

## CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement of SomnoMed Limited (the 'Company') has been prepared in accordance with the 3<sup>rd</sup> Edition of the Australian Securities Exchange's ('ASX') Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council ('ASX Principles and Recommendations') and is included in the Company's Annual Report pursuant to ASX Listing Rule 4.10.3. This listing rule requires the Company to disclose the extent to which it has followed the recommendations during the financial year, including reasons where the Company has not followed a recommendation and any related alternative governance practice adopted.

The Company's ASX Appendix 4G, which is a checklist cross-referencing the ASX Principles and Recommendations to the relevant disclosures in either this statement, our website or Annual Report, is contained on our website at <http://aus.somnomed.com/investor-centre/corporate-governance>.

Both this Corporate Governance Statement and the ASX Appendix 4G have been lodged with the ASX. This statement has been approved by the Company's Board of Directors ('Board') and is current as at 24<sup>th</sup> September 2015.

The ASX Principles and Recommendations and the Company's response as to how and whether it follows those recommendations are set out below.

### Principle 1: Lay solid foundations for management and oversight

#### ***Recommendation 1.1 - A listed entity should disclose:***

- (a) the respective roles and responsibilities of its board and management; and***
- (b) those matters expressly reserved to the board and those delegated to management.***

The Company recognises that corporate governance is fundamental to the effective operation of the Company. The Board is the pivotal element of corporate governance, and the Company desires its Board to be effective, independent, representative of stakeholders and valuable to the organisation.

The Board's role is to provide governance of the Company in the best interests of shareholders, having regard to the interests of all stakeholders of the Company. The specific responsibilities of the Board include:

- 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.

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The Board has delegated the day-to-day management of the Company to the CEO and other senior executives ('management'). The Company's management is responsible for the following:

- 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 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.

Senior executives have their roles and responsibilities defined in specific position descriptions.

***Recommendation 1.2 - A listed entity should:***

- (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and***
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.***

Before appointing a director, or putting forward to shareholders a director for appointment, the Company undertakes comprehensive reference checks. Directors are required to declare each year that they have not been disqualified from holding the office of director by the Australian Securities and Investments Commission ('ASIC').

An election of directors is held each year. A director that has been appointed during the year must stand for election at the next Annual General Meeting ('AGM'). Directors are generally appointed for a term of three years. Retiring directors are not automatically re-appointed.

Newly appointed directors must stand for re-election at the next Annual General Meeting in accordance with clause 16 of the Constitution.

Non-executive directors retire by rotation in accordance with clause 16 of the Constitution.

The Company provides to shareholders for their consideration information about each candidate standing for election or re-election as a director that the Board considers necessary for shareholders to make a fully informed decision. Such information includes the person's biography, which include experience and qualifications, details of other directorships, adverse information about the person that the Board is aware of including material that may affect the person's ability to act independently on matters before the Board, and whether the Board supports the appointment or re-election.

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

The terms of the appointment of a non-executive director are set out in writing and cover matters such as the terms of appointment, time commitment envisaged, required committee work and other special duties, requirements to disclose their relevant interests which may affect independence, corporate policies and procedures, indemnities, and remuneration entitlements.

Senior executives are issued with service contracts which detail the above matters as well as the person or body to whom they report, the circumstances in which their service may be terminated (with or without notice), and any entitlements upon termination. Dr Neustadt currently holds the role of Executive Chairman and CEO. It is intended he will remain in this role until a global CEO is appointed and he currently has no service contract.

***Recommendation 1.4 - The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.***

The Company Secretary reports directly to the Board through the Chairman and is accessible to all directors. The Company Secretary's role, in respect of matters relating to the proper functioning of the Board, includes:

- advising the Board and its Committees on governance matters;
- monitoring compliance of the Board and associated committees with policies and procedures;
- coordinating all Board business;
- retaining independent professional advisors;
- ensuring that the business at Board and committee meetings is accurately minuted; and
- assisting with the induction and development of directors.

