Syntara Limited
Corporate Governance Statement

Syntara Limited is an Australian company listed on the Australia Securities Exchange ('ASX').

Syntara has developed a corporate governance framework ("CGF") including supporting policies and practices consistent with the Corporate Governance Principles and Recommendations 4th Edition ("ASX Governance Principles").

The Board reviews and updates the corporate governance framework as required and was last reviewed in August 2026. The Board follows a structured process to periodically review and update its corporate governance policies, charters, and related documents.

For ease of reference, this section is structured within the context of the ASX Governance Principles, with brief commentary in each section indicating how the Company has implemented its corporate governance framework.

1. Lay solid foundations for management and oversight
2. Structure the Board to be effective and add value
3. Instil a culture of acting lawfully, ethically and responsibly
4. Safeguard the integrity of corporate reports
5. Make timely and balanced disclosure
6. Respect the rights of security holders
7. Recognise and manage risk
8. Remunerate fairly and responsibly

1. Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

Recommendation 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.

Syntara CGF:
The Syntara Board Charter is available on our website (instructions at the end of the document).

Recommendation 1.2

A listed entity should:
(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.

Syntara CGF:
The Company undertakes appropriate checks before appointing a director or senior executive, or putting a person forward for election as a director.

Syntara provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

Recommendation 1.3

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

Syntara CGF:
The Company has written agreements with each of its directors and senior executives.

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.

Syntara CGF:
The role of Syntara company secretary includes:

- advising the Board and its committees on governance matters
- monitoring that Board and committee policy and procedures are followed
- coordinating the timely completion and dispatch of Board and committee papers
- ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
- helping to organise and facilitate the induction of new directors

Recommendation 1.5

A listed entity should:

(a) have and disclose a diversity policy;
(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 workplace generally; and
(c) disclose in relation to each reporting period:

1. *the measurable objectives set for that period to achieve gender diversity;*
2. *the entity's progress towards achieving those objectives; and*
3. *either:*
    1. *the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (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.*

Syntara CGF:
The Syntara Diversity Policy is available on our website (instructions at the end of the document), including diversity objectives. The policy discusses the approach taken by the Board in relation to annual objectives.

Syntara gender diversity statistics for the Company are as follows:

Employee Numbers	**2026**			**2025**		
	Male	Female	%	Male	Female	%
Non-executive directors	2	1	33%	2	1	33%
CEO and direct reports	3	2	40%	5	2	29%
Total employees	12	14	54%	13	12	48%

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 for each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period

Syntara CGF:
The Remuneration and Nomination Committee is responsible for overseeing the process for evaluating the performance of the Board, Board Committees and individual Directors. Evaluations were conducted in the current year (2026) in accordance with the process described below.

The Remuneration and Nomination Committee conducts an annual survey of Directors.

A Board performance survey is used to:

- review the Company's current corporate governance practices and identify any requirements that are required to be changed;
- review the respective roles of the Board and management;
- review the mix of experience and skills required by the Board;
- assess the performance of the Board as a whole over the previous 12 months;
- assess the effectiveness of Board processes; and
- examine ways of assisting the Board in performing its duties more effectively and efficiently.

The Board performance surveys are collated by the Company Secretary and discussed at a subsequent Board meeting where the implementation of recommendations is agreed.

Board committee performance is assessed using a specific committee section of the Board performance survey. Individual committees are then asked to:

- review recommendations and comments arising from the survey and implement changes considered appropriate; and
- review their committee charter annually, and recommend changes to the Board.

Review of individual director performance is considered and assessed by the Board or relevant Committee chair.

Recommendation 1.7

A listed entity should:

(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and
(b) disclose for each reporting period, whether a performance evaluation has been undertaken in the reporting period in accordance with that process during or in respect of that period.

Syntara CGF:
The performance of senior executive officers was evaluated in the current year (2026) in accordance with the process described below.

