

## Corporate Governance Statement

*Last reviewed 19 December 2025*

The Board is committed to the highest standards of corporate governance. Other than as noted below, at Admission, the Company will comply, and intends to continue to comply with the recommendations set out in the QCA Code (as updated in 2023). The QCA Code was devised by the Quoted Companies Alliance, in conjunction with a number of significant institutional small company investors as an alternative corporate finance code applicable to AIM companies and has become a widely recognised benchmark for corporate governance of small and mid-size quoted companies, particularly AIM companies.

The Group will publish a “Statement of compliance with the QCA Corporate Governance Code” on their website annually.

The Group Board will conduct a review (at least annually) of the effectiveness of the Group’s systems of internal controls. A review should cover all material controls, including financial, operational and compliance controls and risk management systems. The review should also incorporate an analysis of the regulatory and fiscal position in the territories in which the enlarged group operates.

The roles of Chairman and CEO are not exercised by the same individual.

The Group shall have at least four independent non-executive Directors (one of whom may be the Chairman) and the Group Board should not be dominated by one person or group of people. If this threshold were to drop below 4, the company shall endeavour to appointment a new iNED within 2 months.

**Principle 1:** Establish a business purpose and business model which promotes long-term value for Shareholders

The Company’s business model, purpose and strategy has been set out as described in Part I of this Document. The Directors believe that the Company’s business model, purpose and growth strategy will help to promote long-term value for Shareholders, for which the Board intends to provide an update on strategy in the Company’s future annual report and accounts. The principal risks facing the Group have been set out in Part II of this Document, which include potential risks to the Group’s growth and upside potential. The Board, post Admission, will continue to take appropriate steps and measures in identifying risks and undertake where applicable, any mitigating strategies necessary to manage these risks. This will include any industry and business specific emerging risks as well as relevant legislation and regulatory potential changes and corresponding risks.

**Principle 2:** Promote a corporate culture that is based on ethical values and behaviours

The Board recognises that its decisions regarding strategy and risk will impact the Company’s corporate culture and that this could impact its potential performance. The culture is set by the Board which is considered and discussed at meetings, knowing that the tone and values it instils filters into all aspects of the Company and the way that its employees behave. The Board promotes a culture of integrity, honesty, trust and respect and all employees of the Company are expected to operate in an ethical manner in all of their internal and external dealings.

Following Admission, the Company will undertake regular reviews and audits in certain specific areas of risk, including anti-bribery, cyber/data risk and whistleblowing. The Company also has in place a code for directors’ and employees’ dealings in securities which has been outlined in the Company’s

Financial Position and Prospects Procedures (FPPP) manual and is in accordance with Rule 21 of the AIM Rules for Companies and UKMAR.

The Directors believe that a long-term sustainable business model is essential for discharging the Board's responsibility to promote the success of the Company, its employees, shareholders and other all stakeholders. In considering the Company's strategic plans for the future, the Directors will proactively consider the potential impact of its decisions on all stakeholders within its business, in addition to considering the broader environmental and social impact as well as the positive impact it can have in which the Company operates.

The Company fully endorses the aims of the Modern Slavery Act 2015 and takes a zero-tolerance approach to slavery and human trafficking within the Group and its suppliers.

**Principle 3:** Seek to understand and meet Shareholder needs and expectations

The Board is committed to, and post Admission will actively encourage, effective relationships and communication with Shareholders as well as seeking advice from its Nomad and Broker.

All Shareholders are actively encouraged to participate in, and, if possible, attend, the Company's annual general meetings ("AGM"). The Company will prepare annual report and accounts and a notice of AGM, which will be sent to all Shareholders and will be available for download from the Company's website at [www.ganamedigroup.com](http://www.ganamedigroup.com)

The Company will seek to maintain an active dialogue with Shareholders, who will be kept up to date with its developments by way of announcements made through a Regulatory News Services ("RNS") on matters of a significant substance and/or a regulatory nature. Updates will be provided to the market from time to time, including any financial information, and any expected deviations to market expectations will be announced through an RIS.

The Board is keen to ensure that the voting decisions of Shareholders are reviewed and monitored, and the Company intends to engage, as appropriate, with Shareholders who do not vote in favour of resolutions at AGMs. All contact details for investor relations are included on the Company's website, [www.ganamedigroup.com](http://www.ganamedigroup.com) and all contact details are included on the Company's website.

**Principle 4:** Take into account wider stakeholder interests, including social and environmental responsibilities and their implications for long-term success

The Company takes its corporate social responsibilities very seriously and will focus on maintaining effective working relationships across a wide range of stakeholders including shareholders, employees, customers, suppliers and universities. The Directors will maintain an ongoing and collaborative dialogue with such stakeholders and take all feedback into consideration as part of the decision-making processes of the business going forward.

**Principle 5:** Embed effective risk management, internal controls and assurance activities considering both opportunities and threats, throughout the organisation

The principal risks facing the Company are set out in Part II of this Document. The Directors will take appropriate steps to identify risks and undertake mitigating strategies in managing these risks following the listing process. A review of these risks will be undertaken at least on an annual basis, commentary of which will be included in the Company's annual report and accounts. The Board has

an overall responsibility for the determination of the Company's risk management objective and policies which will be overseen by the Audit Committee.

