



**Corporate
Governance Statement**

Corporate governance statement pursuant to Sections 289f, 315d of the German Commercial Code (Handelsgesetzbuch)¹

The Management Board and the Supervisory Board of Formycon AG (also referred to as “**Company**” and together with its consolidated subsidiaries, “**Group**” or “**Formycon**”) report in this statement on the Company’s corporate governance for the fiscal year from January 1, 2025, to December 31, 2025, pursuant to Sections 289f, 315d of the German Commercial Code (Handelsgesetzbuch – “**HGB**”) and Principle 23 of the German Corporate Governance Code (Deutscher Corporate Governance Kodex) as amended on April 28, 2022 (“**GCGC**”).

At Formycon, corporate governance signifies responsible company management and supervision aimed at sustainable value creation, encompassing all areas of the Group. Key pillars of this corporate culture include transparent reporting and corporate communication, management aligned with the interests of all stakeholders, trustful collaboration between the Management Board, the Supervisory Board, and employees, and adherence to applicable laws. The Company and its governing bodies are always aware of the Company’s role in society and its social responsibility in their actions.

1. General information

As a stock corporation under German law, the Company has three governing bodies: the Management Board, the Supervisory Board, and the General Meeting. Their tasks and powers are primarily determined by the German Stock Corporation Act

(*Aktiengesetz* – “**AktG**”), the Company’s articles of association (“**Articles of Association**”), and the rules of procedure. As a publicly listed company, the Company’s corporate governance also follows the recommendations of the German Corporate Governance Code as amended from time to time.

2. Declaration of Conformity with the German Corporate Governance Code (GCGC)

On March 19, 2026, the Company’s Management Board and the Supervisory Board issued the following declaration pursuant to Section 161 para. 1 sentence 1 AktG:

“Declaration of the Management Board and the Supervisory Board of Formycon AG on the recommendations of the “Government Commission on the German Corporate Governance Code” pursuant to Section 161 of the German Stock Corporation Act (AktG)

The management board and the supervisory board of Formycon AG (“**Company**”) declare pursuant to Section 161 of the German Stock Corporation Act (*Aktiengesetz* – *AktG*) that, since the last declaration of conformity was issued on March 21, 2025, the Company has complied with and will continue to comply in the future with all recommendations of the “Government Commission on the German Corporate Governance Code” in the version dated April 28, 2022, published by the Federal Ministry of Justice in the official section of the Federal Gazette on June 27, 2022 (“**GCGC**”), with the following exceptions:

Recommendation A.3 of the GCGC:

Pursuant to recommendation A.3 of the GCGC, the internal control system and the risk management system shall also cover sustainability-related objectives, unless required by law anyway; this shall include processes and systems for collecting and processing sustainability-related data. With its internal control system and risk management system, the Company strictly follows the requirements of

¹ Unaudited information

the German Stock Corporation Act. Sustainability-related targets that go beyond these requirements were first taken into account in the Company's internal control system and risk management system during the fiscal year 2025. Due to the large number of conversion and adjustment processes resulting from the uplisting to the regulated market of the Frankfurt Stock Exchange, it was not possible to take such sustainability-related targets into account at an earlier stage. Recommendation A.3 of the GCGC has been fully complied with since then and will be fully complied with in the future.

Recommendation C.10 of the GCGC:

Pursuant to recommendation C.10 of the GCGC, the chairperson of the supervisory board shall be independent from the company and the management board. As a precautionary measure, a deviation is declared from this recommendation with respect to Wolfgang Essler, the current chairman of the supervisory board of the Company ("**Supervisory Board**"). Members of the supervisory board are to be considered independent from the company and its management board if they have no personal or business relationship with the company or its management board that may cause a substantial and not merely temporary conflict of interest. Mr. Essler is managing director of Santo Holding (Deutschland) GmbH, which holds 24.03% of the shares of the Company and, therefore, is the Company's largest shareholder. There are business relations between Santo Holding (Deutschland) GmbH or its affiliates and the Company. These circumstances did not or do not constitute a conflict of interest, nor did they or do they impair the performance of the duties of Mr. Essler as chairman of the Supervisory Board. However, in certain cases, the Company may pursue interests that conflict with the interests of Santo Holding (Deutschland) GmbH.

