any breaches of conduct.

Workforce hire and recruitment

SomnoMed is committed to fair and lawful employment practices across all its operations. Employees are hired under legally compliant employment agreements, receive wages at or above industry award rates, and work in safe and regulated conditions. The majority of our workforce is based in countries with robust labour laws and well-established employee protections. A full review of contracts (as well as applicable Awards in Australia) was undertaken in Australia and the Philippines in FY26.

At our manufacturing facility, work hours and shifts are closely monitored to ensure full compliance with local labour regulations, governed by the Department of Labour and Employment. To uphold fair labour standards and meet minimum wage requirements, SomnoMed partners with local human resource firms that specialise in regional employment practices.

All employees are free to join unions or other labour organisations, supporting their right to collective representation.

Supplier monitoring

SomnoMed ensures responsible sourcing through a comprehensive supplier vetting process. All new suppliers undergo human rights compliance assessments, while existing suppliers are reviewed at contract renewal. Prior to long-term engagements, supplier reviews are conducted, and suppliers must provide relevant registrations and quality certifications. They are also required to sign SomnoMed's Supplier Code of Conduct and provide references for material contracts. Site inspections are carried out when deemed necessary.

Future Commitments

In FY2026/27, SomnoMed will:

- Update risk management policies and governance frameworks
- Continue to deploy training to all employees, new and existing
- Integrate modern slavery considerations into procurement and contract management systems
- Explore third-party tools for enhanced supply chain risk analysis

5. Effectiveness of Our Actions

To assess the effectiveness of our actions, SomnoMed:

- Monitor supplier compliance through audits and questionnaires
- Track training completion rates
- Review incident reports and whistleblower disclosures
- Benchmark against industry standards and peer organisations

SomnoMed is committed to continuous improvement and will refine our approach based on feedback and evolving risks.

6. Remediation

SomnoMed's management is dedicated to fostering a culture of ethical and responsible practice, as well as establishing robust and effective risk identification, management and reporting protocols, as outlined in our Corporate Governance Statement and Code of Conduct and Core Values. A key component to this is ensuring employees and all other stakeholders have a recourse mechanism for raising any

concerns relating to ethical malpractice, including human rights and modern slavery incidence. SomnoMed's Whistleblower Policy outlines a clear mechanism for raising concerns. It is available to all employees via our company intranet, published on the SomnoMed website and included in induction materials for all new starters.

In addition, SomnoMed has introduced a Speak Up hotline (Speakup® Platform), an independent, externally managed platform, to report on internal/external areas of concern. SomnoMed treats reports of known or suspected breaches of company policy and applicable laws very seriously. Disclosures made through our Whistleblower mechanism that are identified as significant potential or actual violations of our policy or law are investigated. Where such disclosures are substantiated, corrective action is applied commensurate to the nature of the violation.

7. Consultation

This Modern Slavery Statement is a result of consultation and collaboration between multiple departments within SomnoMed, and between the entities covered by this statement including SomnoMed and the entities owned and/or controlled by SomnoMed. This is a testament to our shared values, policies and governance frameworks, together with a belief in the importance of actions to address Modern Slavery risks. SomnoMed recognises the need to continuously build on our understanding, oversight and management of modern slavery risks in our operations and supply chains. SomnoMed continue to progress the enhancements of our mitigation actions within our operations and supply chain.

This statement was approved by the Board of SomnoMed on 27 August 2026.

Karen Borg
CEO

Appendix:

The mandatory reporting criteria in the Modern Slavery Act are addressed in our Modern Slavery Statement, as indicated in the table below:

Mandatory Criteria	Section
Structure, Operations and Supply Chains Describe the reporting entity's structure, its operations (including countries of operation), and its supply chains.	2
Risks of Modern Slavery Practices Identify the risks of modern slavery practices in the operations and supply chains of the reporting entity and any entities it owns or controls.	3
Actions Taken to Assess and Address Risks Outline the actions taken to assess and address those risks, including due diligence and remediation processes.	4 & 6
Effectiveness of Actions Describe how the reporting entity assesses the effectiveness of the actions it takes to address modern slavery risks.	5
Consultation Process Detail the process of consultation with any entities the reporting entity owns or controls in preparing the statement.	7
Other Relevant Information Include any other information that the reporting entity considers relevant.	n/a
Approval and Signature The statement must be approved by the principal governing body of the entity and signed by a responsible member.	7

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Securities Trading Policy

Securities Trading Policy

1. Introduction

The Corporations Act 2001 (Cth) ("Corporations Act") prohibits the trading in shares, options, debentures (including convertible notes) and other securities ("securities") of a company by any person who is in possession of price sensitive information regarding that company that is not generally available. The Corporations Act imposes substantial penalties on persons who breach those provisions.

