



CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is effective as of 27 March 2019 and has been approved by the Board of the Company as effective on that date. This Corporate Governance Statement accompanies the Company's Annual Report which was lodged with the ASX on 1 April 2019

This Corporate Governance Statement discloses the extent to which the Company has, during the financial year ending 31 December 2018, followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that have not been followed for any part of the reporting period have been identified and reasons provided for not following them along with what (if any) alternative governance practices were adopted in lieu of the recommendation during that period.

The Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance duties.

During 2019, the Company plans to review its Corporate Governance policies and charters with a view to insuring the Company's Corporate Governance is fit for purpose and reflects the Company's strategies and development plans.

The Company's current Corporate Governance Plan and the policies and charters referred to in the table below are available to download on the Company's website at

<https://www.esense-lab.com/corporate-governance>.

Principles and Recommendations	Comply (Yes/No)	Explanation
PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
<p>Recommendation 1.1</p> <p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	YES	<p>The Company has established a Board Charter.</p> <p>The Board Charter sets out the specific responsibilities of the Board, the requirements as to the Board's composition, the roles and responsibilities of the Chairman, Company Secretary and management, the establishment, operation and management of Board committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.</p> <p>A copy of the Company's Board Charter is contained in its Corporate Governance Plan which is available on the Company's website.</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(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>	YES	<p>(a) The Company's Corporate Governance Plan requires the Nomination Committee (or in its absence, the Board) to undertake appropriate checks as to the character, experience, education, criminal record and bankruptcy history of the candidate before appointing a person or putting forward to security holders a candidate for election, as a Director.</p> <p>(b) All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders in any notice of meeting pursuant to which the resolution to elect or re-elect such Director will be voted on.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	YES	<p>The Company's Corporate Governance Plan requires the Board to ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.</p> <p>The Company has entered into a written agreement with each Director and senior executive setting out the terms of their appointment.</p>
<p>Recommendation 1.4</p> <p>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>	YES	<p>The Board Charter outlines the role, responsibility and accountability of the Company Secretary. The Company Secretary is accountable directly to the Board, through the Chair, on all matters relating to the proper functioning of the Board.</p>
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to</p>	PARTIALLY	<p>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives, if considered appropriate, and to assess</p>

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<p>set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(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:</p> <p>(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</p> <p>(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.</p>		<p>annually both the objectives if any have been set and the Company's progress in achieving them.</p> <p>(b) The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website.</p> <p>(c) The Board does not presently intend to set measurable gender diversity objectives because:</p> <p>(i) it is the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans;</p> <p>(ii) if it becomes necessary to appoint any new Directors or senior executives, the Board will consider the application of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles will, given the small size of the Company and the Board, unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing based on skills and merit; and</p> <p>(iii) 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) for each financial year will be disclosed in the Company's Annual Report.</p> <p>The Company notes that one Directors on the Board and two persons in the research & development department are females.</p>
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	YES	<p>(a) The Board (in the absence of a Nominations Committee) is responsible for evaluating the performance of the Board and individual Directors on an annual basis, with the aid of an independent advisor, if deemed required. The process for this can be found in the Company's Corporate Governance Plan.</p> <p>(b) Given that the Company was only recently admitted to the official list of the ASX (on 10 February 2017) and there have been changes in Board of Directors during the current financial year, a performance evaluation with respect to the Board, its committees and individual directors has not yet been undertaken. The Board intends to undertake such performance evaluations during the current financial</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p>	YES	<p>(a) The Remuneration Committee (or in its absence, the Board) is responsible for overseeing performance evaluations of senior executives on an annual basis. The process for this can be found in the Company's Corporate Governance Plan.</p> <p>(b) Given that the Company was only recently admitted to the official list of the ASX</p>

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(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.		(on 10 February 2017) and there have been changes in Board of Directors during the current financial year, a performance evaluation with respect to the Company's senior executives has not yet been undertaken. The Board intends to undertake such performance evaluations during the next financial year.
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE		
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ol style="list-style-type: none"> (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 <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>	YES	<p>The Nomination Committee is:</p> <ol style="list-style-type: none"> (a) comprised of Galit Assaf and Ilan Saad until his resignation in May 2018, each of whom were considered to be independent directors. Since Ilan's resignation no further appointments have been made in light of the size of the Board at this point in time. The Board will consider additional appointments in the short-term; (b) chaired by Galit Assaf, who is considered to be an independent director; (c) the Company has established a Nomination Committee Charter, contained in the Company's Corporate Governance Plan which is available on the Company's website; (d) the Company has disclosed the members of the Nomination Committee; and (e) The number of times that the Remuneration & Nomination Committee met throughout the financial year and the individual attendances of the members at those meetings are disclosed in the Company's Annual Report. <p>The Company will disclose in future annual reports the number of times the Remuneration & Nomination Committee meets throughout each financial year and the individual attendances of the members at those meetings.</p> <p>In accordance with the Companies Law 5759 - 1999 (Israel) (Companies Law), the Nomination Committee must also include one External Director who must be the chair of the Committee. Accordingly, Galit Assaf, who is an External Director, has been appointed as the chair.</p>
<p>Recommendation 2.2</p> <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>	NO	<p>Under the Nomination Committee Charter (in the Company's Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skill matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>The Board has not yet developed a specific skill matrix. The composition of the Board is to be reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction. This role will be performed by the</p>

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		Nomination Committee (or, in its absence, the Board). Once adopted, the Company will disclose the Board skill matrix in, or in conjunction with, its Annual Reports.
<p>Recommendation 2.3</p> <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, 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</p> <p>(c) the length of service of each director.</p>	YES	<p>(a) The Board Charter provides for the disclosure of the names of Directors considered by the Board to be independent.</p> <p>The Current Independent Directors of the Company are:</p> <ul style="list-style-type: none"> - Pier Lewis; - Galit Assaf; and - Amit Edri. <p>Benjamin Karasik is not considered to be independent due to his interest in the securities of the Company.</p> <p>(b) The Board Charter requires Directors to disclose their interest, positions, associations and relationships and requires that the independence of Directors is regularly assessed by the Board in light of the interests disclosed by Directors. Details of the Directors interests, positions, associations and relationships have been included in the 2018 Annual Report.</p> <p>(c) The Board Charter requires the disclosure of the length of service of each Director. The Directors in office at the Prospectus Date have served continuously since their respective dates of appointment which are as follows:</p> <ul style="list-style-type: none"> - Piers Lewis - appointed as a Director effective 30 November 2018. - Galit Assaf appointed as a Director effective 5 December 2016. - Benjamin Karasik appointed as a Director effective 9 February 2018. - Amit Edri appointed as a Director effective 30 November 2018.
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	YES	<p>three of the Company's four Directors are considered to be independent. The remaining three Directors are considered to be not independent.</p> <p>As the Company grows, the Board will consider the appointment of an additional independent Director.</p>

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<p>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.</p>	YES	Piers Lewis is the Company's chair and is considered to be an independent director.
<p>Recommendation 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.</p>	YES	In accordance with the Company's Board Charter, the Nominations Committee is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development.
PRINCIPLE 3 - ACT ETHICALLY AND RESPONSIBLY		
<p>Recommendation 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.</p>	YES	<p>(a) The Corporate Code of Conduct applies to the Company's Directors, senior executives and employees. (b) The Company's Corporate Code of Conduct is contained in its Corporate Governance Plan which is available on the Company's website.</p>
PRINCIPLE 4 - SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
<p>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;</p>	YES	<p>The Audit and Risk Committee is: (a) comprised of Galit Assaf and Benjamin Karasik, each of whom are considered to be independent directors. The Board will continue additional appointments in the short-term; (b) chaired by Galit Assaf, who is considered to be an independent director; (c) the Company has established an Audit and Risk Committee Charter, contained in the Company's Corporate Governance Plan which is available on the Company's website; (d) the relevant qualifications and experience of the members of the Audit and Risk Committee is disclosed in the 2018 Annual Report and subsequent ASX announcements; (e) the Audit and Risk Committee did not meet throughout the financial year as the</p>

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<p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(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>		<p>Decisions of the Committee were made by the Board. The Audit and Risk Committee intends to meet in 2019 in accordance with its Charter and the Company's Corporate Governance Policies.</p> <p>In accordance with the Companies Law, the Audit and Risk Committee must also include all of the Company's External Directors, and one of the External Directors must be the chair of the Committee.</p> <p>Accordingly, Galit Assaf, who is an External Director, has been appointed as the chair.</p>
<p>Recommendation 4.2</p> <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>	YES	<p>The Company's Corporate Governance Plan states that a duty and responsibility of the Board is to ensure that before the Board approves the entity's financial statements for a financial period, the CEO and CFO have declared 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>Under Company Law, the CFO and CEO declarations were not required, but the Board approved the reports based on a recommendation from the chair of the Audit and Risk Committee.</p>
<p>Recommendation 4.3</p> <p>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.</p>	NO	<p>Under Israeli law, the Company's external auditor is not required to attend its AGM. On 13 February 2018, the Company held the 2018 AGM.</p>
PRINCIPLE 5 - MAKE TIMELY AND BALANCED DISCLOSURE		
<p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its</p>	YES	<p>(a) The Company has adopted a Continuous Disclosure Policy which is set out within the Company's Corporate Governance Plan and details the Company's disclosure requirements as required by the Listing Rules and other relevant legislation.</p>

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continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.		(b) The Corporate Governance Plan is available on the Company's website.
PRINCIPLE 6 - RESPECT THE RIGHTS OF SECURITY HOLDERS		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its governance is available in the Corporate Governance Plan which is available on the Company's website.
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	YES	The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to Shareholders. The Strategy is contained in the Company's Corporate Governance Plan which is available on the Company's website.
Recommendation 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.	YES	As per the Company's Shareholder Communications Strategy, Shareholders will be encouraged to participate at all EGMs and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material with that notice of meeting stating that all Shareholders are encouraged to participate at the meeting. CDI holders are also encouraged to attend the Meeting, however cannot vote in person and must direct CHESS Depository Nominees how to vote in advance of the meeting. This process occurred in respect of the Company's AGM and EGM held on 13 Feb 2019.
Recommendation 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.	YES	The Shareholder Communication Strategy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders queries should be referred to the Company Secretary at first instance.
PRINCIPLE 7 - RECOGNISE AND MANAGE RISK		
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each	YES	The risk committee is combined with the audit committee, and is subject to the same Charter. Please refer to Recommendation 4.1 for further detail.

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<p>of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</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>Recommendation 7.2</p> <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</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	YES	<p>(a) The Company's process for risk management and internal compliance includes a requirement on the Board to identify and measure risk, monitor the environment for emerging factors and trends that affect these risks, formulate risk management strategies and monitor the performance of risk management systems. The Company has adopted a Risk Management Policy which is contained within the Company's Corporate Governance Plan and details the Company's disclosure requirements with respect to the risk management review procedure and internal compliance and controls.</p> <p>(b) A review of the Company's risk management framework and risk register was undertaken during the 2016 financial year as part of the Company's IPO process. A risk review will be undertaken during the current financial year.</p>
<p>Recommendation 7.3</p> <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 risk</p>	YES	<p>Due to the magnitude of the Company's operations, the Company does not currently have an internal audit function.</p> <p>The Audit and Risk Committee Charter of the Company's Corporate Governance Plan provides for a future internal audit function of the Company. The Charter outlines the monitoring, review and assessment of a range of internal audit functions and procedures.</p>

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management and internal control processes.		
<p>Recommendation 7.4</p> <p>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.</p>	YES	<p>The Company's Risk Management Policy details the Company's risk management systems which assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (if appropriate). Review of the Company's risk management framework is conducted at least annually, and reports are continually created by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.</p> <p>During the reporting period, the Board determined that it did not have any material exposure to economic, environmental and social sustainability risks. The Board does note however that the Company is subject to general economic risks, and economic risks associated with the Company's proposed products seeking to develop new markets. In addition, there are inherent risks associated with the Company's research and development facilities and team being located in Israel, due to the political and military instability, obligations of Israeli citizens to perform military service, and the potential for other countries to impose boycotts over Israeli produced products and companies.</p>
PRINCIPLE 8 - REMUNERATE FAIRLY AND RESPONSIBLY		
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (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 <p>(b) if it does not have a remuneration committee,</p>	YES	<p>The Remuneration Committee is:</p> <ol style="list-style-type: none"> (a) comprised of Ilan Saad and Galit Assaf, until Ilan's resignation in May 2018. No further appointments have been made to the committee since Ilan's resignation. The Board will continue to consider additional appointments in the short-term; (b) chaired by Galit Assaf, who is considered to be an independent director; (c) the Company has established a Remuneration Committee Charter, contained in the Company's Corporate Governance Plan which is available on the Company's website; (d) the Company has disclosed the members of the Remuneration Committee; and (e) The Remuneration Committee did not meet throughout the financial year as the Company was in a transitional phase. The Remuneration Committee intends to meet in 2018 in accordance with its Charter and the Company Corporate Governance Policies. This has not been disclosed in the 2017 Annual Report <p>In accordance with the Companies Law, the Remuneration Committee must include all of the Company's External Directors, and one of the External Directors must be the chair of the Committee. Accordingly, Galit Assaf, who is an External Director, has been appointed as the chair.</p>

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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>Recommendation 8.2</p> <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>	NO	<p>The Remuneration Committee must recommend to the Board a policy regarding the terms of engagement of Directors and of specified members of senior management, which is referred to as a “remuneration policy”. That remuneration policy must be adopted by the Board, after considering the recommendations of the Remuneration Committee, and will need to be brought for approval by Shareholders. The Company convened a Shareholders meeting on 13 Feb 2019 to approve the adoption of a remuneration policy in accordance with the Companies Law.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	YES	<p>(a) The Remuneration Committee (or in its absence, the Board) is required to review, manage and disclose the policy (if any) 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. The Remuneration Committee Charter also states that the Remuneration Committee (or in its absence, the Board) must review and approve any equity-based plans.</p> <p>(b) A copy of the Remuneration Committee Charter is contained in the Company’s Corporate Governance Plan which is available on the Company’s website.</p>