In all other respects, in particular regarding the chairperson of the Audit Committee, the recommendation C.10 of the GCGC has been and will be complied with.

Recommendation F.2 of the GCGC:

In accordance with Recommendation F.2 of the GCGC, the consolidated financial statements and the consolidated management report should be made publicly available within 90 days of the end of the fiscal year.

The consolidated financial statements and the combined management report for the company and the Group for the fiscal year 2025 cannot be published within the recommended 90-day period. A key reason is the introduction of a new internal financial planning system, which was implemented across the Group during the reporting period. Furthermore, during the final stages of preparing the financial statements, there has been an increased workload relating to reconciliation and validation, which requires more time and documentation than originally anticipated. Against this background, not all documents have been finalized yet and necessary audit procedures could not be completed in time. The publication of the consolidated financial statements and the combined management report for the company and the Group for the fiscal year 2025 is scheduled for April 2026 and thus remains within the statutory and stock exchange deadlines.

Furthermore, it is intended to comply with Recommendation F.2 of the GCGC again in future.

Recommendations G.1 and G.2 of the GCGC:

Recommendations G.1 and G.2 of the GCGC contain requirements that the Supervisory Board shall take into account when establishing the remuneration system for the members of the management board of the Company ("**Management Board**") in accordance with Section 87a para. 1 AktG and when determining the specific remuneration for the Management Board members based on this remuneration system. The Supervisory Board decided on a remuneration system for the Management Board members in accordance with Section 87a para. 1 AktG and recommendation G.1 of the GCGC for the first time on April 29, 2025 and proposed it for approval to the annual general meeting of the Company in June 2025. Based on this

remuneration system, the Supervisory Board determined the specific remuneration for the Management Board members in accordance with recommendation G.2 of the GCGC. Recommendations G.1 and G.2 of the GCGC have been fully complied with since the remuneration system for the Management Board members was established and since the specific remuneration for the Management Board members was determined based on this remuneration system, and will continue to be fully complied with in the future.

Recommendation G.7 of the GCGC:

According to recommendation G.7 sentence 1 of the GCGC, the Supervisory Board shall determine the performance criteria for all variable remuneration components for each Management Board member for the upcoming fiscal year. In September 2025, the Management Board members were allocated (virtual) performance share units (“**PSUs**”). The PSUs have a performance period from July 1, 2025 to June 30, 2029. The performance criteria for the PSUs could also only be determined in September 2025 and therefore not “for the upcoming fiscal year”.

In all other respects, recommendation G.7 of the GCGC has been and will be complied with.

Recommendations G.9, G.10 and G.12 of the GCGC:

According to recommendation G.9 of the GCGC, after the end of every fiscal year, the Supervisory Board shall determine the amount of the individual remuneration components to be granted for this year depending on the achievement of targets, whereby the achievement of targets shall be comprehensible in terms of reason and amount. According to recommendation G.10 sentence 2 of the GCGC, the Management Board member shall only have access to the granted long-term variable remuneration components after four years. Finally, recommendation G.12 of the GCGC stipulates that in the event of the termination of a Management Board service contract, the payment of outstanding variable remuneration components attributable to

the period up to the termination of the contract shall be made in accordance with the originally agreed targets and comparison parameters and in accordance with the due dates or holding periods specified in the contract.

The long-term incentive plan developed in the fiscal year 2024 (“**LTI Plan 2024**”) provides in the event of a change of control (i.e. the direct and/or indirect holding of at least 50% of the voting rights in the Company through the acquisition of shares or in any other way by a third party, the conclusion of a domination agreement between the Company as the controlled company and another company as the controlling company or a comparable event), for the LTI Plan 2024 to end and the number of PSUs granted to be paid out on a *pro rata temporis* basis with a performance factor of 100% regardless of the specific target achievement upon termination of the LTI Plan 2024.

