2026 Corporate Governance Statement

The Board of Alcidion Group Limited (the **Company**) is responsible for the overall corporate governance of the Company. The Board believes that good corporate governance helps ensure the future success of the Company, adds value to stakeholders and enhances investor confidence.

The ASX Listing Rules require listed entities to prepare a corporate governance statement disclosing the extent to which the Company has complied with the recommendations of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Principles and Recommendations**) during the reporting period. The Principles and Recommendations are not prescriptive, such that if a company considers a recommendation to be inappropriate having regard to its own circumstances, it has the flexibility not to follow it. Where a company has not followed all the Principles and Recommendations, it must identify which Principles and Recommendations have not been followed and provide reasons for not following them.

This Corporate Governance Statement (**Statement**) discloses the extent to which the Company has followed the Principles and Recommendations, or where appropriate, indicates a departure from the Principles and Recommendations with an explanation. This Statement should be read in conjunction with the governance-related documents on the Company's website www.alcidion.com including the 2026 Annual Report.

This Statement is current as at 19 August 2026 and has been approved by the Board of Directors of Alcidion Group Limited.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT
Recommendation 1.1 - Role of the Board and Management

The role of the Board is to approve the strategic direction of the Company, guide and monitor the management of the Company and its businesses and oversee the implementation of appropriate corporate governance with respect to the Company's affairs. The Board aims to protect and enhance the interests of its shareholders, while considering the interests of other stakeholders, including employees, customers, suppliers and the wider community.

The Board has a formal Board Charter which is available on our website at www.alcidion.com/investor-centre/corporate-governance/ that clearly sets out those matters expressly reserved for the Board's determination and those matters delegated to management.

The Board delegates responsibility for the day-to-day management of the Company and its businesses to the Managing Director (**MD**)/Chief Executive Officer (**CEO**). The MD/CEO is supported by the Senior Leadership Team and delegates authority to appropriate senior leadership for specific activities and transactions via a formal 'delegation of authority'. The Board maintains ultimate responsibility for strategy, control, and risk profile of the Company.

Recommendation 1.2: Appointment of Directors

The Remuneration and Nomination Committee assists the Board to facilitate the selection and appointment of Directors. Before the Board appoints a new Director or puts forward a candidate for election, the Remuneration and Nomination Committee (or its delegate) will ensure that appropriate background checks are undertaken.

The Board provides its shareholders with all material information in its possession that is relevant to its decision on whether to elect or re-elect a Director in the notice of annual general meeting. The notice of annual general meeting includes a statement from the Board as to whether it supports an election or re-election.

Recommendation 1.3: Appointment Terms

Upon appointment, each Director receives a letter of appointment which sets out the formal terms of their appointment, including their remuneration entitlement and performance requirements. Directors also receive a deed of access, indemnity and insurance as well as insurance coverage.

Each member of the Senior Leadership Team has a written contract with the Company, setting out the terms of their appointment, including remuneration entitlements and performance requirements.

Recommendation 1.4: Company Secretary

The Board is supported by its Company Secretary, whose role includes supporting the Board on governance matters, assisting the Board with meetings and Directors' duties, and communicating with the ASX. The Board and individual Directors have access to the Company Secretary.

Under the Company's governance framework, the Company Secretary is accountable to the Board, through the Chair, on all matters regarding the proper functioning of the Board. The Board is responsible for the appointment of the Company Secretary.

Details regarding the Company Secretary, including experience and qualifications, are set out in the Directors' Report in our 2026 Annual Report.

Recommendation 1.5: Diversity Policy

The workforce of the Company comprises individuals with diverse skills, backgrounds, perspectives and experiences and this diversity is valued and respected. To demonstrate the Company's commitment to developing measurable objectives to achieve diversity and inclusion in its workplace, the Company has implemented a Diversity Policy which can be viewed at www.alcidion.com/investor-centre/corporate-governance/. The Company's policy has meritocracy as a guiding principle and seeks to align the Company's management systems with its commitment to continue to develop a culture that values and achieves diversity in its workforce and on its Board.