The Remuneration and Nomination Committee is specifically responsible for reviewing the ongoing performance of the Chief Executive Officer ("CEO") and ensuring there is an appropriate process to review the performance of other senior executive officers (SEO's) and for setting and approving performance objectives of SEO's in relation to bonus payments and options. Each year the Remuneration and Nomination Committee:

- approves the corporate milestone objectives for the CEO and SEO's for the coming financial year, the milestones being based on the business plan approved by the Board;
- evaluates the performance of the CEO compared to milestone objectives set at the beginning of the year and approves the payment of any bonus and/or the grant and vesting of any options related to the CEO's performance;
- in relation to SEO's, reviews recommendations, considers and approves the payment of any bonus and/or the grant and vesting of any options based on performance of both corporate and individual milestone objectives for the current financial year.

2. Structure the board to add value

The board of a listed entity should be of an appropriate size and collectively have the skills commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and 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.

Syntara CGF:
Syntara has a Remuneration and Nomination Committee. The combined role is considered appropriate for a company of our size. A copy of the Remuneration and Nomination Committee Charter is available is available on our website (instructions at the end of the document).

The Remuneration and Nomination Committee has a majority of independent directors. The chair of the Remuneration and Nomination Committee is an independent director.

The Remuneration & Nomination Committee consists of:

- Simon Green - Chair
- Kathleen Metters
- Hashan De Silva

Details of attendance by individual committee members are available in the Company's annual report.

Recommendation 2.2

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

Syntara CGF:
The Board seeks to have within its membership directors with a broad range of relevant industry and corporate expertise both nationally and internationally.

The Syntara Board currently seeks to cover the following skills:

- Biotechnology industry – senior management experience with profit centre responsibility both within Australia and internationally in large biotechnology companies
- Biotechnology industry – senior management experience in successful international "start-up" biotechnology companies
- Biotechnology industry - international senior management experience in drug discovery and clinical development
- Science and healthcare qualifications
- Sales and marketing management experience
- Regulatory and pricing approval experience in major international markets and Australia
- Capital markets
- Business development experience and contacts
- International partnering of pharmaceutical products
- Experience in developing, implementing strategy
- Governance
- Financial acumen and experience
- Health safety and environmental
- Remuneration, including incentive programs

The Board supplements its collective skills with external and internal advisors as it considers appropriate.

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 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 or relationship in question and an explanation of why the board is of that opinion; and
(c) the length of service of each director.

Syntara CGF:
All Syntara directors, whether independent or not, are required to bring independent judgment to bear on Board decisions.

The Company regards its non-executive directors Kathleen Metters and Simon Green as independent for the purposes of the ASX Governance Principles. An investment fund managed by Mr Hashan De Silva is an investor in the Company and Mr De Silva is therefore not regarded as independent.

As required by the Syntara Board Charter the Board regularly assesses director independence having regard to the criteria outlined in the ASX Governance Principles.

Directors were first appointed to the Board as follows:

- Gary Phillips – March 2013
- Kathleen Metters - June 2017
- Simon Green - December 2022
- Hashan De Silva - January 2023

Directors and Board Committees have the right to seek independent professional advice at the Company's expense after prior consultation with the Chair.

Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

Syntara CGF:
The Syntara Board Charter requires a majority of directors to be independent. The Syntara Board currently consists of four directors, including three non-executive directors, one of which is the non-executive chair. The non-executive directors are regarded as being independent other than Mr Hashan De Silva as outlined above. The Board is aware that only 50% of directors are currently independent. The Board will monitor and review its composition including the percentage of independent directors.

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.

Syntara CGF:
The Syntara Board Charter requires that the chair be an independent director and that the role of chair and chief executive officer cannot be exercised by the same individual.

The chair of the Syntara Board is an independent director.

The role of chair and CEO are exercised by different individuals.

Recommendation 2.6

A listed entity should have a program for inducting new directors and for 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.

Syntara CGF:
The Company has a program for inducting new directors.

The Company seeks to appoint directors with the requisite skills and knowledge to perform their role as directors and requires each director to participate in appropriate professional development opportunities to maintain and further develop those skills. Additionally, the Company routinely updates directors with market developments (including regulatory, accounting and legal updates) that may be applicable to their roles and provides relevant professional development training as considered appropriate. The annual survey of directors facilitates the identification of the need for additional professional development of directors.