**Principle 6:** Establish and maintain the Board as a well-functioning, balanced team led by the Chair.

On Admission, the Board will comprise of the Non-Executive Chairman, Chief Executive Officer, Chief Financial Officer two Non-Executive Directors and two independent Non-Executive Directors. The Directors' biographies are set out in paragraphs 1 and 2 of this Part III. The Board considers that it combines a blend of sector and market expertise, with an effective executive management team and appropriate oversight by the Non-Executive Directors, as well as an experienced Senior Management.

The Company is satisfied that the Board is sufficiently resourced to effectively discharge its governance obligations on behalf of all its Shareholders and other stakeholders.

The QCA Code recommends that the Board should comprise a balance of executive and non-executive directors, with at least two non-executive directors being independent. The QCA Code suggests that independence is a board judgement, but where there are grounds to question the independence of a director, through length of service or otherwise, this must be explained. Neither of the Non-Executive Directors is or has been an employee of the Company, has a significant business relationship with the Company, or is a significant shareholder in the Company.

As recommended by the QCA Code guidance, the independent Non-Executive Directors will not participate in the Company's performance-related remuneration schemes.

**Principle 7:** Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities

The Board will meet regularly, and processes are in place to ensure that each Director is, at all times, provided with such information as is necessary to enable each Director to discharge their respective duties. The Board is also supported by the Audit Committee, Nomination Committee and the Remuneration Committee, the terms of which are available for download from the Company's website at [www.ganamedigroup.com](http://www.ganamedigroup.com).

The Board will have the responsibility for reviewing the structure, size and composition of the Board, give consideration to succession planning and review the leadership needs of the organisation until it is deemed appropriate to implement a nominations committee.

**Principle 8:** Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

The Directors will consider the effectiveness of the Board, Audit Committee, Nomination Committee, and Remuneration Committee and the individual performance of each Director. The outcomes of performance will be described in the Company's annual report and accounts. The Board considers that the corporate governance policies it has currently in place for Board performance reviews are commensurate with the Company's size and development stage.

**Principle 9:** Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture

The Company believes that its remuneration structure for executives and senior managers is appropriate for a company of its size and current development stage. The Company encourages

employees' interests to be aligned with all Shareholders through the awarding of options, which board members and senior management participate in.

**Principle 10:** Communicate how the Company is governed and is performing by maintaining a dialogue with Shareholders and other key stakeholders

Responses to the principles of the QCA Code and the information will be contained in the Company's annual report and accounts as well as on its website, providing details to all stakeholders on how the Company will be governed. The Board is of the view that the Company's annual report and accounts as well as its half year report are key communication channels through which progress in meeting the Company's objectives and updating its strategic targets can be given to Shareholders following Admission. Additionally, the Board will use the AGMs as a mechanism to engage directly with Shareholders, to give information and receive feedback about the Company and its progress.

### **Audit Committee**

The audit committee meets at least twice a year and made up all the non-executive directors. John Barker Chairman, Stefano Loreti, Ramon Aziz, Farzad Peyman-Fard and Brian Edward Larkin are the members of the audit committee. The Audit Committee has responsibility for, among other things, the monitoring of the financial integrity of the Company's financial statements, the review of its internal financial controls and the monitoring and review of its external audit process.

### **Nomination Committee**

The Nomination Committee assists the Board in determining the composition and make-up of the Board of Directors, the board committees, and the chair of each board committee. It is also responsible for periodically evaluating the balance of skills, experience, independence and knowledge on the Board of Directors. It leads the process for Board appointments and makes recommendations to the Board of Directors, taking into account the challenges and opportunities facing the Company in the future. The nomination committee consists of four non -executive directors and if this threshold were to drop below 4 ,the Company shall endeavour to appoint a new independent Non-Executive directors (iNED) within 2 months. John Barker Chairman, Stefano Loreti, Brian Larkin, Ramon Neme Aziz are the members of the Nomination Committee.

### **Remuneration Committee**

The Remuneration Committee assists the Board of Directors in determining its responsibilities in relation to remuneration, including making recommendations to the Board of Directors on the Company's policy on executive remuneration, setting the over-arching principles, parameters and governance framework of its remuneration policy and determining the individual remuneration and benefits package of each of its Executive Directors and the Company Secretary .The remuneration committee consists of four non-executive directors and if this threshold were to drop below 4, the Company shall endeavour to appoint a new iNED within two months. John Barker Chairman, Stefano Loreti, Ramon Neme Aziz and Farzad Peyman-Fard are the members of the Remuneration Committee.

The Company's corporate governance system will be reviewed regularly by the Board to ensure it fulfils the needs of Shareholders.

### **Gambling and Risk Committee**

The gambling and Risk Committee is crucial and responsible for the oversight of the risk management policies and practices of the enlarged group company's global operations and independent assurance to the Board of Directors regarding risk management , governance and internal controls. Gambling and risk committee consists of four non- executive directors and if this threshold were to drop below 4 , the company shall endeavour to appoint a new iNED within two

months. Farzad Peyman-Fard Chairman, John Barker, Ramon Neme Aziz and Stefano Loreti are the members of the Gambling and Risk committee.