In all other respects, recommendations G.9, G.10 and G.12 of the GCGC have been and will be complied with.

Planegg-Martinsried, March, 2026

The Management Board The Supervisory Board

The declaration of conformity is available on the Company’s website at

<https://www.formycon.com/en/investor-relations/governance/>.

3. Remuneration system and remuneration report

On the Company's website at <https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>, the applicable remuneration system for the Management Board members pursuant to Section 87a AktG, which was approved by the Company's Annual General Meeting on June 18, 2025, as well as the most recent resolution of the Company's Annual General Meeting of June 18, 2025 pursuant to Section 113 para. 3 AktG on the remuneration of the Supervisory Board members (together with the applicable remuneration system for the Supervisory Board members), are publicly available.

The remuneration report for the fiscal year 2025 and the auditor's note pursuant to Section 162 AktG are publicly accessible on the Company's website at <https://www.formycon.com/en/investor-relations/governance/>.

4. Management Board

The Management Board manages the Company on its own responsibility with the aim of sustainable value creation and in the interest of the Company, taking into account the concerns of shareholders, employees, and other groups associated with the company (stakeholders).

Overview

Pursuant to Section 5 para. 1 sentence 1 of the Articles of Association, the Management Board consists of one or more members. The Supervisory Board appoints the Management Board members and determines their number. As of December 31, 2025, the Management Board was comprised of four members. There are no committees of the Management Board.

The Management Board develops the Company's strategic direction, aligns it with the Supervisory Board, and ensures its implementation. It ensures compliance with legal provisions and internal guidelines and works towards their adherence throughout the Group (compliance). In addition, it is

responsible for an internal control system, risk management system, and internal audit system that are appropriate and effective given the Company's scope of business activities and the risk situation. The internal control system and the risk management system also include a compliance management system tailored to the Company's risk situation. The key characteristics of the entire internal control system and the risk management system are described in the management report, which also assesses the adequacy and effectiveness of these systems.

The Management Board members are solely committed to the Company's interests. In their decisions, they may neither pursue personal interests nor exploit business opportunities of the Company or other companies of the Formycon Group for themselves, any related natural or legal person or for any other institution or association in which or for which they are active. Undertaking secondary activities, in particular board positions at companies outside the Group, requires prior approval from the Supervisory Board. Each Management Board member must promptly disclose any existing or potential conflicts of interest to the Supervisory Board and inform the other members about the nature of such conflicts and that the conflict has been disclosed to the Supervisory Board. No conflicts of interest were reported in the fiscal year 2025. The Management Board members are also subject to a comprehensive non-compete obligation during their membership on the board and for the duration of their service contract.

Composition

In the fiscal year 2025, the Management Board consisted of the following members:

Dr. Stefan Glombitza

- Born 1965
- Chair of the Management Board and Chief Executive Officer/Chief Operations Officer
- First appointment with effect from October 1, 2016
- Appointed until December 31, 2027
- Memberships of statutory supervisory boards or comparable German or foreign supervisory bodies of business enterprises (as of December 31, 2025): none

Nicola Mikulcik

- Born 1971
- Member of the Management Board and Chief Business Officer
- First appointment with effect from June 1, 2022
- Appointed until May 31, 2027
- Memberships of statutory supervisory boards or comparable German or foreign supervisory bodies of business enterprises (as of December 31, 2025): Member of the Board of Directors of Bioeq AG, Zug, Switzerland

Dr. Andreas Seidl

- Born 1969
- Member of the Management Board and Chief Scientific Officer
- First appointment with effect from July 1, 2022
- Appointed until June 30, 2027
- Memberships of statutory supervisory boards or comparable German or foreign supervisory bodies of business enterprises (as of December 31, 2025): none

Enno Spillner

- Born 1970
- Member of the Management Board and Chief Financial Officer
- First appointment with effect from April 1, 2023
- Appointed until March 31, 2029
- Memberships of statutory supervisory boards or comparable German or foreign supervisory bodies of business enterprises (as of December 31, 2025): Member of the Supervisory Board of NANOBOTIX SA à directoire (s.a.i.), Paris, France

The curricula vitae of the current Management Board members are published and regularly updated on the Company's website at <https://www.formycon.com/en/company/management-board/>. Information on the remuneration of the Management Board members can be found in the remuneration report.