This Securities Trading Policy ("Policy") regulates Dealings by directors and officers of SomnoMed Ltd ("SomnoMed" or "Company") and other designated persons, in securities in SomnoMed.

SomnoMed Persons are encouraged to hold SomnoMed securities. It is important, however, that care is taken in the timing of any Dealing in SomnoMed securities to avoid insider trading.

This Policy is not designed to prohibit SomnoMed Persons from investing in SomnoMed but does recognise that there may be times when directors, officers or certain employees cannot or should not invest in SomnoMed securities.

The requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act on insider trading.

2. Purpose

The purpose of this Policy is to:

- ensure that SomnoMed Persons are aware of the legal restrictions on Dealing in securities which apply to them as a result of their involvement with SomnoMed;
- set out the rules for SomnoMed Persons regarding Dealing in SomnoMed securities, to ensure that SomnoMed Persons respect the confidentiality of SomnoMed information and do not take actions which may be seen as undermining SomnoMed's reputation in the financial markets, and to keep the market informed of Dealings; and
- establish rules to minimise the risk that SomnoMed Persons Deal in securities when in possession of Inside Information and so to give confidence to the market and investors that SomnoMed respects the integrity of the market.

3. Scope

The Policy regulates Dealings in SomnoMed securities by SomnoMed Persons.

4. Definitions

For the purposes of this Policy:

"**ASIC**"	the Australian Securities and Investments Commission.
"**ASX**"	the Australian Securities Exchange.
"**ASX Listing Rules**"	the listing rules of the ASX as amended from time to time.
"**Authorising Officer**"	the Company Secretary or, in his/her absence, the chair of the Audit and Risk Committee (or otherwise as set out in section 6 of this Policy).
"**Blackout Period**"	has the meaning given in section 6 of this Policy.
"**Board**"	means the board of directors of the Company from time to time.
"**Company Secretary**"	means the secretary of the Company from time to time.
"**Deal**"	means taking part in any transaction associated with buying, acquiring, selling disposing of, or converting securities or agreeing to do any of these.
"**Directors and Senior Management**"	means each director of SomnoMed (and its Related Bodies Corporate), the Chief Executive Officer, the Chief Financial Officer and Company Secretary of SomnoMed, Key Management Personnel and persons as the Board decides from time to time.
"**Exceptional Circumstances**"	includes: • severe financial hardship; • compulsion by court order or court enforceable undertaking (e.g. in a bona fide family settlement to sell or transfer securities); • another overriding legal or regulatory requirement to sell or transfer securities; • where SomnoMed issues a prospectus, cleansing notice or other announcement during a Blackout Period and the Authorising Officer considers it appropriate to allow a SomnoMed Person to Deal in SomnoMed securities; and • any other circumstance that is deemed exceptional by the Board Chair or the Chair of the Audit and Risk Committee.
"Inside Information"	has the meaning given in section 4 of this Policy.
"**Key Management Personnel**"	has the meaning given in the Corporations Act.

"**SomnoMed Person**" means:

- all Directors and Senior Management;
- also includes:
  - a company or trust controlled by Directors and Senior Management; and
  - for the purposes of section 6 only, a spouse (including a de facto spouse), child (including a step-child or adopted child), a close relative, a person financially dependent on or acting in concert with a Director or Senior Management;
- contractors, secondees and consultants of the SomnoMed
- or its Related Bodies Corporate; and
- any other person designated a SomnoMed Person by the Board
- in writing.

"**Related Bodies Corporate**" has the meaning given in the Corporations Act.

5. Insider trading

General prohibition on insider trading

No SomnoMed Person may, while in possession of Inside Information concerning the Company, in breach of the Corporations Act:

- deal in SomnoMed securities at any time;
- advise, procure, suggest or encourage another person to Deal in SomnoMed securities in any way; or
- pass on any Inside Information to another person for that person's own personal gain by Dealing in SomnoMed securities in any way.