The Board and Senior Leadership Team considers building a diverse and inclusive workforce as paramount to gaining the best insight into the needs of our customers and stakeholders. A diversity of perspectives and backgrounds also strengthens creativity and innovation in teams. Focus is paid to achieving a balance of men and women in senior leadership positions across the Company.

Due to the current size and composition of the Company, the Board does not consider it appropriate to provide measurable objectives currently. However, the Company is committed to cultivating an inclusive workplace of fairness and equality which fosters the unique skills and talents of a diverse range of people and to encourage diversity in skill set, experience, qualifications, neuro, culture and age of our workforce. With a diverse mix of professionals, we will continue to encourage diversity in the hiring of candidates. The Company has a Diversity and Inclusion Strategy in place.

The Company is considered a "relevant employer" under the under the Workplace Gender Equality Act 2012 (the Act). In accordance with the requirements of the Act, we have lodged our annual report with the Workplace Gender Equality Agency (WGEA) for the 1 April 2025 – 31 March 2026 reporting period. The aim of the report is to highlight measures that employers can focus on to improve workplace gender equality outcomes. Completing the WGEA report is a requirement for all Australian companies with 100+ employees. Although the Company does not currently have 100 employees in Australia, if an employer previously registered with WGEA but their employee count drops below 100, they must continue reporting until the number falls below 80 for six or more months in a reporting period.

The Company's most recent "Gender Equality Indicators" as reported to WGEA are set out below. The 'snapshot date' used for the 1 April 2025 – 31 March 2026 WGEA reporting period was 30 June 2025. As WGEA reporting pertains to Australia, data is Australia-specific unless otherwise stated.

GEI 1 – Gender composition of the workforce
Alcidion demonstrates strong female representation across the organization:

- The CEO/Managing Director is female
- 44% of the global Senior Leadership Team are women
- 38% of Australian employees are female

GEI 2 – Gender composition of governing bodies
Alcidion's Board of Directors is gender balanced, with 40% female representation, including the Chair. The Company has formal policies and strategies in place to support gender equality at the Board level, including succession planning and a focus on diversity and inclusion.

GEI 3 – Equal remuneration between women and men
Alcidion has formal policies and strategies to achieve gender pay equity, including:

- Annual gender remuneration gap analysis (most recently conducted within the last 12 months)
- Analysis includes like-for-like, by-level, and overall pay gap assessments
- No unexplained or unjustified gaps were identified, so no corrective actions were required

GEI 4 – Availability and utility of flexible working arrangements
Alcidion supports flexible work through:

- A formal Flexibility Policy and Strategy
- Hybrid and remote work options, flexible hours, purchased leave, and wellbeing leave
- Management roles designed to be part-time compatible
- Flexibility metrics reported to key management personnel

GEI 5 – Consultation with employees on gender equality
Alcidion actively consults employees through:

- Engagement surveys
- Exit interviews and performance discussions
- Opportunities to provide feedback on draft policies and strategies
- A formal strategy to ensure employee input on gender equality matters

GEI 6 – Sexual harassment, harassment on the ground of sex, or discrimination
Alcidion has robust policies and strategies in place, including:

- A Sexual Harassment and Gender-Based Harassment Prevention Plan
- Comprehensive training for all staff, including the governing body
- Multiple disclosure pathways, including anonymous and post-employment options
- Regular reporting to the Board and executive leadership
- Data collection on incidents and outcomes

The proportion of women on the Board, in senior leadership positions and women across the entire organisation as at 30 June 2026 was as follows:

- Women on the Board – 40%
- Women in senior leadership positions – 44%
- Women across the entire organisation – 37%

Recommendation 1.6: Board Performance Assessment

The Board is committed to formally evaluating its performance, the performance of its committees and individual Directors, as well as the governance processes supporting the Board. The Board does this through an annual assessment process.

The review process involved:

- the completion of a questionnaire by each Director, facilitated by the Company Secretary;
- the provision of a report to each Director with feedback as appropriate by the Chair on the performance of the Board, individual Directors and Committees based on the questionnaire results; and

- a discussion with the Board regarding any areas and actions for improvement.

In the case of the MD/CEO, this review is conducted by the Chair and the results are reported to the Board.