Target quotas for women on the Management Board and at the management level below the Management Board

The Supervisory Board has set the target quota for the proportion of women on the Management Board at a minimum of 25% (equivalent to one woman on a four-member board), in accordance with Section 111 para. 5 AktG. It has been determined that this target for the women's quota should be achieved by February 26, 2030.

In the fiscal year 2025, the established target quota for women on the Management Board was achieved.

For the proportion of women at the management level below the Management Board, the Management Board set a target quota of at least 35% in accordance with Section 76 para. 4 AktG, with the objective of reaching this target by February 26, 2030. This target quota was achieved in the fiscal year 2025. The management level under the Management Board consists of employees of Formycon AG who hold the titles of Vice President, Senior Director, Director or Associate Director. As of December 31, 2025, this management level comprised 37 employees, of whom 15 were women (representing a proportion of around 40.5%). Due to the Company's small number of employees and flat management structure, there is only one management level below the Management Board, and therefore a target quota for women was set exclusively for this level.

Diversity concept for the Management Board

The composition of the Management Board is based on the professional qualifications of its members for their respective areas of responsibility, proven management experience and demonstrated performance and expertise. In addition to these criteria, the Supervisory Board also considers diversity when appointing new members to the Management Board.

The Management Board members should meet the following profile:

- The Supervisory Board strives for sufficient diversity in terms of personality, gender, internationality, professional background, expertise and experience as well as age distribution. In evaluating potential candidates for Management Board positions, diversity should be adequately considered early in the selection process. Together with the objectives for composition and the competence profile, this ensures that the Management Board is constituted to ensure qualified company management.
- The Company's business operations involve a wide range of cross-border activities. Therefore, a reasonable number of Management Board members should have gained experience in internationally active companies through their education or professional activities.

The decision on filling a specific position on the Management Board is always driven by the Company's interest, considering all circumstances of the individual case. The Supervisory Board takes into account the goals for composition and the requirements outlined in the diversity concept during the selection process and appointment of Management Board members.

All mentioned criteria are fulfilled or observed. The Management Board is composed in accordance with the requirements of the diversity concept for the Management Board.

As a rule, only individuals who have not yet reached the age of 65 at the time of appointment should be appointed as Management Board members (see recommendation B.5 of the GCGC).

Long-term succession planning

Together with the Management Board, the Supervisory Board ensures long-term succession planning. This planning is based on discussions with the Management Board members and senior executives. In this manner, the Supervisory Board gains a clear understanding of potential successors within the Group.

Working methods

The Supervisory Board has established rules of procedure for the Management Board which include a distribution of responsibilities plan outlining the division of areas among the individual board members.

In the fiscal year 2025, the responsibilities of the Management Board members were as follows:

Dr. Stefan Glombitza

Chair of the Executive Board
Chief Executive Officer (CEO) & Chief Operations Officer (COO)

- Corporate strategy and product development
- Analytics and Drug Substance
- Regulatory Affairs and Quality Management
- Quality Assurance and Operations
- Program Management and Operational Excellence

Nicola Mikulcik

Chief Business Officer (CBO)

- Business development and Licensing
 - Supply Chain and Logistic
 - Intellectual Property and Litigation
 - Procurement
-

Dr. Andreas Seidl

Chief Scientific Officer (CSO)

- Clinical Development and Operations
- Preclinics, Bioanalytics and Scientific Affairs
- Intellectual Property
- Drug Product
- Occupational Safety

Enno Spillner

Chief Financial Officer (CFO)

- Investor Relations and Corporate Communications
- Finance
- Human Resources
- Facility, Environment
- Information and Business Technology
- Legal and Compliance

The Management Board conducts the business of the Company with the due care of a prudent and conscientious manager in accordance with the applicable laws, the Companies Articles of Association, the Rules of Procedure for the Management Board and the respective service agreements. It works closely and in a relationship of trust with the Supervisory Board and the employees in the best interests of the Company and the Group.

