

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

DIMERIX LIMITED

ABN/ARBN

18 001 285 230

Financial year ended

30 JUNE 2016

Our corporate governance statement² for the above period above can be found at:³

☐ these pages of our annual report: _____

☒ this URL on our website: <http://dimerix.com/company/corporate-governance/charters-and-policies/>

The Corporate Governance Statement is accurate and up to date as at 16 September 2016 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date here: 19 September 2016

Sign here:



Company secretary

Print name: Ian Hobson

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<u>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</u>			
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 fact that we follow this recommendation: - in our Corporate Governance Statement ...and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): - in our Corporate Governance Statement <u>AND</u> - in our Board Charter at http://dimerix.com/company/corporate-governance/charters-and-policies/	
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.	...the fact that we follow this recommendation: - in our Corporate Governance Statement <u>AND</u> - in our notices of AGM	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	...the fact that we follow this recommendation: in our Corporate Governance Statement	
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 fact that we follow this recommendation: in our Corporate Governance Statement	
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		...an explanation why that is so in our Corporate Governance Statement.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
	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.		
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 evaluation process referred to in paragraph (a): • in our Corporate Governance Statement ...and the information referred to in paragraph (b): • in our Corporate Governance Statement	
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 evaluation process referred to in paragraph (a): • in our Corporate Governance Statement ...and the information referred to in paragraph (b): • in our Corporate Governance Statement	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
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 fact that we do not have a nomination committee and the processes we employ 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: • in our Corporate Governance Statement	
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.	...our board skills matrix: • is at http://dimerix.com/company/corporate-governance/charters-and-policies/	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
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 names of the directors considered by the board to be independent directors: • in our Corporate Governance Statement (b): • in our Corporate Governance Statement ...the length of service of each director: • in our Corporate Governance Statement AND • in our Annual Report	
2.4	A majority of the board of a listed entity should be independent directors.		...an explanation why that is so in our Corporate Governance Statement.
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.		...an explanation why that is so in our Corporate Governance Statement.
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 fact that we follow this recommendation: • in our Corporate Governance Statement	
<u>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</u>			
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.	...our code of conduct or a summary of it: • is at http://dimerix.com/company/corporate-governance/charters-and-policies/	
<u>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</u>			
4.1	The board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and	...the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
	(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; <u>OR</u> (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.	engagement partner: • in our Corporate Governance Statement	
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.	...the fact that we follow this recommendation: • in our Corporate Governance Statement	
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 fact that we follow this recommendation: • in our Corporate Governance Statement	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<u>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</u>			
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.	...our continuous disclosure compliance policy: - in our Corporate Governance Statement <u>AND</u> - at http://dimerix.com/company/corporate-governance/charters-and-policies/	
<u>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</u>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	...information about us and our governance on our website: http://dimerix.com/company/corporate-governance/charters-and-policies/	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	...the fact that we follow this recommendation: - in our Corporate Governance Statement <u>AND</u> - at http://dimerix.com/company/corporate-governance/charters-and-policies/	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	...the fact that we follow this recommendation: - in our Corporate Governance Statement <u>AND</u> - at http://dimerix.com/company/corporate-governance/charters-and-policies/	
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 fact that we follow this recommendation: in our Corporate Governance Statement	
<u>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</u>			
7.1	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;	...the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: - in our Corporate Governance Statement <u>AND</u> - in our Risk Management and Internal Compliance and Control Policy at: http://dimerix.com/company/corporate-governance/charters-and-policies/	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
	(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.		
7.2	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.	...the fact that we follow this recommendation: • in our Corporate Governance Statement	
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 fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes are disclosed at the following locations: • in our Corporate Governance Statement AND • in our Risk Management and Internal Compliance and Control Policy at: • http://dimerix.com/company/corporate-governance/charters-and-policies/	
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.	...whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: • in our Corporate Governance Statement	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
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; <u>OR</u> (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 fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: • in our Corporate Governance Statement
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.	...separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: • in our Corporate Governance Statement	
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.	...our policy on this issue or a summary of it: • in our Corporate Governance Statement <u>AND</u> • in our Share Trading Policy at: http://dimerix.com/company/corporate-governance/charters-and-policies/	

Dimerix Limited
Corporate Governance Statement

ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 3rd edition*
As at 30 June 2016 and approved by the Board.

The Company is committed to high standards of corporate governance designed to enable the Company to meet its performance objectives and better manage its risks.

The Company has adopted a comprehensive governance framework in the form of a formal corporate governance charter together with associated policies, protocols and related instruments.

A full copy of the Company's corporate governance charter and associated policies, protocols and related instruments is available on the Company's website under its "Corporate Governance" heading – www.dimerix.com.

The Company intends to follow the ASX CGC P&R in all respects other than as specifically provided below.

The independent directors of the Company are David Franklyn, Sonia Poli and Liz Jazwinska.

Recommendation	Compliance	Explanation
1.1 A listed entity should disclose:		The Board has established a Corporate Governance Policy which summaries the role and duties of the Board.
a. The respective roles and responsibilities of its board and management; and	✓	The Company considers that the primary responsibility of the Board is to oversee the Company's business activities and management for the benefit of the shareholders by:
b. Those matters expressly reserved to the board and those delegated to management.	✓	– setting objectives, goals and strategic direction with management with a view to maximising shareholder value; – overseeing the financial position and monitoring the business and affairs of the Company; – establishing corporate governance, ethical, environmental and health and safety standards; – ensuring significant business risks are identified and appropriately managed; and – ensuring the composition of the Board is appropriate, selecting directors for appointment to the Board and reviewing the performance of the Board and the contributions of individual directors. The management structure of the Company and the suitability of authority levels are determined and reviewed by the Board. Matters which are not covered by the delegations require Board approval.

	b. Disclose whether performance evaluations were undertaken.	✓	The evaluation of the performance of the Board's various committees is undertaken on an exception basis. This is also an informal process which is driven by the Chairman of the Board.
1.7	A listed entity should:		
	a. Have and disclose a process for periodically evaluating the performance of senior management; and	✓	The Board regularly evaluates the performance of senior executives.
	b. Disclose whether performance evaluations were undertaken.	✓	The Company has undertaken a performance evaluation for senior executives during the financial year.
2.1	A listed entity should have a nomination committee which: - Consists of at least 3 members, a majority of whom are independent directors; - Is chaired by an independent director; And disclose: - The charter of the committee; - The members of the committee - The number of times the committee met and individual attendance at those meetings If it does not have a nomination committee disclose that fact and the process it follows to address that role.	*	The Company does not presently have a separate nomination committee. The size of the Company and Board does not warrant the establishment of a separate nomination committee. The duties of such committee have been considered and adopted by the Board. The Company does not have a documented procedure for the selection and appointment of directors. The Board informally reviews the skill set of and market expectations for its directors on a regular basis and considers these factors when appointing / re-electing directors.
2.2	A listed entity should have and disclose a board skills matrix.	✓	The director skills matrix is available on the corporate governance section of the website.
2.3	A listed entity should disclose: - The names of the directors considered by the board to be independent directors and length of service. - If a director has an interest / association / relationship that meets the factors of assessing independence.	✓	The independent directors of the Company are David Franklyn, Sonia Poli and Liz Jazwinska. Their respective length of service is set out in the annual report.

2.4	A majority of the board should be independent directors.	✓	Three of the four board members are independent.
2.5	The chair should be an independent director.	✗	The Chairman, Mr James Williams, is not independent as his role is executive chairman.
	The roles of Chair and Chief Executive Officer should not be exercised by the same individual.	✓	The positions of Chairman and Chief Executive Officer are not held by the same person.
2.6	A listed entity should have a program for inducting new directors.	✗	The Company does not presently have a program for inducting new members as the size of the Company and Board does not warrant this practice.
3.1	A listed entity should: - have a code of conduct; and - disclose the code or a summary of it.	✓ ✓	The Board has adopted a Code of Conduct. The code outlines the Company's position on a range of ethical and legal issues including financial inducements, conflicts of interest and accountability and addresses: • the practices necessary to maintain confidence in the company's integrity; • the practices necessary to take into account their legal obligations and the expectations of their stakeholders; and • responsibility and accountability of individuals for reporting and investigating reports of unethical practices. • The code applies to directors, employees, and anyone who works with the Company. The Code of Conduct is available at www.Dimerix.com
4.1	The board of a listed entity should have an audit committee which: - Has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent chair, who is not chair of the board. Disclose: - The charter of the committee; - The relevant member qualifications;	✗	The board has not established an audit committee as the role of the committee is undertaken by the full board.

	- The number of times the committee met and individual attendance at those meetings		
4.2	The board should receive declarations for CEO & CFO in accordance with S.295A of corporations act before approving financial statements.	✓	The declarations have been provided.
4.3	A listed entity should ensure its external auditor attends its AGM.	✓	This practice is in place.
5.1	A listed entity should: - Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and - disclosure that policy or a summary of it.	✓ ✓	The Board recognises that shareholders and the investment market generally should be informed of all major business events that influence the Company in a timely and widely available manner. To safeguard the effective dissemination of information the Company has adopted an Information Disclosure Policy. The Policy outlines how the Company identifies and distributes information to shareholders and market participants and has been designed to ensure: – compliance with ASX Listing Rule disclosure; and – accountability at a senior executive level for that compliance. The Company's Information Disclosure Policy is available on the Company's website in the Policies section.
6.1	A listed entity should provide information about itself and its governance to investors via its website.	✓	The company information and governance policies are contained on the company's website on www.Dimerix.com .
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	✓	The Company's communication strategy forms part of the Company's Information Disclosure Policy. The Board aims to ensure that the market and shareholders are informed of all major developments affecting the Company. The Company's website contains a section for shareholders and investors (Investor Centre). All announcements and corporate material of interest to shareholders and the market generally can be found on the Investor Centre. The Company's communication strategy has been designed to: – promote effective communication with shareholders; and – encourage shareholder participation at AGMs.

6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	✓	Satisfied. See communication policy at www.Dimerix.com .
6.4	A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.	✓	Orchestrated via the share registry service (welcome pack to investors).
7.1	The board of a listed entity should have a committee to oversee risk, which: - Has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent chair, who is not chair of the board. Disclose: - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings If it does not have a risk committee disclose that fact and the process it follows to address that role.	✗	The Company does not have a separate risk committee. The role is performed by the full board.
7.2	The board or a committee of the board should: - Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and - Disclose whether such a review has taken place.	✓	The Company has in place a system to identify, monitor and manage significant risks associated with its business activities. The risk register and related risk management controls are reviewed by management and the Board at least annually. The Board determines the Company's risk profile and is responsible for overseeing and approving risk management strategies, policies, internal compliance and internal controls.

			A review of the Company's risk register and controls, as well as risk management framework, was undertaken in the financial year ending 30 June 2016. The Company is satisfied that the risk management framework is in line with industry standards for risk reporting.
7.3	A listed entity should disclose: - If it has an internal audit function, how the function is structured and what role it performs; - If it does not have an internal audit function, disclose that fact and the process it follows to address that function.	✖	Dimerix does not have its own internal audit function given the relative size of the organisation. The Board considers the current systematic monitoring of control activities to be sufficient to manage current and future risks.
7.4	The entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks, and if it does, how it manages those risks.	✓	The Company does not have any significant exposure to economic, environmental or social sustainability risks.
8.1	The board of a listed entity should: - have a remuneration committee which has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent director; and Disclose: - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings If it does not have a remuneration committee disclose that fact and the process it follows to address that role.	✖	The Company does not have a separate remuneration committee. The role is performed by the full board.
8.2	Companies should clearly distinguish the structure of non-executive directors' remuneration	✓	The structure of Directors' remuneration is disclosed in the annual report.

from that of executive directors and senior executives.

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|-----|---|---|---|
| 8.3 | A listed entity which has an equity-based remuneration scheme should: | ✖ | There is no broad policy. Each employee has separately negotiated their remuneration. |
| | <ul style="list-style-type: none">- Have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme;- Disclose that policy or a summary of it. | | |
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Further information about the Company's corporate governance practices is set out on the Company's website.