All SomnoMed Persons are prohibited from Dealing in the securities of outside companies about which they acquire Inside Information through their position with or connection to SomnoMed.

The requirements imposed by this Policy are in addition to any legal prohibitions on insider trading.

Inside Information

A SomnoMed Person is responsible for assessing whether they possess "**Inside Information**". This includes where:

- the person possesses information that is not generally available to the public and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of SomnoMed's securities (or a decision whether or not to trade in them); and

- the person knows, or ought reasonably to know, that the information is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of SomnoMed's securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence a person who commonly invests in securities to either Deal or not Deal in securities in any way. Inside Information in relation to the securities of outside companies has the same meaning for the purposes of this Policy, except that references to "SomnoMed's securities" should be read as references to the securities of the outside company.

Examples

The following items are examples of information which may be Inside Information in relation to SomnoMed or any other listed company and are not exhaustive:

- a change in financial forecasts or expectations;
- a proposed dividend or other distribution or a change in dividend policy;
- pending ASX announcements;
- proposed changes in capital structure, including issues of securities, rights issues, the redemption of securities and capital reconstructions;
- giving or receiving a notice of intention to make a takeover offer;
- debt facilities and borrowings;
- mergers, demergers, acquisitions and divestments;
- significant changes in operations, strategy or proposed changes in the general character or nature of the business of SomnoMed or its Related Bodies Corporate;
- material purchases or sales of assets;
- material new contracts or clients;
- an entity proposing to buy, or a security holder proposing to sell, a substantial number of SomnoMed securities; or
- significant litigation involving SomnoMed.

6. Restrictions on trading in Blackout Periods

Blackout Periods

SomnoMed Persons, subject to there being Exceptional Circumstances, as described below, and subject to any applicable exemption in section 8, may not buy or sell SomnoMed securities during a Blackout Period.

"**Blackout Periods**" are times when SomnoMed Persons must not Deal in the Company's securities. The following are mandated Blackout Periods:

- from the close of the ASX trading day on 31 December each year, until 10:00am AEDT on the ASX trading day following the day on which the Company's half yearly results are released to the ASX;
- from the close of the ASX trading day on 30 June each year, until 10:00am AEST on the ASX trading day following the day on which the Company's full year results are released to the ASX;
- from the close of the ASX trading day two weeks prior to the date of the Company's AGM until 10:00am Sydney on the ASX trading day following the date of the Company's AGM; and
- any other period that the Board specifies from time to time.

If 30 June or 31 December are not ASX trading days, then the Blackout Period begins on the preceding ASX trading day.

During Blackout Periods SomnoMed Persons must not Deal in any of the Company's financial products or securities, or in any securities related to them.

Notification and consent

SomnoMed Persons must:

- prior to Dealing in SomnoMed securities outside a Blackout Period notify the relevant person set out in the table below (the "Authorising Officer") of their proposed Dealing (and if the request relates to Dealing during a Blackout Period, the Exceptional Circumstances which apply) and obtain written consent from the Authorising Officer;
- confirm that they are not in possession of any Inside Information; and
- within 3 business days of Dealing with the SomnoMed securities, provide the Authorising Officer with a transaction confirmation.

For the avoidance of doubt, the SomnoMed Person seeking authorisation cannot be their own Authorising Officer.

A clearance to trade is valid for 5 business days and a SomnoMed Person who has received due authorisation to Deal in SomnoMed securities should use best endeavours to do so within this period. If a trade has not occurred within the 5 business days following clearance, a new authorisation should be obtained.

Authorising Officer

SomnoMed Person seeking authorisation	Authorising Officer
Chair of the Board	The chair of the Audit and Risk Committee
Other directors, Company Secretary and any other Key Management Personnel	The chair of the Board or, in his/her absence, the chair of the Audit and Risk Committee.
Any other SomnoMed Person	The Company Secretary or, in his/her absence, the chair of the Audit and Risk Committee.

Authorising Officers have absolute discretion to give or refuse clearance to a proposed Dealing and to withdraw clearance if new information comes to light. The Authorising Officer's decisions are final and if you are refused clearance, you must keep that refusal confidential.

Exceptional Circumstances

In Exceptional Circumstances the Authorising Officer has discretion to approve Dealings in SomnoMed securities during a Blackout Period, or other Dealings that would otherwise be prohibited by this Policy. Any approval given under an Exceptional Circumstance must be provided by electronic delivery via email. The notification requirements still apply.