The Management Board members share overall responsibility for managing the Company's affairs. The rules of procedure for the Management Board specify certain matters of particular importance and significance that require a decision by the entire Management Board. Notwithstanding the overall responsibility, each member independently manages the business area assigned to them according to the rules of procedure. The management of all business areas is uniformly oriented towards the objectives established by the Management Board's resolutions. Each Management Board member must always subordinate their area-specific interests to the success and well-being of the Company and the Group.

The Management Board members work collegially, continuously informing each other and particularly the Chair of the Management Board about significant actions, events, intentions, and any special risks or impending losses. Any Management Board member can request information about specific business matters from another member at any time, concerning the relevant member's area. The Chair of the Management Board coordinates the content of the business areas and is responsible for the internal oversight of each area, ensuring that the management aligns with the Management Board's goals and plans.

The Management Board typically meets every two weeks. Meetings must be held if the Company's interest requires it or if a Management Board member requests a meeting, specifying the topic for discussion. The Chair of the Management Board convenes and chairs the meetings unless regular meetings are scheduled. If the Chair and, if appointed, its deputy cannot attend, the meeting is chaired by

a member appointed by the Chair, or otherwise by the most senior member present.

Board resolutions are typically adopted during meetings. However, upon request by a Management Board member, meetings can also be conducted via telephone conference or other electronic communication means (in particular video conferencing), allowing individual Board members to join by phone or other electronic means if no member promptly objects to this approach. In such cases, resolutions can be made via telephone conference or through other electronic communication methods. Resolutions can also be adopted outside of meeting – in written, verbal, telephonic, email, or other electronic formats, or any combination thereof – as well as in combination with meetings, provided a member requests it and no other member promptly objects to this procedure. Any Management Board member who did not participate in such a decision-making process should be promptly informed about the resolutions made. Minutes of the Management Board's resolutions and meetings should be recorded and signed by the chair of the respective meeting or, for resolutions outside of meetings, by the Chair of the Management Board.

The Management Board has a quorum if all members have been properly invited and at least half of its members participate in the resolution. Resolutions should ideally be unanimous. If unanimity cannot be achieved, resolutions are passed by a simple majority of the participating members, unless the law specifies otherwise.

Any Management Board member may propose that non-members be included in discussions on specific matters, provided there is no objection from the entire Management Board.

Cooperation with the Supervisory Board

The Management Board and the Supervisory Board work closely and trustingly together for the benefit of the Company. The Supervisory Board monitors and advises the Management Board on the management of the Company. In decisions of fundamental importance, the Supervisory Board is directly involved.

The Management Board reports to the Supervisory Board regularly, promptly, comprehensively, and usually in text form, about all matters relevant to the Company or the Group, in particular regarding strategy, planning, business development, risk situation, risk management, finance, and compliance. The Management Board must address deviations in business performance from the agreed objectives outlined in the established plans, stating the reasons for such deviations.

For management measures of fundamental importance, the Supervisory Board has established in the Management Board's rules of procedure that certain actions require its prior approval. In addition, the Supervisory Board can decide to subject additional transactions or measures, not listed in the Management Board's rules of procedure, to its approval.

Corporate governance practices

Compliance and comprehensive Code of Conduct

For the Company, business integrity is of utmost priority. Therefore, the Group understands compliance not only as adherence to applicable national and international laws and regulations but also as a commitment to ethical and moral values. To this end, the Company has implemented certain compliance measures tailored to the Company's risk situation, which supports employees and executives in meeting these standards.