3. Instil a culture of acting lawfully, ethically and responsibly

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Recommendation 3.1

A listed entity should articulate and disclose its values

Syntara CGF:
The Syntara Values Statement is available on our website (instructions at the end of the document).

Recommendation 3.2

A listed entity should:

(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.

Syntara CGF:
A copy of the Syntara Code of Conduct is available on our website (instructions at

the end of the document). Breaches of the Code of Conduct are required to be reported to the Board.

Recommendation 3.3

A listed entity should:

(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.

Syntara CGF:
A copy of the Syntara Whistleblower Policy is available on our website (instructions at the end of the document). Material incidents reported under the policy are required to be reported to the Board.

Recommendation 3.4

A listed entity should:

(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.

Syntara CGF:
A copy of the Syntara Anti-bribery and Corruption Policy is available on our website (instructions at the end of the document). Material breaches of the policy are required to be reported to the Board.

4. Safeguard the integrity of corporate reports

A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its 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.

Syntara CGF:
Syntara has an Audit and Risk Committee.

The Syntara Audit & Risk Committee charter is available on our website (instructions at the end of the document).

The Syntara Audit & Risk Committee consists of three non-executive directors of which two are regarded as independent:

- Hashan De Silva - Chair
- Kathleen Metters
- Simon Green

Details of the relevant qualifications and experience of and attendance by individual committee members are available in the Company's annual report.

See 2.4 above for commentary in relation to the number and percentage of independent directors on the Board. Of the other non-executive directors on the Committee, Dr Metters is Board chair and is therefore not permitted to chair the Committee. Dr Green chairs the Remuneration and Nomination Committee.

Mr De Silva has very relevant skills to chair the Audit and Risk Committee and his appointment to this role appropriately shares the workload of non-executive directors.

While the financial statements of Syntara limited are relatively straight forward, the Audit & Risk Committee has access to professional accounting qualifications as required from the Chief Financial Officer (external), a partner in a listed biotech focused accounting practice.

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.

Syntara CGF:
The Syntara CEO and CFO provide a declaration to the Board complying with 4.2 above in respect to financial statements submitted to the Board for approval.

Recommendation 4.3

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.

Syntara CGF:

As described in the Continuous Disclosure and Shareholder Reporting Policy, Syntara provides interim (currently quarterly) updates of the Company's progress across all areas of the business, including select financial information. All such updates are reviewed by the Disclosure Committee as described in the Continuous Disclosure and Shareholder Reporting Policy and individual components are also reviewed by Senior Management with responsibility for the specific component subject matter. The financial information is reviewed by the Audit & Risk Committee in conjunction with its review of the quarterly cash flow filed with the Australian Securities Exchange (Appendix 4(c)).

5. Make timely and balanced disclosure

A listed entity should make timely and balanced disclosures of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Recommendation 5.1

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rule 3.1.

Syntara CGF:
The Syntara Continuous Disclosure and Shareholder Communications Policy is available on our website (instructions at the end of the document).

The Company has a Disclosure Committee to oversee the implementation of the policy.

The Disclosure Committee consists of the:

- Chief Executive Officer;
- Chair of the Board; and
- Chief Medical Officer.

Recommendation 5.2

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

Syntara CGF:
The Syntara Chair is a member of the Disclosure Committee that reviews all material market announcements prior to their release. All material market announcements are promptly provided to all directors.

Recommendation 5.3

A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

Syntara CGF:
Syntara periodically and as required ahead of meetings with investors and analysts updates the investor presentation available on its website after release on the ASX Market Announcements Platform.

6. Respect the rights of shareholders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Recommendation 6.1

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

Syntara CGF:
The Syntara website contains information about the Company and its governance.

Recommendation 6.2

A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

Syntara CGF:
In addition to mandated full year and half year reporting and continuous disclosure obligations, Syntara provides shareholders with interim updates of the Company's progress across all areas of the business to enable shareholders to better assess the overall progress and performance of the Company.

