# Corporate Governance Statement 2026

CERDIOS SE, FL-0002.725.433-2, Vaduz

Corporate Governance Statement (Corporate Governance Report) pursuant to Art. 1096a PGR[1] and Art. 9 OffV[2].

As a European Corporation (Societas Europaea – SE) with its registered office in Vaduz, CERDIOS SE (the "Company") has a one-tier management and control structure.

The Board of Directors manages the Company, determines the general direction of its activities, supervises its implementation and performs the further duties arising from the SE Regulation and applicable Liechtenstein law. The executive directors conduct the Company's business in accordance with the principles and requirements defined by the Board of Directors.

The corporate governance statement is available on the Company's website in the "Investor Relations" section at www.cerdios.li.

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[1] Relevant:

1. Companies whose securities are admitted to trading on a regulated market within the meaning of Article 4(1)(21) of Directive 2014/65/EU in an EEA Member State must include a Corporate Governance Report (Declaration on Corporate Governance) in their annual report. This report must form a separate section of the annual report and contain at least the following information:
2. The information pursuant to paragraph 1 does not need to be integrated into the annual report, but may be contained in a separate Corporate Governance Report. In this case, the Corporate Governance Report must be published together with the annual report pursuant to Art. 1123, unless the Corporate Governance Report is publicly accessible on the company's website and the annual report refers to it.
3. As part of the audit of the company's annual report, the auditor or audit firm must issue an opinion on the information required under paragraph 1, nos. 3 and 4 and verify whether the information specified in paragraph 1, nos. 1, 2, 5, 6, and 7 has been provided.

[2] Art. 9 OffV: "In the declaration pursuant to Art. 5 para. 2 letter c of the OffV, the persons responsible at the issuer shall certify, stating their name and function, that:
a) to the best of their knowledge, the interim financial statements prepared in accordance with the relevant accounting standards pursuant to Articles 7 and 8 provide a true and fair view of the assets and liabilities, financial position, and results of operations of the issuer and of all companies included in the consolidation; and
b) the interim report presents the information required under Article 10 in a manner that reflects the actual circumstances."

# Content

# I. Corporate Governance Code / Declaration of Compliance

The Company is an SE listed on a regulated market in the EEA («European Economic Area»). It is therefore subject to the requirements governing the corporate governance statement pursuant to Art. 1096a PGR.

## 1. Reference to Corporate Governance Code

CERDIOS SE is committed to high standards of good corporate governance. The Board of Directors of CERDIOS SE has resolved to apply, in principle, the recommendations of the German Corporate Governance Code (GCGC) in its currently valid version, to the extent that they are compatible with Liechtenstein law and the one-tier SE structure. The GCGC recommendations applicable to the supervisory board are applied to the Board of Directors, and those applicable to the management board are applied to the executive directors.

The German Corporate Governance Code is publicly available at www.dcgk.de.

## 2. Declaration of Compliance / deviations

Where, in accordance with Liechtenstein law, the Company deviates from a Corporate Governance Code, such deviation must be disclosed and explained pursuant to Art. 1096a para. 1 no. 2 PGR. CERDIOS SE considers that it complies with the requirements governing the corporate governance statement; however, it currently discloses the following deviations from recommendations of the GCGC, which are applied accordingly in the one-tier system:

## 3. Diversity in Leadership Positions

When filling management positions and appointing or electing members of the Board of Directors and executive directors the Board of Directors considers the candidates' professional and personal qualifications first and foremost, irrespective of gender. In view of the size and structure of CERDIOS SE, the Company attaches greater importance to ensuring the knowledge, skills and professional experience required for the performance of the relevant duties than to formal diversity requirements. While diversity is expressly welcomed, no separate systematic diversity planning within the meaning of the Code is currently pursued.

## 4. Succession planning

The governing bodies of CERDIOS SE were appointed only recently. The Board of Directors and the executive directors have therefore not yet documented any formal long-term succession planning. In view of the Company's current size and stage of development, succession planning is conducted flexibly and on a case-by-case basis.

## 5. Age limits

No age limits have been set for the executive directors or the members of the Board of Directors. The Company does not consider a rigid age limit to be appropriate, as forced retirement could deprive the Company of valuable experience and expertise, which could be detrimental to the Company.

## 6. Sustainability expertise, skills matrix

The Company attaches importance to sustainability matters but, due to its currently still limited size, has not yet formally embedded specific sustainability expertise within the Board of Directors and does not currently prepare a skills matrix. Sustainability matters are addressed on a project-specific and event-driven basis.

## 7. Rules of procedure of the Board of Directors

The Board of Directors has so far refrained from adopting formal rules of procedure. The Company's current size and complexity allow the Board of Directors to work efficiently on the basis of statutory provisions, the articles of association and internal practice. Should complexity increase, the Board of Directors reserves the right to adopt rules of procedure.

## 8. Establishment of committees

The Board of Directors of CERDIOS SE consists of three members. No committees have been established, with the exception of the legally required Audit Committee, which, due to the small number of members, is composed of the same individuals as the Board of Directors. The establishment of further committees would not increase the efficiency of the Board of Directors' work.

## 9. Expertise in Accounting, Auditing and Sustainability Reporting / Separation of Chairmanship

The Board of Directors also acts as the Audit Committee. The Chairman of the Board of Directors also chairs the Audit Committee. This deviates from the GCGC recommendation that the chairman of the supervisory board should not also chair the Audit Committee.

Given the small size of the committee, the Company currently considers this dual role to be appropriate.

The members of the Board of Directors have proven expertise in accounting and auditing. Specific expertise in sustainability reporting and its assurance is currently still being developed.

CERDIOS SE will monitor further developments in the GCGC and in Liechtenstein corporate governance law and will update its declaration of Compliance as necessary.

## II. Remuneration (remuneration disclosures under the PGR, where applicable)

CERDIOS SE is subject to Liechtenstein requirements concerning reporting on the remuneration of members of the Board of Directors and Executive Management as part of the annual report and corporate governance report. The remuneration policy is consistent with sound, effective and gender-neutral corporate governance and remuneration practices, as expressly provided for regulated institutions under the WPFG («Investment Firms Act»).

Where reporting or disclosure obligations regarding remuneration apply to CERDIOS SE, the required remuneration information (including any remuneration reports and resolutions of the General Meeting) will be disclosed in the annual report and/or the corporate governance report.

## III. Corporate governance practices beyond the mandatory scope

The Company is focused on sustainable and long-term success. Accordingly, responsible and transparent corporate governance is of significant importance. The Company has internal rules on risk management, compliance and internal control; in this respect, it follows the principles of sound internal governance, including a clear organisational structure, effective risk procedures and appropriate internal controls.

No further codified corporate governance practices exceeding statutory requirements currently exist or have been made publicly available. The Company continuously reviews whether additional voluntary frameworks, such as its own corporate governance guidelines or a code of conduct, should be introduced and published.

## IV. Composition and working procedures of the Board of Directors and executive directors

Pursuant to Art. 1096a para. 1 no. 6 PGR, the corporate governance statement must describe the composition and working procedures of the administrative, management and supervisory bodies and their committees.

### 1. Board of Directors

CERDIOS SE has a one-tier structure with a Board of Directors acting as the management and control body. The Board of Directors manages the Company, establishes the key principles of its operations and supervises their implementation by the executive directors. It appoints and removes the executive directors.

In accordance with the articles of association, the Board of Directors consists of three members who are elected by the General Meeting. The Board of Directors may establish committees to the extent permitted by law and as appropriate given its size.

The Board of Directors also serves as the Audit Committee where such committee is required by law.

Collectively, the members of the Board of Directors possess the knowledge, skills and experience required to assess the Company's business activities and material risks. This is consistent with the principles set forth for the governing body of an exchange operating company in Art. 19 para. 1 and 2 HPBG («Trading Places and Stock Exchanges Act.»), which may be used as a reference for good corporate governance.

### 2. Executive directors

The executive directors manage the Company's day-to-day business on their own responsibility and implement the principles and strategies resolved by the Board of Directors. They inform the Board of Directors regularly, promptly and comprehensively about all material matters relating to business planning, business development, risk position, risk management and compliance.

CERDIOS SE applies qualification requirements to the executive directors that are substantively aligned with the standards formulated for investment firms in Art. 13 WPFG, including legal capacity, good reputation, professional suitability, sufficient experience and sufficient presence at the Company's registered office.

Conflicts of interest must be disclosed to the Board of Directors without undue delay. During the reporting year, the Company did not become aware of any material conflicts of interest involving members of the Board of Directors or executive directors.

## V. Shareholder rights and General Meeting

Pursuant to Art. 1096a para. 1 no. 5 PGR, the corporate governance statement must describe the manner in which the General Meeting is conducted, its key powers, and shareholder rights and the exercise of those rights.

The General Meeting of CERDIOS SE is the Company's supreme governing body. In particular, it resolves on the election of members of the Board of Directors, the appropriation of balance-sheet profit, the discharge of members of the Board of Directors, amendments to the articles of association and structural measures, to the extent provided for by law or the articles of association.

Shareholders may exercise their rights in accordance with the SE Regulation and the Liechtenstein PGR. The Company ensures transparency and timely information for shareholders in advance of the General Meeting.

## VI. Diversity concept (Art. 1096a para. 1 no. 7 PGR)

CERDIOS SE is subject to the provisions of Art. 1096a para. 1 no. 7 PGR regarding the description of a diversity concept in relation to administrative, management and supervisory bodies or, where no such concept exists, the requirement to explain the reasons for this.

The Company selects members of the Board of Directors and Executive Management primarily on the basis of professional qualifications, experience and personal suitability. A formalised diversity concept with specific targets, for example by gender, age, professional background or educational background, has not yet been implemented. The reasons for this include, in particular, the Company's currently small size and its short corporate history.

Nevertheless, diversity is considered valuable; the Board of Directors takes different professional backgrounds and international experience into account when selecting candidates. The Company will monitor developments in Liechtenstein law concerning more gender-balanced representation, in particular in connection with the implementation of Directive (EU) 2022/2381 and will adjust its approach where appropriate.

Vaduz, June 2026

CERDIOS SE
Board of Directors