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**Recommendation 1.5 - A listed entity should:**

- (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;**
- (b) disclose that policy or a summary of it; and**
- (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:**
  - (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or**
  - (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.**

Somnomed embraces diversity. Diversity at SomnoMed recognises and values the diverse blend of skills, experiences and perspectives from individuals, irrespective of culture, gender or age. Somnomed does not consider diversity just in a metric capacity and hence measurable objectives may be subjective depending upon the specific circumstance.

SomnoMed regularly reviews policies to ensure that the Company is compliant with the ASX Diversity Recommendations.

The Company has a diversity policy which requires the Board to set measurable objectives for achieving gender diversity and to assess the objectives and the Company's progress towards achieving them on an annual basis.

The policy aims to provide a work environment where employees have equal access to career opportunities, training and benefits. It also aims to ensure that employees are treated with fairness and respect, and are not judged by unlawful or irrelevant reference to gender, age, ethnicity, race, cultural background, disability, religion, sexual orientation or caring responsibilities. This commitment enables the Company to attract and retain employees with the best skills and abilities.

Each year the SomnoMed's Annual Report will contain organisation-wide gender statistics. SomnoMed's objective is to ensure that each year its diversity statistics are equal to or an improvement on those of the previous year. A copy of the Diversity Policy is available on SomnoMed's website.

As at 30 June 2015 Somnomed employed approximately 309 people across 19 countries, speaking over 28 languages, 44% of whom are female.

SomnoMed's commitment to creating a flexible working environment and to putting people with the appropriate skills in the correct jobs has resulted in a richly diverse workplace. For example, women comprise 33% of Board positions and 22% of senior management roles.

The Board reviews its composition and assesses nominations for new appointments from time to time to ensure the Board benefits from diversity with regard to gender, skills and experience.

The respective proportion of women and men in the Company including its subsidiaries ('consolidated entity') as at 30 June 2015 are as follows:

	<b>Portion of women</b>	<b>Proportion of men</b>
On the Board	33%	67%
In senior executive positions	22%	78%
Across the whole organisation	44%	56%

For this purpose, the Board defines a senior executive as a person who makes, or participates in the making of, decisions that affect the whole or a substantial part of the business or has the capacity to affect significantly the Company's financial standing. This therefore includes all senior management and senior executive designated positions as well as senior specialised professionals.

As no entity within the consolidated entity is a 'relevant employer' for the purposes of the Workplace Gender Equality Act 2012 on the basis that no entity employs 100 or more employees in Australia, there are no Gender Equality Indicators to be disclosed.

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### ***Recommendation 1.6 - A listed entity should:***

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and***
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.***

The Board reviews its performance annually, as well as the performance of individual Committees and individual directors (including the performance of the Chairman as Chairman of the Board). The use of an external facilitator may be utilised periodically to assist in the review process.

The review for the current financial year occurred on 17<sup>th</sup> December 2014 and was led by the Chairman.

The process included collective Board discussions to capture observations for where improvements could be made and where processes worked well, individual interviews with each director conducted by the Chairman.

The review of the Chairman's role was conducted by the Chair of the Audit Committee.

### ***Recommendation 1.7 - A listed entity should:***

- (a) have and disclose a process for periodically evaluating the performance of its senior executives; and***
- (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.***

The Board conducts an annual performance assessment of the CEO. The CEO undertakes assessments of senior executives against agreed performance measures determined at the start of the year. In assessing the performance of the individual, the review includes consideration of the senior executive's function, individual targets, group targets, and the overall performance of the Company.

The CEO provides a report to the Board on the performance of senior executives together with remuneration recommendations which must be approved by the Board after consultation with the Remuneration Committee.

The last review of senior executives in accordance with this process was undertaken on 24<sup>th</sup> September 2015.

## **Principle 2: Structure the board to add value**

### ***Recommendation 2.1 - The board of a listed entity should:***

#### ***(a) have a nomination committee which:***

***(1) has at least three members, a majority of whom are independent directors; and***

***(2) is chaired by an independent director,***

***and disclose:***

***(3) the charter of the committee;***

***(4) the members of the committee; and***

***(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or***

- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.***

The Board does not have a specific Nomination Committee. The Remuneration Committee, which consists of the whole Board, monitors succession issues and ensures the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. This format is deemed appropriate given the Company's size and structure.