The Company undertook an internal Board assessment during the reporting period. An analysis of the data collected indicated that the Board is functioning effectively against most of its criteria. It was also noted that there were some opportunities identified to improve Board effectiveness.

Recommendation 1.7: Senior Leadership Team Performance Assessment

Senior Leadership Team is appointed by the MD/CEO and their Key Performance Indicators (**KPI's**) contain specific financial and non-financial objectives.

These KPIs are reviewed annually by the MD/CEO. The performance of each Senior Leadership Team against these objectives is evaluated annually.

In the case of the MD/CEO, this review is conducted by the Chair and the results are reported to the Board.

Performance evaluations were undertaken during the reporting period by the Company in accordance with the process.

PRINCIPLE 2 – BOARD STRUCTURE
Recommendation 2.1: Nomination Committee

The Company's Remuneration and Nomination Committee Charter provides for the creation of a committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Remuneration and Nomination Committee Charter is available on our website at www.alcidion.com/investor-centre/corporate-governance/

The current members of the Remuneration and Nomination Committee are set out below:
- Rebecca Wilson – Independent Chair of the Committee
- Daniel Sharp – Independent Member of the Committee
- Will Smart – Independent Member of the Committee
- Andrew Way – Independent Member of the Committee

Details of meetings held by the Committee during the year and member attendance are set out in the 2026 Directors' Report.

In accordance with the Company's Remuneration and Nomination Committee Charter the function of the Committee is to assist the Board to carry out the following:
- review the criteria for the Board appointment and membership, including the necessary and desirable competencies;
- review the size and composition of the Board;
- review Board succession plans and the succession of the Chair of the Board, MD/CEO and Senior Leadership Team;
- to develop, disclose and review a skills matrix setting out the mix of skills, experience, knowledge, independence and diversity that the Board currently has or is looking to achieve in its membership;
- conduct performance evaluation of the Board, its Committees and individual Directors, and in developing and implementing plans for identifying, evaluating and enhancing Director competencies;
- ensure Director induction process is in place and regularly review its effectiveness;
- make recommendations for the appointment and re-election of Directors to the Board; and
- make recommendations to the Board on measurable objectives for achieving diversity targets as per the Company's Diversity Policy.

Recommendation 2.2: Board Skills Matrix

Our objective is to have an appropriate mix of expertise and experience on our Board so that it can effectively discharge its corporate governance and oversight responsibilities. It is the Board's view that the current Directors including the MD/CEO possess an appropriate mix of relevant skills, experience, expertise, and diversity to enable the Board to discharge its responsibilities and deliver the Company's strategic objectives. This mix is subject to review on a regular basis as part of the Board's performance review process. The most recent review of skills and experience was completed during the reporting period.

The skills and experience represented in the Board and relevant to the Company's business are set out in the matrix below and following the Company's annual performance and skills review, it is satisfied that it meets expectations in all the below categories:

Skills and experience

- Strategy and leadership
- Financial analysis and capital markets
- Risk and compliance oversight
- People management
- Commercial experience
- Legal and regulatory approval
- Health & Safety
- Cybersecurity
- ESG Responsibility
- Stakeholder communication and engagement
- Operational leadership
- Global Experience
- Critical and innovative thinking
- Negotiation and influence
- Enabling innovation and technology
- Global Health Experience
- Digital Health Experience

To the extent that any skills noted are not directly represented on the Board, they are augmented through management and external advisors. Full details of each Directors' relevant skills and experience are set out in the Company's 2026 Annual Report.

Recommendation 2.3: Independent Directors

An independent director is a non-executive director who is not a member of management and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of judgement.

The Board regularly assesses the independence of each Non-Executive Director considering the information which each Director is required to disclose in relation to any material contract or other relationship with the Company in accordance with the Director's terms of appointment, the Corporations Act 2001 (Cth), the Board Charter and Conflicts of Interest and Related Party Transactions Policy.

When appointing an independent Director or reviewing the independence of its Directors', the Board will have regard to the definition of independent director and the factors set out in the Principles and Recommendations, in particular the factors relevant to assessing the independence of a director set out in Recommendation 2.3.

Currently, the Board's assessment of each current Director is set out below:

Name	Position	Appointment Date	Status
Rebecca Wilson	Non-Executive Chair	1 August 2017	Independent
Kate Quirke	Managing Director/CEO	3 July 2018	Non-Independent
Daniel Sharp	Non-Executive Director	1 September 2021	Independent
Will Smart	Non-Executive Director	1 October 2024	Independent
Andrew Way	Non-Executive Director	15 April 2025	Independent

Reviews of each Director and their relationships with the Company were conducted in FY26 with the Board concluding that it considers Rebecca Wilson, Daniel Sharp, Will Smart and Andrew Way are free from any business or any other relationship that could materially interfere with, or reasonably be perceived to interfere with, the exercise of their unfettered and independent judgement and is able to fulfil the role of independent director for the purpose of the Principles and Recommendations.

Kate Quirke is considered by the Board not to be independent being Managing Director and Chief Executive Officer of the Company.

Recommendation 2.4: Majority Independence

As at the date of this Statement, only one Director is deemed non-independent. The current Board composition reflects an appropriate balance of skills, expertise and experience to fulfil its obligations to act in the best interests of the Company and all stakeholders. The Board also considers that there are appropriate safeguards in place including policies and protocols to ensure independent thought and decision making.

Non-Executive Directors also confer periodically and as appropriate as a group without senior leadership present.

Further information regarding our Directors, including their experience and qualifications, is set out in the Directors' Report of our 2026 Annual Report.

Recommendation 2.5: Board Chair

Rebecca Wilson was appointed as Non-Executive Chair of the Company in August 2017, and is considered an independent Director. The Chair provides leadership to the Board in relation to all Board matters and is responsible for ensuring that the Board meets its responsibilities under the Board Charter. The role of Chair is set out in more detail in the Board Charter.

The roles of Chair and Managing Director/Chief Executive Officer are exercised by different individuals, being Rebecca Wilson and Kate Quirke, respectively.

Recommendation 2.6: Induction, Education and Training

New Directors are provided with copies of all relevant documents and policies governing the Company's business, operations, and management, at the time of joining the Board. All Directors are provided with ongoing professional development and training opportunities to enable them to develop and maintain their skills and knowledge. Directors are also encouraged to personally undertake appropriate training and refresher courses as appropriate to maintain the skills required to discharge their obligations to the Company.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY
Recommendation 3.1: Statement of Values

The Company's values are the guiding principles and norms that define what type of organisation it aspires to be and what it requires from its Directors. The Company's values are outlined below.

CORE VALUES
We are Brave
We are a Team
We are Creative and Innovative
We Celebrate our Achievements
We Amaze our Customers
We are Optimistic

The Company's Senior Leadership Team is responsible for instilling these values across the organisation.

Recommendation 3.2: Code of Conduct

The Board recognises the need to observe the highest standards of corporate practices and business conduct.

Accordingly, the Board has adopted a Code of Conduct designed to:

- provide a benchmark for professional behaviour throughout the Company;
- support the Company's business reputation and corporate image; and
- make Directors' and employees aware of the consequences if they breach the Code of Conduct.

The Code of Conduct can be found on our website at www.alcidion.com/investor-centre/corporate-governance/.

The key aspects of this Code are to:

- act fairly with honesty and integrity in the best interests of the Company;
- act in accordance with all applicable laws, regulations, and the Company policies and procedures;
- have responsibility and accountability for individuals for reporting and investigating reports of unethical practices; and
- use the Company's resources and property properly.

The Code of Conduct sets out the Company's policies on various matters including ethical conduct, business conduct, compliance, privacy and security of information.

Any material breach of the Company's policies, including a breach of the Code of Conduct, is raised, and reviewed at each Board meeting.

Recommendation 3.3: Whistleblower Policy

The Whistleblower Policy demonstrates that the Company is committed to the highest standards of conduct and ethical behaviour in all its business activities. The Company supports a culture of honest and ethical behaviour in ensuring good corporate compliance and governance. The policy sets out, amongst other things, instances of suspected misconduct which can be reported to the internal and external parties and summarises the protections offered to whistleblowers.

Any material breach of the Company's policies, including any breach of the Whistleblower Policy, is raised and reviewed at each Board Meeting.

The Whistleblower Policy is available on the Company's website www.alcidion.com/investor-centre/corporate-governance/.

Recommendation 3.4: Anti-bribery and Corruption Policy

The Anti-Bribery and Corruption Policy demonstrates that the Company is committed maintain high standards of integrity and accountability in conducting its business. The policy provides a framework of guidelines and principles to encourage ethical behaviour in the conduct of business.

Any material breach of the Company's policies, including any breach of the Whistleblower Policy, is raised and reviewed at each Board Meeting.

The Anti-Bribery and Corruption Policy is available on the Company's website www.alcidion.com/investor-centre/corporate-governance/.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING
Recommendation 4.1: Audit Committee

The Company's Audit and Risk Committee Charter provides for the creation of an Audit and Risk Committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director who is not the Board Chair. The Audit and Risk Committee Charter is available on our website at www.alcidion.com/investor-centre/corporate-governance/.

The current members of the Audit and Risk Committee are set out below:

- Daniel Sharp – Independent Chair of the Committee
- Andrew Way – Independent Member of the Committee
- Will Smart – Independent Member of the Committee

Details of meetings held by the Committee during the year and member attendance are set out in the 2026 Directors' Report.

In accordance with the Company's Audit and Risk Committee Charter the primary function of the Committee is to assist the Board to carry out the following:

- review and monitor the integrity of the Company's financial reports and statements;
- monitor the performance and independence of the external auditor; and
- reviewing the consolidated accounts of the Company.

It also has risk management and internal control functions as set out under Recommendation 6.1.

Recommendation 4.2: Assurances

The MD/CEO and Chief Financial Officer (**CFO**) provide an annual declaration to the Board prior to the Board's approval of the Company's full year financial results. This process was followed for the 2026 full year financial results. The MD/CEO and CFO provided a declaration to the Board that, in their opinion, the financial records 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 Company, and their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively. On this basis, the 2026 full year financial results were approved by the Board.

Recommendation 4.3: Verification of integrity of periodic corporate reports

Our external auditor, William Buck, was appointed following the 2016 Annual General Meeting (**AGM**). William Buck attends our Annual General Meeting each year and a representative is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

William Buck's independence declaration is contained in the Directors' Report in our 2026 Annual Report.

Any periodic corporate report the Company releases to the market that is not audited or reviewed by an external auditor are subject to management review to ensure all content is materially correct, balanced and provides investors with appropriate information to make an informed investment decision. While such reports are typically reviewed and approved by the Board, in some instances, they may be approved by the CEO/MD under delegated authority where appropriate. This process ensures timely disclosure whole maintaining accountability and oversight.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE
Recommendation 5.1: Continuous Disclosure Policy

We are committed to providing information to shareholders and to the market in a manner that is consistent with the meaning and intention of the ASX Listing Rules and the Corporations Act 2001 (Cth).

To comply with these obligations, the Board has adopted a Continuous Disclosure Policy, which is available on our website at www.alcidion.com/investor-centre/corporate-governance/. This policy sets out the key obligations of Directors and employees in relation to the Company's continuous disclosure requirements.

The Board has overarching responsibility for compliance with continuous disclosure obligations and the Board approval is required for certain key matters (as set out in the Continuous Disclosure Policy) and matters may be referred to the Board for approval by the MD/CEO or the Company Secretary.

The Board is committed to the promotion of investor confidence by ensuring that trading in the Company's securities takes place in an efficient, competitive and informed market and in compliance with our Securities Trading Policy (as applicable). In accordance with continuous disclosure obligations under the ASX Listing Rules, the Company has procedures in place to ensure that all price sensitive information is identified, reviewed by management and disclosed to the ASX in a timely manner. The Company website includes a link to all information disclosed to the ASX.

Recommendation 5.2: Provide Board with copies of all material market announcements

The Company ensures that its Board receives copies of all material market announcements prior to release to the ASX, where practicable. In addition, all directors are promptly notified of the lodgement of market announcements, including being provided with a copy of the final announcement immediately following its release to the market.

The Company will also ensure that any ASX announcements are also placed on the Company's website shortly thereafter. All employees of the Company have been made aware of the Company's obligations with regard to the continuous disclosure regime and it is required that employees report any material price sensitive information to the Company Secretary if they become aware of such information.

The Company Secretary is responsible for the overall administration of the Continuous Disclosure Policy, including communications with the ASX.

Recommendation 5.3: Investor Presentations

In accordance with the Recommendation, the Company ensures that all new and substantive presentations are released to the market to enable security holders the opportunity to have timely access to the latest information released by the Company.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS
Recommendation 6.1: Information and Governance

Information about the Company and its corporate governance policies is available on our website at https://www.alcidion.com/about/ and www.alcidion.com/investor-centre/corporate-governance/.

The Company also maintains a separate investor page on our website (https://www.alcidion.com/investor-centre/) to provide shareholders with links to annual and interim reports, ASX announcements, presentations and other key information.

Recommendation 6.2: Investor Relations

We endeavour to communicate with shareholders and other stakeholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions.

Through its shareholder communications, we aim to provide information that will allow existing shareholders, potential shareholders and financial analysts to make informed decisions about the Company's intrinsic value and meet its obligations under the ASX's continuous disclosure regime.

Our investor relations program includes:

- issuing regular written shareholder communications such as quarterly financial reporting and an Annual Report to address the Company's strategy and performance;
- sending and receiving shareholder communications electronically;
- maintaining the Board and corporate governance and investor sections on our website including posting all announcements after they have been disclosed to the market;
- promoting two-way interaction with shareholders, by supporting shareholder participation at general meetings including encouraging shareholders to send their questions to the Company prior to the annual general meeting and responding to their questions and feedback; and
- ensuring that continuous disclosure obligations are understood and complied with throughout the Company.

Our Shareholder Communication Policy is available on our website at www.alcidion.com/investor-centre/corporate-governance/.

Recommendation 6.3: Shareholder Meeting Participation

Shareholders are forwarded the Company's Annual Report, if requested (it is otherwise made available on the Company's website), and documents relating to each general meeting, being the notice of meeting, any explanatory memorandum and a proxy form and shareholders are invited to attend these meetings.

The Board regards each general meeting as an important opportunity to communicate with shareholders and it provides a key forum for shareholders to ask questions about the Company, its strategy and performance. At shareholder meetings, the Company will provide an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, management and if applicable our external auditor.

Recommendation 6.4: All substantive resolutions at a security holder meeting are decided by poll

In order to ascertain the true will of the Company's security holders attending and voting at its security holder meetings, whether they attend in person, electronically or by proxy or other representative, in most situations where this can be achieved the Company will conduct the voting procedure by a poll.

Recommendation 6.5: Electronic Communication with Shareholders

Shareholders are encouraged to take advantage of the benefits of electronic communications by electing to receive communication from the Company and its share registry electronically.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK
Recommendation 7.1: Risk Committee

The Company's Audit and Risk Committee Charter provides for the creation of an Audit and Risk Committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director who is not the Board Chair. The Audit and Risk Committee Charter is available on our website at www.alcidion.com/investor-centre/corporate-governance/.

The current members of the Audit and Risk Committee are set out below:

- Daniel Sharp – Independent Chair of the Committee
- Andrew Way – Independent Member of the Committee
- Will Smart – Independent Member of the Committee

Details of meetings held by the Committee during the year and member attendance are set out in the 2026 Directors' Report.

In accordance with the Company's Audit and Risk Committee Charter the Committee also has delegated responsibilities in relation to risk management which includes assisting the Board to:

- review and make recommendations regarding the adequacy and integrity of the Company's risk management framework and system of internal controls; and
- reviewing compliance with relevant laws and regulations.

Recommendation 7.2: Risk Management Framework

The Company's risk management framework is supported by the Board, management and the Audit and Risk Committee. The Board is responsible for approving and reviewing the Company's risk management strategy and policy. Management is responsible for monitoring that appropriate processes and controls are in place to effectively and efficiently manage risk. Management is responsible for monitoring compliance with and the effectiveness of risk management systems and controls at a divisional level including financial and non-financial risks. Senior leadership regularly reports to the Audit and Risk Committee on the adequacy of its risk management systems, processes and key matters for consideration.

