

# Stemcell United Limited

## CORPORATE GOVERNANCE POLICIES

### Risk Management, Internal Compliance and Control Policy

#### 1. General Principles

The Board is responsible for the oversight of the Company's risk management and control framework and satisfying itself that management has developed and implemented a sound system of risk management and internal control.

Responsibility for control and risk management is delegated to the appropriate level of management with the Company with the Chief Executive Officer having ultimate responsibility to the Board for identifying, assessing, monitoring and managing risks.

The Company is committed to managing risk to protect its people, the environment, the Company's assets and reputation. This system helps the Company to operate effectively and efficiently, achieve business objectives, ensure reliable reporting and comply with applicable laws and regulations.

#### 2. Implementation of Policy

The Board implements this policy by:

- overseeing the establishment and implementation of the risk management system;
- reviewing the effectiveness of the Company's implementation of that system; and
- ensuring investors are informed of material changes to the Company's risk profile.

The Chief Executive Officer via management implements this policy by:

- establishing and implementing a system for identifying, assessing, monitoring and managing material risk throughout the Company. This system includes the Company's internal compliance and control systems;
- providing a system of ongoing risk review that is capable of responding promptly to new and evolving risks;
- monitoring the effectiveness of the system of risk and internal control management;
- designing, resourcing, operating and monitoring internal control systems;
- where appropriate, and with prior approval of the Board, seeking external advice in relation to the identification, assessment, monitoring or management of risk;
- ensuring that a risk-based approach to internal control is communicated and embedded in business processes;
- assigning accountability for managing risks within agreed boundaries; and
- periodically reporting the results of balanced assessments regarding the effectiveness of the riskbased internal control system, including identified weaknesses or incidents.

#### 3. Review Risk Management Framework

The Board will review the Company's risk management framework at least on an annual basis to ensure it continues to be sound and appropriate for the Company's size and levels of operations.

#### 4. Management Confirmation as to Integrity of Financial Reporting

The Company's Chief Executive Officer and Chief Financial Officer (or equivalent) provides an assurance to the Board that:

- the consolidated financial statements of the Company and its controlled entity for each half and full year present a true and fair view, in all material aspects, of the Company's financial condition and operational results and are in accordance with accounting standards;
- the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- the Company's risk management and internal compliance and control framework is operating efficiently and effectively in all material respects.

#### **5. Role of Auditor**

The Company's shall ensure that the auditor will attend the Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation of the auditor's report.