The Legal & Compliance department reports directly to the Chief Financial Officer and oversees the compliance. The Management Board is

responsible for ensuring compliance with relevant measures and processes, legal requirements, and internal company policies. Within the Supervisory Board, the audit committee primarily deals with compliance issues regularly, ensuring a reporting line to the Supervisory Board.

The Group-wide whistleblower system allows employees to anonymously and securely report legal violations within the company. The whistleblower system is available at <https://formycon.integrityline.com/?lang=en>. This system is also available to third parties. The Company has adopted a "Whistleblower Policy" related to the whistleblower system, which is published on its website at <https://www.formycon.com/en/sustainability/reports-downloads/>.

The Company has issued a Supplier Code of Conduct ("Supplier CoC"). These principles shall form the basis for all deliveries of goods and services. The Supplier CoC is published on the Company's website at <https://www.formycon.com/en/sustainability/reports-downloads/>.

The Code of Conduct summarizes Formycon's compliance requirements, which are binding for the Company, management, and every individual employee. The Code of Conduct is available on the Company's website at <https://www.formycon.com/en/sustainability/reports-downloads/>.

The Code of Conduct regulates in particular:

- the protection of Formycon's competitive advantage and third-party intellectual property rights,
- cooperation with authorities,
- fairness in competition and strict compliance with antitrust law,
- integrity in business life,
- separation of business and private interests,

- equal opportunities in securities trading and reporting,
- data protection and data security,
- environment, health and safety protection, and
- compliance for data processing and financial reporting.

The Code of Conduct is available to employees in both German and English.

Employees can contact the Company's Compliance Officer or submit an anonymous report via the whistleblower system at any time regarding questions or suspicions of violations of the Code of Conduct.

Other compliance-related matters, such as the handling of inside information, are governed by Group-wide binding policies. In the event of changes to the legal framework, information is updated, and the affected employees are informed through training sessions.

Sustainability

The Management Board ensures that the risks and opportunities associated with social and environmental factors for the Company, as well as the ecological and social impacts of business activities, are systematically identified and assessed. In the corporate strategy, ecological and social goals are given appropriate consideration alongside long-term economic objectives. Corporate planning includes not only corresponding financial goals but also relevant sustainability-related targets. For the fiscal year 2025, the Company published a voluntary sustainability report in accordance with the Voluntary Sustainability Reporting Standard for SMEs (VSME-Standard), thereby issuing such a report for the first time and presenting its sustainability-related activities and key performance indicators in a structured and transparent manner. Comprehensive information on sustainability can be found on the Company's website at <https://www.formycon.com/en/sustainability/responsibility/>.

Risk management system and internal control system

The Company maintains an integrated risk management system. The objective of central risk management is to identify risks and opportunities at an early stage, mitigate financial, environmental, and strategic damages, optimize the risk profile, and ensure compliance with key corporate principles. Accordingly, risk management is an important component of corporate governance. The internal control system is regularly reviewed by the Management Board for adequacy and effectiveness.

An integral part of the ICS and RMS, including the Compliance Management System (CMS), is regular monitoring aimed at addressing identified weaknesses. Based on such findings, we implement improvements to our ICS and RMS, including the CMS. With the exception of these weaknesses, the Management Board currently has no indication that the RMS, the ICS, or the CMS of Formycon AG are inadequate or ineffective.

Further information can be found in the risk and opportunity report.

5. Supervisory Board

The Supervisory Board has the task of monitoring and advising the Management Board on the management of the Company.

Overview

Pursuant to Section 6 para. 1 sentence 1 of the Articles of Association, the Supervisory Board consists of six members. The Supervisory Board members are elected by the General Meeting with a simple majority. Elections for the Supervisory Board are generally conducted as individual votes.