What constitutes "Exceptional Circumstances" will be assessed on a case-by-case basis within the absolute discretion of the Board.

Company Secretary to maintain records

The Company Secretary will maintain a copy of:

- all requests for an approval to Deal in SomnoMed's securities submitted by a SomnoMed Person; and
- details of all Dealings in SomnoMed's securities made by a SomnoMed Person.

7. Other restrictions

No speculative trading

Under no circumstances should SomnoMed Persons engage in short-term or speculative trading in SomnoMed securities. This prohibition includes short term direct Dealing in SomnoMed securities as well as transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference, and other similar instruments, which are short term or speculative.

No protection arrangements

The entering into of all types of "protection arrangements" for any SomnoMed securities (or SomnoMed products in the derivatives markets):

- is prohibited at any time in respect of any SomnoMed securities which are unvested or subject to a holding lock; and
- otherwise, requires consent under paragraph 6.

For the avoidance of doubt and without limiting the generality of this Policy, entering into protection arrangements includes entering into transactions which amount to "short selling" of securities beyond the SomnoMed Person's holding of securities;

- operate to limit the economic risk of any SomnoMed Person's security holding (e.g. hedging arrangements) including SomnoMed securities held beneficially (for example, in trust or under any SomnoMed incentive plan) on SomnoMed Person's behalf; or
- otherwise enable a SomnoMed Person to profit from a decrease in the market price of securities.

No granting of security over SomnoMed securities or entering into margin lending arrangements

SomnoMed Persons may not at any time, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any SomnoMed securities which are unvested or subject to a holding lock, to secure any obligation of that SomnoMed Person or any third party or enter into any margin lending arrangement involving SomnoMed securities.

Unless the preceding paragraph applies, SomnoMed Persons may, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any SomnoMed securities, to secure any obligation of that SomnoMed Person or any third party or enter into any margin lending arrangement involving SomnoMed securities, with consent under section 6.

8. Exemptions

SomnoMed Persons may at any time:

- trade SomnoMed securities where the trading does not result in a change of beneficial interest in the securities;
- acquire securities under any director or employee security plan or through the exercise of options or performance rights under an option or performance rights plan or acquire, or agree to acquire, options or performance rights under an option or performance rights plan. However, any Dealing in those securities remains subject to this Policy and the provisions of the Corporations Act;
- transfer SomnoMed securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- acquire SomnoMed's ordinary shares by conversion of securities giving a right of conversion to SomnoMed's ordinary shares;
- acquire SomnoMed's securities under a bonus issue made to all holders of securities of the same class;
- undertake to accept, or accept, a takeover offer;
- invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of SomnoMed) where the assets of the fund or other scheme are invested at the discretion of a third party;
- a disposal of SomnoMed securities that is the result of a secured lender exercising their rights under a loan or security agreement;
- where a restricted person is a trustee, trade in the securities managed by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
- trade under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes deciding whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.

If a SomnoMed Person undertakes any of the actions described in the preceding paragraph, that SomnoMed Person must advise the relevant Authorising Officer (as set out in section 6).

9. ASX Notifications

SomnoMed must notify ASX within 5 business days after any change to a director's relevant interest in SomnoMed securities or a Related Body Corporate of SomnoMed, including whether the change occurred inside a Blackout Period and, if so, whether prior written clearance was provided.

To enable SomnoMed to comply with the obligation set out in the preceding paragraph, a director must immediately (and no later than 3 business days after any relevant event) notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to ASIC and ASX as required under the Corporations Act and ASX Listing Rules.

If SomnoMed makes a material change to this Policy, the amended trading policy will be provided to the ASX for release to the market within 5 business days of the material changes taking effect.

10. General

A breach of this Policy will be regarded seriously and may lead to disciplinary action, including dismissal.

This Policy will be made available on the Company's website.

If you require any further information or assistance, or are uncertain about the application of the law or this Policy in any situation, please contact the Company Secretary.

11. Review

This Policy will be reviewed every two years or as required to ensure it is operating effectively, and to determine whether changes are required.

The Board may change this Policy from time to time by resolution.

Authorised by: The Board	27 August 2026
Maintained by: Company Secretary	Last revised and approved: 27 August 2026