The Company responds to letters, emails, telephone calls and requests for meetings from investors regardless of the size of their shareholding and encourages questions at and in advance of the annual general meeting and any other investor updates.

Recommendation 6.3

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

Syntara CGF:
Syntara historically held its shareholder meetings at a Sydney CBD location to provide ease of access to shareholders both institutional and retail. With the ease of access to webcasting the Company is holding virtual meetings which provide for greater shareholder participation.

Shareholders are encouraged to submit questions to the Company in advance of the meeting.

Recommendation 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.

Syntara CGF:

It is the practice of Syntara at general meetings of shareholders to display, at the time of voting for each resolution, the proxy votes received by the Company so that shareholders are fully informed as to the level of support for each resolution.

The Chair will exercise the right of the Chair under section 41 of the Syntara constitution to call for a poll before the vote is taken on all resolutions being considered by shareholder meetings.

Recommendation 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.

Syntara CGF:
The Company encourages shareholders to utilise the electronic communication alternatives available from its share registry.

7. Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework

Recommendation 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; 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 process it employs for overseeing the entity's risk management framework.

Syntara CGF:
The Syntara Audit & Risk Committee is responsible to the Board for oversight of material business risks and the Company's risk management framework.

The Syntara Audit & Risk Committee charter is available on our website (instructions at the end of the document).

Recommendation 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 that the entity is operating with due regard to the risk appetite set by the board; and
(b) disclose in relation to each reporting period, whether such a review has taken place.

Syntara CGF:
The Audit & Risk Committee reviews the Company's risk management framework and Risk Management Statement annually, or more frequently if the Board or Committee considers it necessary.

The review is undertaken in periodically throughout the year and in conjunction with the Committee's review of the Company's annual financial and directors' reports.

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 governance, risk management and internal control processes.

Syntara CGF:
As a small enterprise Syntara does not have an internal audit function. The Audit and Risk committee, working with management, has responsibility for evaluating and continually improving the effectiveness of the Company's governance, risk management and internal control processes. These matters are reviewed at least annually.

Recommendation 7.4

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.*

Syntara CGF:
Our Risk Management Statement is available on our website (instructions at the end of the document), and provides an overview of our risk profile including economic, environmental and social sustainability risks, together with management strategies and internal controls.

8. Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

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 which 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.

Syntara CGF:
We have a Remuneration and Nomination Committee. A copy of our Remuneration and Nomination Committee Charter is available on our website (instructions at the end of the document).

The Remuneration and Nomination Committee has a majority of independent directors. The chair of the Remuneration and Nomination Committee is an independent director.

The Remuneration & Nomination Committee consists of:

- Simon Green - Chair
- Hashan De Silva
- Kathleen Metters

Details of attendance by individual committee members are available in the Company's annual report.

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.

Syntara CGF:
Non-executive director remuneration does not have any variable incentive component. The Executive Director and senior executive officer remuneration includes a variable component such as the vesting of options or bonus payments linked to the achievement of performance targets.

The cash component of senior executive remuneration includes a fixed and variable component, the latter being dependent upon performance measures that are derived from annual objectives. The performance measures underlying the variable component of the Chief Executive Officer's remuneration is approved by and reported annually to the Remuneration and Nomination Committee.

For details of the Company's remuneration policies and practices refer to the Remuneration Report in our most recent 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.

Syntara CGF:
Directors, senior executive officers and employees are not permitted to enter into

transactions (whether through the use of derivatives or otherwise) which limit the risk of participating in the Syntara employee option plan.

Corporate governance documents available on our website (https://syntaratx.com.au/corporate-governance/):

Syntara Limited Constitution

Board Charter

Remuneration and Nomination Committee Charter

Audit & Risk Committee Charter

Continuous Disclosure and Shareholder Communication Policy

Values Statement

Code of Conduct

Securities Trading Policy

Diversity Policy

Risk Management Statement

Anti-bribery and Corruption Policy

Whistleblower Policy

Statutory Annual Reports