The Board has adopted a Risk Management Policy which sets out the Company's system of risk oversight, management of material business risks and internal control. The Company's risk management framework including risk profile and risk registers are reviewed on a periodic basis, and a review was undertaken by the Audit and Risk Committee during this past financial year.

Recommendation 7.3: Internal Audit

The Company does not currently have an internal audit function as, in light of cost/benefit considerations, the size and scope of the Company's operations does not currently support the operation of such a function.

During the past financial year, the Company employed the following process for evaluating and continually improving the effectiveness of its risk management and internal control processes:

- the Audit and Risk Committee monitors the need for an internal audit function having regard to the size, location and complexity of the Company's operations;
- the Senior Leadership Team facilitates the periodic review of financial and non-financial systems and processes and presents to the Audit and Risk Committee the objectives and scope, proposed outcomes and any recommendations arising from the review; and
- the Audit and Risk Committee reviews risk management and internal compliance procedures at each Audit and Risk Committee meeting and any risk matters raised for consideration by Senior Leadership Team.

Recommendation 7.4: Economic, Environmental and Social Sustainability Risk

The Company is not subject to any particular or significant single economic, environmental and social sustainability risk. The Company is subject to a range of general economic risks, including macro-economic risks, government policy (including policy regarding technology and research and development), general business conditions, changes in technology and many other factors.

The Board does not believe the Company has any material exposure to economic and social sustainability risks at the present time.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBILITY
Recommendation 8.1: Remuneration Committee

The Company's Remuneration and Nomination Committee Charter provides for the creation of a committee, with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Remuneration and Nomination Committee Charter is available on our website at www.alcidion.com/investor-centre/corporate-governance/.

The current members of the Remuneration and Nomination Committee are set out below:

- Rebecca Wilson – Independent Chair of the Committee
- Daniel Sharp – Independent Member of the Committee
- Will Smart – Independent Member of the Committee
- Andrew Way – Independent Member of the Committee

Details of meetings held by the Committee during the year and member attendance are set out in the 2026 Directors' Report.

In accordance with the Company's Remuneration and Nomination Committee Charter, the Committee has delegated responsibilities in relation to remuneration matters which includes assisting the Board to:

- make recommendations to the Board on:
    - MD/CEO and Senior Leadership Team remuneration and incentive plans and process with which any pool of directors' fees approved by shareholders are allocated;
    - overall Company's remuneration framework and monitoring its effectiveness in achieving the Company's remuneration strategies;
    - performance target, short term incentive strategy and related short term incentive payments for the MD/CEO and Senior Leadership Team;
    - major changes and developments to the Company's employee equity incentive plans;
    - major changes and developments in the Company's remuneration, recruitment, retention and termination policies and procedures for Senior Leadership Team;
    - review senior leadership performance assessment processes and results as they reflect the capability of management to realise the business strategy;
    - the Company's annual Remuneration Report; and
    - remuneration arrangements for the Chair of the Board and the non-executive Directors of the Board.

Recommendation 8.2: Remuneration Policies and Practices

The Remuneration and Nomination Committee is responsible for determining and reviewing remuneration policies for the Directors and Senior Leadership Team. If necessary, it obtains independent advice on the appropriateness of remuneration packages given trends in comparable companies and in accordance with the objectives of the Company.

Details of the Company's remuneration practices for its Directors and Senior Leadership Team are disclosed in the Remuneration Report in the Company's Annual Report. The Remuneration Report highlights the balance between fixed pay, short term incentive and long-term incentives, and includes details of the remuneration paid and the relationship to the Company's performance.

Recommendation 8.3: Equity Based Remuneration Scheme

The Company's Securities Trading Policy prohibits relevant personnel from entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

Further, all relevant personnel are prohibited from entering into margin lending arrangements to fund the acquisition of any of the Company's securities or from entering into arrangements whereby their securities in the Company are used as collateral.

The Securities Trading Policy is available on our website at www.alcidion.com/investor-centre/corporate-governance/.