The Board:

- Assesses the skills and competencies required on the Board, from time to time assessing the extent to which the required skills are represented on the Board;
- Reviews the performance of individual directors and the Board as a whole;
- Encourages and support Directors' professional development to enhance Director competencies;
- Ensures the identification of suitable candidates for appointment to the Board when required;
- Considers Board succession plans to maintain an appropriate balance of skills, experience and expertise on the Board;
- Considers recommendations for the appointment and removal of Directors;

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- Approve remuneration strategy and policies for senior management and selected packaged employees as well as the individual remuneration arrangements and terms of employment for positions/individuals who are direct reports to the Chief Executive Officer (or similar), ensuring that remuneration policies are not only effective, but that they are also reported and explained to shareholders;
- Review the Company's Diversity policies and ensuring compliance with the ASX Diversity Recommendations.

***Recommendation 2.2 - A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.***

The Board's skills matrix indicates the mix of skills, experience and expertise that are considered necessary at Board level for optimal performance of the Board. It is therefore used when recruiting new directors and assessing which skills need to be outsourced based on the attributes of the current Board members. The existence of each attribute is assessed by the Board as either, High, Medium or Low.

<b>Skill category</b>	<b>Description of attributes required</b>	<b>Level of importance</b>	<b>Existence in current Board</b>
Risk and compliance	Identification of key risks to the Company related to each key area of operations. Monitoring of risks, satisfy compliance issues and knowledge of legal and regulatory requirements.	High	High
Financial and audit	Analysis and interpretation of accounting and finance issues including assessment and resolution of audit and financial reporting risks, contribution to budgeting and financial management of projects and Company, assessing and supervising capital management.	High	High
Strategic	Development of strategies to achieve business objectives, oversee implementation and maintenance of strategies, and identification and critical assessment of strategic opportunities and threats to the Company.	High	High
Operating policies	Key issue identification representing operational and reputational risks and development of policy responses and parameters within which the Company should operate.	High	High
Information technology	Knowledge of IT governance including privacy, data management and security.	Medium	Medium
Executive management	Performance assessments of senior executives, succession planning for key executives, setting of key performance hurdles, experience in industrial relations and organisational change management programmes.	Medium	High
Age and gender	Board aims for equal gender representation and range of experienced individuals to contribute towards better Board outcomes.	Medium	Medium

The Board currently believes that its membership adequately represents the required skills as set out in the matrix. External consultants may be brought in with specialist knowledge to address areas where there is an attribute deficiency in the Board.

In addition to the specific areas that are required at Board level identified in the matrix above, all members of the Board are assessed for the following attributes before they are considered an appropriate candidate.

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### Board Member Attributes

Leadership	Represents the Company positively amongst stakeholders and external parties; decisively acts ensuring that all pertinent facts considered; leads others to action; proactive solution seeker
Ethics and integrity	Awareness of social, professional and legal responsibilities at individual, Company and community level; ability to identify independence conflicts; applies sound professional judgement; identifies when external counsel should be sought; upholds Board confidentiality; respectful in every situation.
Communication	Effective in working within defined corporate communications policies; makes constructive and precise contribution to the Board both verbally and in written form; an effective communicator with executives.
Negotiation	Negotiation skills which engender stakeholder support for implementing Board decisions.
Corporate governance	Experienced director that is familiar with the mechanisms, controls and channels to deliver effective governance and manage risks

### **Recommendation 2.3 - A listed entity should disclose:**

- (a) the names of the directors considered by the Board to be independent directors;**
- (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and**
- (c) the length of service of each director.**

The skills, experience and expertise relevant to the position of each director who is in office at the date of the Annual Report and their term of office are detailed in the director's report.

The Board assesses annually in June each year and at any time when a change occurs that may affect a director's independence, the independence of each director to ensure that those designated as independent do not have any alliance to the interests of management, substantial shareholders or other relevant stakeholders. They must be free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

An independent director is independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement.

In assessing the independence of each director, the Board takes into consideration whether the director's shareholding in the Company, relationships with suppliers, customers and competitors, or tenure as a director of the Company would materially affect the director's ability to exercise unfettered and independent judgement in the interests of the Company's shareholders.

Non-executive directors must formally advise the Chairman of any relevant information, and update the Chairman if their circumstances change at any time.