The Supervisory Board appoints the Management Board members and determines their compensation. It can revoke the appointment of a Management Board member for a significant reason. The Supervisory Board monitors and advises the Management Board in the management of the

Company. This monitoring and advisory function also specifically includes sustainability issues. The Supervisory Board is involved in decisions of fundamental importance for Formycon. At regular intervals, the Supervisory Board discusses matters of strategy, planning, business development, risk situation, risk management, compliance, and other significant events important for assessing the situation, development, and management of the Company and the Group. It reviews the annual and consolidated financial statements, the combined management report of the Company and the Group, and the Management Board's proposal for the appropriation of net income. It adopts the Company's annual financial statements and approves the consolidated financial statements, based on the preliminary review results by the Audit Committee and considering the auditors' reports. The Supervisory Board decides on the proposal for the appropriation of net income and the Supervisory Board report to the General Meeting. It also addresses the Company's sustainability reporting.

The Supervisory Board members are committed solely to the Company's interests. They must not pursue personal interests in their decisions or exploit business opportunities available to the Company or any other Group companies for themselves, a closely related natural or legal person, or any other institution or association with which they are associated. Each Supervisory Board member must immediately disclose any existing or potential conflict of interest to the Chair of the Supervisory Board, particularly those arising from advisory or board positions at customers, suppliers, lenders to the Company, or other third parties.

Information regarding conflicts of interest and their handling is included in the Supervisory Board report. The Chair of the Supervisory Board, Wolfgang Essler, is managing director of Santo Holding (Deutschland) GmbH, a 100 % subsidiary of ATHOS KG. Due to a potential conflict of interest arising from this function, Wolfgang Essler did not participate in the resolution regarding the conclusion of a service agreement between the Company and Klinge Pharma GmbH, nor in the resolution concerning the conclusion of a service agreement between the Company and Aristo Pharma GmbH;

Klinge Pharma GmbH and Aristo Pharma GmbH are indirect wholly-owned subsidiaries of ATHOS KG. Wolfgang Essler disclosed the potential conflict of interest to the other members of the Supervisory Board. Wolfgang Essler agreed to the resolution being passed by the other members of the Supervisory Board. Otherwise, no conflicts of interest were reported in the fiscal year 2025.

In cases of significant and non-temporary conflicts of interest involving a Supervisory Board member, the member should resign from its position.

New Supervisory Board members participate in an onboarding program that includes an introduction to corporate governance regulations, the Company's business activities, and strategic orientation, along with preparatory discussions with Management Board members.

Supervisory Board members ensure they have sufficient time to fulfill their mandate. If a Supervisory Board member also serves on the Management Board of a publicly listed company, they should not hold more than two Supervisory Board mandates in external listed companies or comparable roles, nor serve as the chair of a Supervisory Board in an external listed company. A member who does not serve on a Management Board should not hold more than five Supervisory Board mandates at external listed companies or comparable roles in total, with a chair position counting double.

Composition

In the fiscal year 2025, the Supervisory Board comprised the following members:

Wolfgang Essler

- Born: 1972
- Chair of the Supervisory Board
- Member since July 25, 2023

- Elected until the end of the Annual General Meeting 2027
- Main position: Chief Representative of ATHOS KG and Managing Director of Santo Holding (Deutschland) GmbH
- Memberships of statutory supervisory boards or comparable German or foreign supervisory bodies of business enterprises (as of December 31, 2025):
- Vanguard AG, Deputy Chairman of the Supervisory Board;
- Mega Pharma Holding Uruguay S.A., Montevideo, Uruguay, member of the non-executive Board of Directors;

Colin Bond

- Born: 1960
- Deputy Chairman since October 1, 2024
- Member since October 1, 2024
- Elected until the end of the Annual General Meeting 2028
- Main position: Member of the Board of Directors at various companies
- Memberships of statutory supervisory boards or comparable German or foreign supervisory bodies of business enterprises (as of December 31, 2025):
- BioPharma Credit Plc, Leeds, United Kingdom, member of the Board of Directors;
- Agomab Therapeutics NV, Antwerp, