

ATOMO DIAGNOSTICS LIMITED (ACN 142 925 684)

2021 Corporate Governance Statement

Atomo Diagnostics Limited (**Atomo** or the **Company**) was admitted to the Official List of the Australian Securities Exchange (**ASX**) on 14 April 2020.

During the financial year ended 30 June 2021, Atomo continued to enhance its governance framework to bring it into alignment with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Recommendations**).

This Corporate Governance Statement reports against the 4th edition of the ASX Recommendations and is current as at 30 September 2021. It discloses the extent to which Atomo followed the ASX Recommendations during the reporting period ended 30 June 2021 (**Reporting Period**) and where an ASX Recommendation was not followed for any part of the Reporting Period, states the reasons for not following the Recommendation and any alternative governance practices Atomo adopted in lieu of the Recommendation.

This Corporate Governance Statement has been approved by the Atomo Board and is available, together with all Charters and Policies referenced in this Statement, on Atomo's website under 'About - Governance' at: <https://atomodiagnostics.com/governance/>

RECOMMENDATION		COMMENT
PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Atomo has a Board Charter setting out the matters expressly reserved to the Board and those delegated to management. The Board's primary responsibility is ensuring that the Company has an appropriate governance structure to ensure the creation and protection of shareholder value. The Board's key objective is to advance Atomo's strategic direction in its day to day activities in a way that: (a) provides clear accountability; (b) protects the rights and interests of shareholders and other stakeholders; (c) provides for proper management of Atomo's assets; (d) supports the achievement of Atomo's fiduciary, environmental, health, safety, social and other obligations; (e) preserves and enhances Atomo's reputation and standing in the community; and (f) supports the achievement of shareholder value within a framework of appropriate risk assessment and management.

		<p>In general, the Board is responsible for establishing goals for management and ensuring that Atomo is managed in a manner consistent with agreed objectives.</p> <p>The Managing Director is appointed by the Board and is responsible for the day-to-day management of Atomo's business in accordance with the strategy, policies and programs approved by the Board.</p> <p>The Board has delegated to the Managing Director the power to authorise expenditure provided for in the annual budget approved by the Board or within the financial limit set for the Managing Director in the Delegation of Authority established by the Board. The matters over which the Board has retained authority include:</p> <ul style="list-style-type: none"> (a) expenditure in excess of authority levels delegated to the Managing Director; (b) the Managing Director's remuneration outside of normal monthly remuneration; (c) business related expenses claimed by the Managing Director; and (d) the terms and conditions under which direct reports to the Managing Director are appointed.
1.2	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	<p>Atomo's Board Charter provides that the Board will undertake appropriate checks to determine whether or not to recommend a Director to shareholders for election or re-election or to appoint a Director to fill a casual vacancy. The Charter also confirms the Board's commitment to providing shareholders with all material information in Atomo's possession relevant to a decision on whether or not to elect or re-elect a Director.</p> <p>As part of Atomo's application for admission to the Official List of ASX in 2020, the Directors of Atomo at that time, provided a national criminal history check obtained from the Australian Federal Police and a search of the Australian National Personal Insolvency Index. In addition, each Director who had in the past 10 years been a resident of a country other than Australia, provided an equivalent national criminal history check and an equivalent national bankruptcy check for each country in which the Director resided. Atomo arranged for background and criminal record checks to be undertaken prior to the Board's appointment of Deborah Neff on 15 September 2021.</p> <p>Atomo has disclosed to securityholders all material information in its possession relating to each of the Directors by way of disclosure in its Prospectus and in each notice of general meeting relevant to a decision on whether or not to elect or re-elect a director.</p> <p>Atomo's Notice of Meeting in respect of the 2021 AGM contains all material information in Atomo's possession relating to Dr LaBelle and Ms Neff who are being put forward for re-election at the 2021 AGM.</p>