Independent directors have the right to seek independent professional advice at the Company's expense in the furtherance of their duties as directors. Written approval must be obtained from the chairman prior to incurring any expense on behalf of the Company.

Details of the Board of directors, their appointment dated, length of service as independence status is as follows:

<b>Director's name</b>	<b>Appointment date</b>	<b>Length of service at reporting date</b>	<b>Independence status</b>
Peter Neustadt	16 November 2006	9 years	Non-independent Executive
Robert Scherini	30 September 2011	4 years	Independent Non-executive
Lee Ausburn	30 September 2011	4 years	Independent Non-executive

The Board may determine that a director is independent notwithstanding the existence of an interest, position, association or relationship of the kind identified in the examples listed under Recommendation 2.3 of the ASX Principles and Recommendations.

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Details of directors that the Board has declared as independent but which maintain an interest or relationship that could be perceived as impairing independence, and the reason as to the Board's determination are as follows:

<b>Director's Name</b>	<b>Details of interest or relationship</b>	<b>Board reasoning why director is independent</b>
Robert Scherini	An entity associated with Robert holds 80,000 shares and no options	Entities associated with Robert hold shares in the Company. This holding aligns the interests of the director with those of the shareholders and is encouraged by the Company. These entities do not, nor does Robert, trade in the shares.
Lee Ausburn	An entity associated with Lee holds 73,999 shares and 50,000 options	Entities associated with Lee hold shares and options in the Company. This holding aligns the interests of the director with those of the shareholders and is encouraged by the Company. These entities do not, nor does Lee, trade in the shares.

As part of its independence assessment, the Board considers the length of time that the director has been on the Board.

The Board concludes that no non-executive director has been on the Board for a period which could be seen to compromise their independence. Such a period is generally considered to be in excess of 10 years. Being on the Board for a period in excess of 10 years does not however constitute an automatic deeming of non-independence. The Company does not consider length of tenure as disqualifying criteria for independence.

Where it is determined that a non-executive director should no longer be considered independent, the Company shall make an announcement to the market.

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

Having regard to the response to Recommendation 2.3 above, the majority of the Board at the reporting date were independent directors, having no business or other relationship that could compromise their autonomy.

### ***Recommendation 2.5 - The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.***

The Chairman and Chief Executive Officer roles are to be held by different persons. Dr Neustadt currently holds the role of Executive Chairman. It is intended he will remain in this role until a global CEO is appointed, at which time the abovementioned roles will be filled by different persons.

Dr Peter Neustadt holds the position of Chairman. Dr Neustadt is also a significant shareholder in the Company. Given the depth of his Company experience and the size of the Company he is considered to be excellently placed to serve as Chairman, notwithstanding that pursuant to the ASX recommendation he is not considered an 'independent' Chairman. The Non-Executive Directors meet as required without the Executive Chairman being present. For these reasons the ASX recommendation for an independent Chairman has not been adopted. The Board considers all of its Non-Executive Directors to be independent. The Board regularly assesses the independence of each Non-Executive Director.

### ***Recommendation 2.6 - A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.***

The Board reviews its composition and assesses nominations for new appointments from time to time to ensure the Board benefits from diversity with regard to gender, skills and experience.

New directors are inducted by the CEO and the Company Secretary on behalf of the Remuneration Committee. The induction includes strategy briefings, explanations of Company policies and procedures, governance frameworks, cultures and values, company history, director and executive profiles and other pertinent company information to enable them to discharge their director obligations as effectively as possible.

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### Principle 3: Act ethically and responsibly

#### **Recommendation 3.1 - A listed entity should:**

- (a) have a code of conduct for its directors, senior executives and employees; and**  
**(b) disclose that code or a summary of it.**

The Company maintains a code of conduct for its directors, senior executives and employees. In summary, the code 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.

The code is available on the Company's website.

### Principle 4: Safeguard integrity in corporate reporting

#### **Recommendation 4.1 - The board of a listed entity should:**

- (a) have an audit committee which:**
- (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and**
  - (2) is chaired by an independent director, who is not the chair of the board, and disclose:**
  - (3) the charter of the committee;**
  - (4) the relevant qualifications and experience of the members of the committee; and**
  - (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.**

The Board maintains an Audit Committee, the members of which are:-

<b>Director's Name</b>	<b>Executive Status</b>	<b>Independence Status</b>
Peter Neustadt	Executive	Non-Independent Executive
Robert Scherini	Non-Executive (Chairman of Audit Committee)	Independent Non-executive

The Chair of the Audit Committee is independent, thereby satisfying this Recommendation, however given the size of the Company, the Committee has two members which is considered adequate.



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Details of the qualifications and experience of the members of the Committee is detailed in the Directors' report of the Annual Report.

The Charter of the Committee is available at the Company's website. It provides details in relation to its role, confers on it all necessary powers to perform that role, and explains how the Committee achieves its main objectives, which are to carry 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 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.

The number of Committee meetings held and attended by each member is disclosed in the Directors' report of the Annual Report.

***Recommendation 4.2 - The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.***

In relation to the financial statements for the financial year ended 30 June 2015 and the half-year ended 31 December 2014, the Company's CEO and CFO have provided the Board with declarations, that in their opinion:

- the financial records of the Company have been properly maintained;
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and
- has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

***Recommendation 4.3 - A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.***

The engagement partner for the Company's audit attends the AGM and is available to answer shareholder questions from shareholders relevant to the audit.

### **Principle 5: Make timely and balanced disclosure**

***Recommendation 5.1 - A listed entity should:***

- (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and***
- (b) disclose that policy or a summary of it.***

Listing Rule 3.1 requires a listed entity, subject to certain exceptions, to disclose to ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. The Company is committed to providing the market with complete and timely information about disclosure events in compliance with its continuous disclosure obligations and the Corporations Act 2001.

The Company maintains a written policy that outlines the responsibilities relating to the directors, officers and employees in complying with the Company's disclosure obligations. Where any such person is of any doubt as to whether they possess information that could be classified as market sensitive, they are required to notify the Company Secretary immediately, in the first instance, so that appropriate analysis and internal consultation can be conducted. Legal advice may also be sought internally or from the Company's external counsel.

In the event that any Director or member of management becomes aware of any fact or circumstance which may give rise to a requirement to disclose such information under the Listing Rules, they are required to immediately inform either the Company Secretary, the CEO (or similar), the CFO or the Chairman.

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The Company Secretary is required to consult with the Chairman/CEO in relation to matters brought to his or her attention for potential announcement. Where the Chairman/CEO is not contactable, the Company Secretary may decide whether an announcement is made, or whether a trading halt is warranted.

Generally, the CEO is ultimately responsible for decisions relating to the making of market announcements. The Company Secretary is responsible for ensuring that the Board is aware of items of business that could result in an announcement. The Board is required to authorise announcements of significance to the Company.

The Company Secretary is responsible for advising when announcements are not required due to either circumstances such as where the information relates to matters of supposition or is insufficiently definite, it concerns an incomplete proposal or negotiation, the information is confidential or would represent a breach of law if disclosed, and where a reasonable person would not expect the disclosure of the information.

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

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

No member of the Company shall disclose market sensitive information to any person unless they have received acknowledgement from the ASX that the information has been released to the market.

### **Principle 6: Respect the rights of security holders**

***Recommendation 6.1 - A listed entity should provide information about itself and its governance to investors via its website.***

The Company strives to convey to its shareholders and the investing public pertinent information in a detailed, regular, factual and timely manner. Information is communicated to shareholders through: the Annual Financial Report, disclosures to the ASX, notices and explanatory memoranda of Annual General Meetings; and SomnoMed's website at [www.somnomed.com.au](http://www.somnomed.com.au).

The Company maintains information in relation to governance documents, directors and senior executives, Board and committee charters, annual reports, ASX announcements and contact details on the Company's website.

#### ***Recommendations 6.2 and 6.3***

***A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors (6.2).***

***A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders (6.3).***

In order for the investors to gain a greater understanding of the Company's business, governance practices, financial performance and future prospects, the Company schedules interactions during the year where it engages with institutional and private investors, analysts and the financial media.

Meetings and discussions with analysts must be approved by the CEO and are generally conducted by the CEO. The discussions are restricted to explanations of information already within the market or which deal with non-price sensitive information.

The Company encourages shareholders to attend the Company's AGM.

***Recommendation 6.4 - A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.***

The Company engages its share registry to manage the majority of communications with shareholders. Shareholders are encouraged to receive correspondence from the Company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders. Shareholders not already receiving information electronically can elect to do so through the share registry, Boardroom Pty Limited at <http://www.boardroomlimited.com.au/>.

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### Principle 7: Recognise and manage risk

#### *Recommendations 7.1 and 7.2*

*The board of a listed entity should:*

- (a) have a committee or committees to oversee risk, each of which:**
- (1) has at least three members, a majority of whom are independent directors; and**
  - (2) is chaired by an independent director,**
- and disclose:**
- (3) the charter of the committee;**
  - (4) the members of the committee; and**
  - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework (7.1).**

***The Board or a committee of the Board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place (7.2).***

The Board is committed to the senior executives and management are expected to practise sensible risk management in the day-to-day performance of their duties and are required to escalate any material issues, which arise or have the potential to arise. The CEO has the primary responsibility to advise the Board of material risk items, which arise and together the Board and senior management are responsible for taking all reasonable steps to address and mitigate such risk items.

The Board does not have a Risk Committee as all members of the Board, in conjunction with senior management, monitor risks for the Company, which is deemed appropriate given the Company's size and structure.

Risks which may be considered by the Board include those that may:

- impede the Company from achieving its goals and objectives;
- impact on the Company's performance;
- affect the health, safety or welfare of employees, visitors and others in relation to the Company's operations;
- threaten compliance with the Company's regulatory and legal obligations;
- impact on the community and the environment in which the Company operates;
- impact on the Company's reputation, or that of its people; and
- result in personal liability for Company officers arising from the Company's operations.

The Board reviews the Company's risk management framework at least annually to ensure that it is still suitable to the Company's operations and objectives and that the company is operating within the risk parameters set by the Board. As a consequence of the last review undertaken for the year ended 30 June 2015, there were no significant recommendations made.

#### ***Recommendation 7.3 - A listed entity should disclose:***

- (a) if it has an internal audit function, how the function is structured and what role it performs; or**
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.**

The Board does not have an internal audit function as it is not considered economically viable/cost effective or necessary given the size of the Company. The Board reviews and considers accounts on a monthly basis and discusses internal control processes and risk management as appropriate from time to time.

## SOMNOMED LIMITED

### CORPORATE GOVERNANCE STATEMENT

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

The management of the Company and the execution of its growth strategies are subject to a number of risks which could adversely affect the Company's future development. The following is not an exhaustive list or explanation of all risks and uncertainties associated with the Company (and its subsidiaries), but those considered by management to be the principal material risks:

Customer base	The Company needs to attract new and repeat customers, in sufficient numbers to grow the business, especially in markets where the Company already has a degree of market penetration. In order to do the Company is appealing to customers who have historically used other suppliers and channels to purchase products. The Company's strategy also seeks to have existing customers to make repeat purchases of products. If these strategies fail, the revenue may be reduced which could have an adverse effect on the financial results.
Competition and product mix	The Company monitors competitors in its markets and seeks to differentiate itself from competitors by selling quality products and providing quality services to its customers. The Company's business could suffer if competitors increase their market share.
Product research and development	The Company invests in research and technology, and continues to develop its products and materials used in them. Should these products fail to meet the demands of the market or cost more in research and development than the Company anticipated, this could have an adverse effect on the financial results and overall image of the Company.
Patents, trademarks and brand reputation	Maintaining and enhancing the brand is critical to the Company's strategies going forward. If the Company fails to meet customer expectations, negative publicity and complaints on social media platforms could damage the brand and ultimately reduce customers' willingness to buy from the Company. If the Company fails to maintain its brand or if excessive expenses are incurred in this effort, the Company's business, results of operations, financial condition and financial results may be materially and adversely affected. As with all brands, the Company is exposed to risk from unauthorised use of its trademarks and other intellectual property.
Cash and other financial risk	The management of cash is of fundamental importance. At the reporting date the consolidated entity had a cash balance of \$8.3m (2014: \$2.9m). The working capital will be used to carry out the Company's growth and expansion plans. The Company is also exposed financial risks such as foreign currency risk and interest rate risk. Refer to the 'Financial Instrument' note to the financial statements for further information on these risks and how they are managed.
Loss of people	The Company's senior executive team is instrumental in implementing the Company's strategies and executing business plans which support the business operations and growth. Service agreements are in place and the risk of the loss of key personnel is mitigated by regular reviews of remuneration packages (including short and long term incentive schemes) and succession planning within the team.
Equal opportunity	The Company is committed to an active equal opportunities policy. It is the Company's policy to promote an environment free from discrimination, harassment and victimisation, where everyone will receive equal treatment regardless of gender, colour, ethnic or national origin, disability, age, marital status, sexual orientation or religion. Employment practices are applied which are fair, equitable and consistent with the skills and abilities of the employees and the needs of the Company.

Refer to commentary at Recommendations 7.1 and 7.2.

# SOMNOMED LIMITED

## CORPORATE GOVERNANCE STATEMENT

### Principle 8: Remunerate fairly and responsibly

**Recommendation 8.1 - The board of a listed entity should:**

**(a) have a remuneration committee which:**

- (1) has at least three members, a majority of whom are independent directors; and**
  - (2) is chaired by an independent director,**
- and disclose:**

- (3) the charter of the committee;**
- (4) the members of the committee; and**
- (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**

**(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.**

The Board maintains a Remuneration Committee. The Remuneration Committee comprises the full Board and their attendance at meetings of the committee is detailed in the Directors' Report of the Company's Annual Report.

The majority of the Committee members are independent thereby partially satisfying this Recommendation. The Chair is not independent as he currently holds an executive position as CEO.

Members of the Remuneration Committee during the financial year were as follows:

<b>Director's name</b>	<b>Executive status of Company</b>	<b>Independence status</b>
Peter Neustadt	Executive Chairman and CEO (Chairman of Remuneration Committee)	Non-Independent
Robert Scherini	Non-Executive Director	Independent
Lee Ausburn	Non-Executive Director	Independent

The number of Committee meetings held and attended by each member in addition to details of the qualifications and experience of the members of the Committee is detailed in the Directors' report in the Company's Annual Report.

The Remuneration Committee oversees remuneration policy and monitors remuneration outcomes to promote the interests of shareholders by rewarding, motivating and retaining employees.

The Charter of the Committee is available at the Company's website. The Committee's charter sets out the roles and responsibilities, composition and structure of the Committee. In summary, the charter provides for the committee to monitor and advise upon the following matters:

- the Company's remuneration structure including long term incentives and superannuation arrangements;
- 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.

When considered necessary, the Committee may obtain external advice from independent consultants in determining the Company's remuneration practices including remuneration levels.

The number of Committee meetings held and attended by each member is disclosed in the 'Meetings of directors' section of the Directors' report.

## **SOMNOMED LIMITED**

### **CORPORATE GOVERNANCE STATEMENT**

***Recommendation 8.2 - A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.***

Non-executive directors are remunerated by way of cash fees, superannuation contributions and non-cash benefits in lieu of fees. The level of remuneration reflects the anticipated time commitments and responsibilities of the position. Performance based incentives are not available to non-executive directors as it could be perceived to impair their independence in decision making.

Senior executives are remunerated using combinations of fixed and performance based remuneration. Fees and salaries are set at levels reflecting market rates having regard to the individual's performance and responsibilities. Performance based remuneration is linked directly to specific performance targets that are aligned to both short and long term objectives. Share options and rights are issued so as to align director and executive objectives with shareholder and the business objectives. Termination payments are detailed in individual contracts and payable on early termination with the exclusion of termination in the event of misconduct.

Further details in relation to the Company's remuneration policies are contained in the Remuneration Report, within the Directors' report of the Company's Annual Report.

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

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

The use of derivatives or other hedging arrangements for unvested securities of the Company or vested securities of the Company which are subject to escrow arrangements is prohibited. Where a director or other senior executive uses derivatives or other hedging arrangements over vested securities of the Company, this will be disclosed.