



May 2024

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**Innovation and Development Committee Charter**

**Nanosonics Limited**

**ABN 11 095 076 896**

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## **1. PURPOSE**

The Innovation and Development Committee is appointed by the Board to discharge its responsibilities in overseeing the strategy and implementation of the Company's innovation and product development, and to advise the Board on the principal issues arising that require consideration.

## **2. AUTHORITY**

The Board authorises the Committee to:

- Perform activities identified within this charter;
- Seek any information it requires from any officer or employee of the Company, including information concerning activities or programs being undertaken by external entities in cooperation with, or sponsored by the Company; and
- Select, set the terms of reference and appoint such consultants or advisors as the Committee considers necessary, at the cost of the Company.

The Committee will have no executive powers in regard to its findings and recommendations.

## **3. COMPOSITION**

The Committee will be composed of not less than four members, two of whom must be both non-executive Directors of the Company and ideally, independent. The chair of the Committee will be an independent non-executive director.

The Company Secretary will act as the Secretary of the Committee unless otherwise determined by the Committee.

## **4. MEETINGS**

The quorum required for a meeting of the Committee will be 2 members.

The Committee will meet as often as it considers necessary to discharge its responsibilities. However, it is intended that the Committee will generally hold at least 3 regular meetings each year.

An agenda and meeting papers and appropriate briefing material will be prepared and circulated in advance to each member of the Committee where it is practicable to do so.

All Directors are invited to attend the meetings of the Committee. Members of the Committee may invite any employee or contractor of the Company or any other person who has information that the Committee requires, in order to perform its responsibilities. Invited individuals will be identified in the meeting agenda.

The Company Secretary will take minutes of the Committee meetings. Minutes of the Committee meetings will be circulated to all members of the Committee and to the Board at its next meeting.

Other procedural matters regarding meetings of the Committee will be governed by the constitution of the Company, as applicable.

## **5. RESPONSIBILITIES**

### **Technology strategy**

The primary responsibility of the Committee is to monitor the strategic direction of the Company's research and product development programs and technical capabilities, and make recommendations to the Board on the direction of those programs.

In addition to the primary objective outlined above, the Committee will also:

- Ensure that the Company's technology strategy, and product roadmaps are all appropriately anchored in its long term strategy, and its associated financial and people plans.
- Review the market for relevant technologies including the assessment of competitor technology from time to time as appropriate.
- Consider opportunities to engage externally from a technology standpoint (including but not limited to contracts, grants, collaborative efforts, alliances and venture capital) or other technology-related aspects of major acquisitions and business development transactions; and

The Committee will take into account the extent to which the R&D programs, priorities and resources are aligned with the Company's:

- Strategic priorities and broad commercial opportunities and objectives;
- Agreed target markets and competitive positioning;
- Existing and new product pipeline;
- Medical affairs priorities and activities;
- Major technology positions and strategies relative to emerging technologies, industry trends, changing customer needs and market requirements;
- Intellectual property strategy and portfolio; and
- Specific technology risk areas and agreed risk appetite where relevant to the matters set out in this Charter.

The Committee may also from time to time receive briefings on external developments in relevant technologies and clinical fields.

### **Resource allocation**

The Committee will:

- Ensure the optimal allocation of the Company's existing resources to research and development programs in line with the agreed technology strategy and any agreed metrics; and
- Make recommendations to the Board in relation to the allocation of resources.

### **Reporting**

The Committee will report regularly to the Board all matters relevant to the Committee's responsibilities as set out in this Charter and make appropriate recommendations.

**Evaluate performance**

The performance and achievements of the Committee is to be assessed annually by the chair of the Committee as part of the broader Board and Committee evaluation process.

**Review of the Innovation and Development Committee Charter**

The Committee will ensure that this Innovation and Development Committee Charter is reviewed annually and any proposed changes discussed with the Board as required.