		Atomo is committed to arranging appropriate checks prior to appointing a senior executive.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Each Non-Executive Director and senior executive of Atomo has entered into a written agreement with Atomo or one of its group companies setting out the terms of their engagement.
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.	<p>Atomo's Board Charter provides that the Board has reserved to itself the appointment, and removal, of the Company Secretary and the determination of their remuneration and conditions of service, including any financial incentives.</p> <p>The Board Charter also provides that the Company Secretary is responsible for developing and maintaining the information systems and processes required such that the Board can fulfil its role and is directly accountable to the Board, through the Chair, on all matters relating to the proper functioning of the Board.</p> <p>The Board's People, Culture and Remuneration Committee is responsible for overseeing the process of appointment and remuneration of the Company Secretary.</p>
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period for to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in</p>	<p>Atomo adopted a Diversity Policy prior to becoming a listed entity. The Policy sets out Atomo's commitment to diversity (including gender, age, ethnicity, disability, family responsibilities, religion and sexual orientation diversity) and creating an inclusive culture in which difference is recognised and valued.</p> <p>In conjunction with the Diversity Policy, Atomo's Board Charter provides that the composition of the Board must demonstrate an appropriate mix of skills, experience, diversity and knowledge to discharge its responsibilities and objectives.</p> <p>As at 30 September 2021, Atomo's Board comprises six Directors - five Non-Executive Directors and the Managing Director. Two of Atomo's Non-Executive Directors are female.</p> <p>The Board has delegated responsibility to the People, Culture and Remuneration Committee for:</p> <ul style="list-style-type: none"> • identifying and evaluating the necessary and desirable skills, experience and diversity of the Board and Board Committees; • developing criteria for the selection of candidates for the Board in light of its desired mix of skills, experience and diversity;

	<p>senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or</p> <p>(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.</p>	<ul style="list-style-type: none"> identifying any deficiencies in the composition of the Board in light of its collective desired mix of skills, experience and diversity; making recommendations to the Board on the appointment, re-election and removal of Directors in light of the Board’s current skills, experience and diversity; and developing a succession plan for the Board with a view to maintaining an appropriate balance of skills, experience and diversity. <p>The Board is responsible for developing measurable objectives and strategies to meet the objectives of the Diversity Policy. It is also responsible for reviewing annually both the measurable objectives and Atomo’s progress in achieving the measurable objectives.</p> <p>Set out below are the diversity objectives adopted by the Board on 23 March 2021 and Atomo’s progress towards achieving the objectives:</p> <table border="1" data-bbox="960 632 2031 1385"> <thead> <tr> <th data-bbox="960 632 1496 695">Objective</th> <th data-bbox="1496 632 2031 695">Progress</th> </tr> </thead> <tbody> <tr> <td data-bbox="960 695 1496 794">Target at least 30% female representation on the Board by 1 July 2022.</td> <td data-bbox="1496 695 2031 794">Objective met on 15 September 2021 with the appointment of Deborah Neff.</td> </tr> <tr> <td data-bbox="960 794 1496 893">Maintain at least 40% gender diversity within the workforce.</td> <td data-bbox="1496 794 2031 893">Objective continues to be met.</td> </tr> <tr> <td data-bbox="960 893 1496 1385"> Integrate diversity principles into Atomo’s recruitment processes by: <ul style="list-style-type: none"> incorporating a diversity statement on all job advertisements; developing selection criteria for internal promotions and external appointments; and providing training for all hiring managers on diversity awareness, recognising unconscious bias, inclusive job descriptions and non-discriminatory interview techniques. </td> <td data-bbox="1496 893 2031 1385"> Atomo has engaged an external human resources advisor to assist in integrating diversity principles into Atomo’s recruitment processes. Atomo has incorporated a diversity statement into its pro forma job advertisement and has provided training to staff on diversity awareness, recognising unconscious bias and non-discriminatory interview techniques. Work on the development of selection criteria for internal promotions and external appointments is ongoing. </td> </tr> </tbody> </table>	Objective	Progress	Target at least 30% female representation on the Board by 1 July 2022.	Objective met on 15 September 2021 with the appointment of Deborah Neff.	Maintain at least 40% gender diversity within the workforce.	Objective continues to be met.	Integrate diversity principles into Atomo’s recruitment processes by: <ul style="list-style-type: none"> incorporating a diversity statement on all job advertisements; developing selection criteria for internal promotions and external appointments; and providing training for all hiring managers on diversity awareness, recognising unconscious bias, inclusive job descriptions and non-discriminatory interview techniques. 	Atomo has engaged an external human resources advisor to assist in integrating diversity principles into Atomo’s recruitment processes. Atomo has incorporated a diversity statement into its pro forma job advertisement and has provided training to staff on diversity awareness, recognising unconscious bias and non-discriminatory interview techniques. Work on the development of selection criteria for internal promotions and external appointments is ongoing.
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Undertake a pay equity review to ensure no gender pay bias in remuneration practices and address any gender pay inequity by 1 July 2022.

Atomo has not as yet undertaken a pay equity review but intends to undertake the review by 1 July 2022.

Atomo's workforce diversity as at **30 June 2021** was as follows:

Level	Female number	Current percentage of women	Male number	Current percentage of men
Board of Directors	1	20%	4	80%
Senior Executives*	2	40%	3	60%
All Atomo employees	11	41%	17	59%

*Senior Executives means C Suite executives (excluding the CEO who is captured in the Board data) and employees with a title of 'Director'.

Atomo's workforce diversity as at **30 September 2021** was as follows:

Level	Female number	Current percentage of women	Male number	Current percentage of men
Board of Directors	2	33%	4	67%
Senior Executives*	2	50%	2	50%
All Atomo employees	22	56%	17	44%

*Senior Executives means C Suite executives (excluding the CEO who is captured in the Board data) and employees with a title of 'Director'.

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

Atomo's Board Charter provides that the Board will undertake an assessment and review of the performance of the Board, its Committees and individual Directors at least annually.

Atomo's People, Culture and Remuneration Committee is responsible for reviewing and making recommendations to the Board in respect of the development and implementation

	(b) disclose, in relation to each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	<p>of a process for evaluating the performance of the Board, Board committees and individual Directors.</p> <p>During FY21, the Board undertook a performance evaluation by way of an anonymous online questionnaire. The responses received were discussed and actions were agreed for FY22.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p>The Charter of Atomo's People, Culture and Remuneration Committee provides that the Committee will make recommendations to the Board on the criteria for the evaluation of the performance of the Managing Director and any other executive director.</p> <p>The performance of Atomo's senior executive team was evaluated during the Reporting Period by way of one on one meetings between:</p> <ul style="list-style-type: none"> • in the case of the Managing Director, the Chair and the Managing Director, and between two of the Non-Executive Directors, Connie Carnabuci and Paul Kasian, and the Managing Director's direct reports; and • in respect of the COO and CCO, between the Managing Director and each individual and between the Managing Director and the COO and CFO's direct reports. <p>The Board reviewed the Managing Director's evaluation of his own reports and the Chair's evaluation in the case of the Managing Director and determined the performance appraisal outcomes for each of the Senior Executives.</p>
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p>	<p>The Board had established a Nomination and Remuneration Committee comprising three non-executive directors who are considered by the Board to be independent – Connie Carnabuci, Paul Kasian and John Keith (Chair of the Board). Ms Carnabuci is the Chair of the Committee.</p> <p>However, during the Reporting Period, the Board revised the scope of the responsibilities of the Nomination and Remuneration Committee to include people and culture responsibilities and to reflect this change of scope, changed the name of the Committee to 'People, Culture and Remuneration Committee'. In conjunction with this change, the Board resumed nomination responsibilities and adopted a protocol to be followed in respect of the appointment of new directors.</p>

	<p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Under its Charter, the People, Culture and Remuneration Committee continues to have responsibility for monitoring and making recommendations to the Board in relation to:</p> <ul style="list-style-type: none"> (a) the necessary and desirable collective skills, experience and diversity of the Board and Board Committees; (b) the independence of each Director, including any potential effect on independence arising out of the directorships held by, or offered to, a Director in other public companies; (c) succession plans for the Chair, the Managing Director and direct reports to the Managing Director; (d) the Company's induction program for new Directors and ongoing professional development program for Directors; and (e) the re-election of Directors. <p>The Charter of the People, Culture and Remuneration Committee can be found on Atomo's website at: https://atomodiagnostics.com/governance/</p>
2.2	<p>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.</p>	<p>During the first half of the Reporting Period, the Board developed a Board Skills Matrix to capture the current mix of skills, competencies and diversity on the Board and to enable the Board to assess whether there are any areas which need to be strengthened in the future having regard to the Company's strategic direction. The Board Skills Matrix will inform decisions on future appointments and the development of existing Directors' skills.</p> <p>The Board has identified the skills, knowledge, experience and capabilities currently on the Board using a self-assessment questionnaire. Directors were asked to rate their level of proficiency in each skill area.</p> <p>The Board considers that the current mix of skills and experience on the Board to be appropriate to the needs of the Company.</p> <p>The collective skills and experience currently on the Board is set out below:</p>

		<p style="text-align: center;">Board Skills Matrix</p> <table border="1"> <caption>Board Skills Matrix Data</caption> <thead> <tr> <th>Skill</th> <th>Extensive</th> <th>Moderate</th> <th>Low</th> </tr> </thead> <tbody> <tr><td>Listed company</td><td>2</td><td>1</td><td>3</td></tr> <tr><td>Management and leadership</td><td>3</td><td>3</td><td>0</td></tr> <tr><td>Risk management</td><td>4</td><td>1</td><td>1</td></tr> <tr><td>International markets</td><td>4</td><td>2</td><td>0</td></tr> <tr><td>Capital markets</td><td>4</td><td>2</td><td>0</td></tr> <tr><td>Human Resources</td><td>2</td><td>3</td><td>1</td></tr> <tr><td>Intellectual Property</td><td>1</td><td>3</td><td>2</td></tr> <tr><td>Governance</td><td>2</td><td>2</td><td>2</td></tr> <tr><td>Regulatory</td><td>3</td><td>2</td><td>1</td></tr> <tr><td>Finance</td><td>2</td><td>2</td><td>2</td></tr> <tr><td>Strategy</td><td>4</td><td>1</td><td>1</td></tr> <tr><td>Research & development</td><td>3</td><td>3</td><td>0</td></tr> <tr><td>Partnering</td><td>2</td><td>4</td><td>0</td></tr> <tr><td>Manufacturing</td><td>1</td><td>3</td><td>2</td></tr> <tr><td>Sales and marketing</td><td>2</td><td>0</td><td>4</td></tr> <tr><td>Healthcare industry</td><td>5</td><td>0</td><td>1</td></tr> </tbody> </table> <p>The Board reviews the Board Skills Matrix at least annually to ensure that it continues to capture all of the skills, knowledge, experience and capabilities needed to oversee the Company and where the need for changes is identified, the Skills Matrix is updated.</p>	Skill	Extensive	Moderate	Low	Listed company	2	1	3	Management and leadership	3	3	0	Risk management	4	1	1	International markets	4	2	0	Capital markets	4	2	0	Human Resources	2	3	1	Intellectual Property	1	3	2	Governance	2	2	2	Regulatory	3	2	1	Finance	2	2	2	Strategy	4	1	1	Research & development	3	3	0	Partnering	2	4	0	Manufacturing	1	3	2	Sales and marketing	2	0	4	Healthcare industry	5	0	1
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2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, or relationship of the type described in Box 2.3 but the board is of the opinion that it does not</p>	<p>Atomo's Board comprises six Directors including one Managing Director:</p> <ul style="list-style-type: none"> • John Keith, Non-Executive Chair • John Kelly, Managing Director • Curt LaBelle, Non-Executive Director • Paul Kasian, Non-Executive Director • Connie Carnabuci, Non-Executive Director • Deborah Neff, Non-Executive Director 																																																																				

	<p>compromise the independence of the director, the nature of the interest, position, or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>Atomo's Board Charter provides that as a general principle, independent Directors are those who are free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement on issues before the Board and to act in the best interests of Atomo as a whole rather than the interests of an individual shareholder or third party.</p> <p>The Charter provides that the approach and attitude of a Non-Executive Director is a critical factor in determining his or her independence and the factors relevant to assessing the independence of a Non-Executive Director include if the Director:</p> <ul style="list-style-type: none"> (a) is not or does not represent a substantial shareholder of the Company or has not, within the last three years, been an officer of, an employee of, or professional advisor to a substantial shareholder of the Company ; (b) has not, within the last three years, been employed in an executive capacity by the Company or another Group member, or been a Director after ceasing to hold any such employment; (c) receives performance-based remuneration (including options or performance rights) or participates in an employee incentive scheme of the Company; (d) is not, or has not within the last three years been, a material supplier, professional adviser, consultant or customer of the Company or other Group member, or an officer of or otherwise associated, directly or indirectly, with a material supplier, professional adviser, consultant or customer; (e) has close personal ties with any person who falls within the categories described above; (f) has not served on the Board for a period in the past which could, or could reasonably be perceived to, compromise the Director's independence or materially interfere with the Director's ability to act in the current best interests of the Company; and (g) is free from any interest and any business, familial, friendship, social other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company. <p>Atomo disclosed in its Prospectus and its 2020 Annual Report, the Directors who were considered by the Board to be independent. Four of Atomo's Directors are considered to be independent – John Keith, Paul Kasian, Connie Carnabuci and Deborah Neff.</p> <p>Atomo's People, Culture and Remuneration Committee is responsible for assessing at least annually, or more frequently if a Director's material interests or affiliations have changed, the independence of individual Directors and making recommendations to the Board as to whether or not a Director's status as an independent Director has changed.</p>
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2.4	A majority of the board of a listed entity should be independent directors.	As set out under Recommendation 2.3 above, the majority of Atomo's Board are independent Directors.
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.	As set out under Recommendation 2.3 above, the chair of Atomo's Board is John Keith who has been assessed by the Board as being an independent Director.
2.6	A listed entity should have a program for inducting new directors and periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<p>Atomo has an induction program for new directors which includes meetings with the other Directors, the Company's Auditor and Australian legal advisor and the provision of corporate and financial management information and governance related material regarding the Company.</p> <p>Atomo's People, Culture and Remuneration Committee is responsible for making recommendations to the Board in respect of the Company's induction program for new Directors and ongoing professional development program for Directors .</p> <p>During the Reporting Period, Atomo's Directors received briefings on topics identified by them as being of importance to their role as Directors of the Company.</p>

PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
3.1	A listed entity should articulate and disclose its values	<p>Atomo's values, as set out in its Code of Conduct, are:</p> <ul style="list-style-type: none"> (a) Excellence: continuously seeking excellence in diagnostics; (b) Impact: seeking to transform health outcomes through innovation in diagnostics; (c) Innovation: developing next generation technology to create breakthrough improvements in usability; and (d) Integrity: being honest, ethical and fair in all dealings. <p>During the Reporting Period, the Board oversaw a review of Atomo's statement of values and a revised statement of values will be launched in FY22.</p> <p>Atomo's Code of Conduct requires that the Board be informed immediately of any material non-compliance with the Code. Management regularly provides assurance reports to the Board in respect of compliance with Atomo's policies and legal obligations.</p>
3.2	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. 	<p>Atomo is committed to making positive economic, social and environmental contributions to each of the communities in which it operates, while complying with all applicable laws and regulations and acting in a manner that is consistent with its values.</p> <p>Atomo has adopted a Code of Conduct whose purpose is to provide a framework for decisions and actions by Atomo people. The Code underpins Atomo's commitment to providing professional services and its duty of care to all employees, stakeholders and clients receiving those services.</p> <p>Staff members are expected to act consistently with the principles set out in the Code of Conduct at all times. Similarly, the Code informs consultants, contractors and partners working with, or for Atomo, of Atomo's values and expectations and their obligation to act in accordance with them.</p>
3.3	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	<p>In recognition of the important role whistleblowing can play in the early detection of misconduct and the fact that individuals who are considering disclosing misconduct may fear retribution or other detriment and require an assurance of protection, Atomo has a Whistleblower Policy. The Policy can be found on Atomo's website at: https://atomodiagnostics.com/governance/</p>

3.4	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 	<p>Atomo has an Anti-Bribery and Corruption Policy. A copy of the Policy is found on Atomo's website at: https://atomodiagnosics.com/governance/</p>
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
4.1	<p>The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) 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. 	<p>The Board has established an Audit and Risk Committee (ARC).</p> <p>There are three members of the ARC, all of whom are Non-Executive Directors and a majority of whom are considered by the Board to be independent Directors. Set out below are the members of the ARC:</p> <ul style="list-style-type: none"> (a) Paul Kasian (Chair), independent Non-Executive Director (b) John Keith, independent Non-Executive Director (c) Curt LaBelle, Non-Executive Director <p>The members of the ARC and their relevant qualifications and experience were disclosed in Atomo's 2021 Annual Report.</p> <p>Atomo has disclosed in its 2021 Annual Report, the relevant qualifications and experience of the members of the ARC, the number of times the ARC met throughout the Reporting Period and the individual attendances of the members of the ARC at those meetings.</p>

4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Atomo complied with this Recommendation in respect of its Annual Financial Statements for the Reporting Period.</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>Atomo verifies the integrity of its Full Year, Half Year and Quarterly Reports by receiving a declaration from its CEO and CFO for such Reports in the form required by Section 295A for full year financial statements. Atomo also provides these Reports to the Company's external auditor for review or audit, as applicable.</p>
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	<p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>Atomo has a Continuous Disclosure Policy which sets out the procedures that apply to the central collection, control, assessment and if required, release to the ASX, of information which may affect the price or value of Atomo securities or influence decisions taken by investors to buy or sell Atomo securities.</p> <p>As a standing agenda item at each Board meeting, Atomo's Directors consider whether or not there is any information (including any matters reported to or discussed at the Board meeting) that may potentially need to be disclosed to the market pursuant to Atomo's continuous disclosure obligations.</p>

5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	All Atomo Directors receive automatic email notification when Atomo releases market announcements.
5.3	A listed entity that gives a new substantial investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation	In accordance with Atomo's Continuous Disclosure Policy, prior to giving a new and substantive investor or analyst presentation, Atomo gives a copy of the presentation materials to the market and the presentation materials are made available to all shareholders via Atomo's website.
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>Atomo's website provides ready access to information about the Company, the Board, the senior management team, Atomo's governance practices and Atomo's products. Atomo has an investor section on its website providing information about Atomo's share price performance and ready access to ASX announcements including financial reports and investor presentations.</p> <p>Shareholders and other interested parties are able to subscribe, via the Investor page on Atomo's website, to receive email alerts regarding the release of Atomo ASX announcements.</p>
6.2	A listed entity should have an investor relations programme that facilitates effective two way communication with investors.	<p>Atomo has a Shareholder Communication Policy which sets out Atomo's shareholder communication processes.</p> <p>Investors are able to contact Atomo or submit questions or comments to Atomo via the 'Contact us' page on Atomo's website, or via a specific email address Atomo has created for investor enquiries (investorqueries@atomodiagnosics.com). All Atomo ASX announcements provide contact details to facilitate communication with investors.</p>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<p>Atomo facilitates and encourages participation at meetings of security holders by offering shareholders the opportunity to:</p> <ul style="list-style-type: none"> • attend and vote in person, where appropriate; • attend and vote online; • lodge votes and submit questions online ahead of the meeting; and • appoint a proxy to attend a meeting and vote on the shareholder's behalf

6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	All substantive resolutions at a meeting of Atomo security holders are determined by a poll.
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>Atomo security holders have the option to receive communications from, and send communications to Atomo and its security registry, Link Market Services Limited, electronically.</p> <p>Atomo's share registry, Link Market Services Limited, also receives and sends electronic communications to shareholders.</p>
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK		
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>The Board has established an Audit and Risk Committee (ARC).</p> <p>The ARC has three members, all of whom are Non-Executive Directors and a majority of whom are considered by the Board to be independent Directors.</p> <p>The members of the ARC are disclosed in the 2021 Annual Report and are set out below:</p> <ul style="list-style-type: none"> • Paul Kasian, independent Non-Executive Director; • John Keith (Chair of the Board) independent Non-Executive Director; and • Curt LaBelle, Non-Executive Director. <p>Atomo has disclosed in its 2021 Annual Report the number of times the ARC met throughout the Reporting Period and the individual attendances of the members of the ARC at those meetings.</p>

7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>During the Reporting Period, the Atomo Audit and Risk Committee (ARC) and the Board reviewed Atomo's risk management framework to satisfy themselves that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.</p> <p>The ARC is responsible for reviewing the Board's risk appetite statement and the risk management framework at least annually.</p> <p>Management is required to provide an assurance report to the Board at each scheduled monthly Board meeting which includes confirmation that Atomo's risk management framework is functioning effectively including dealing adequately with contemporary and emerging risks and that all Atomo personnel are operating in compliance with this framework.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>Atomo does not have an internal audit function.</p> <p>The Audit and Risk Committee is responsible for monitoring the effectiveness of Atomo's risk management framework and system of internal control, including making regular requests, receipt and review of reports on material risks and the operation of the Company's internal controls to mitigate those risks.</p> <p>The Board has delegated to the Audit and Risk Committee responsibility for discussing with management and the external audit firm any major issues relating to Atomo's system of internal controls over financial information.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and if it does, how it manages or intends to manage those risks.</p>	<p>Details of the material business risks, including environmental and social risks, faced by the Company are set out in the Company's Operations and Financial Review in the 2021 Directors' Report.</p>
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p>	<p>The Board has established a People, Culture and Remuneration Committee which comprises three non-executive directors who are considered by the Board to be independent – Connie Carnabuci, Paul Kasian and John Keith (Chair of the Board). Ms Carnabuci is the Chair of the Committee.</p>

	<ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>The Committee has a Charter which can be found on Atomo's website at: https://atomodiagnosics.com/governance/</p> <p>Atomo has disclosed in its 2021 Annual Report, the members of the Committee and the number of times the Committee met throughout the Reporting Period and the individual attendances of the members of the Committee at those meetings.</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>Atomo has disclosed in its 2021 Annual Report its policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of the Managing Director and other senior executives.</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> (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. 	<p>Atomo's Securities Trading Policy prohibits Directors and executives who participate in an equity-based executive incentive plan from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlements granted under the plan.</p>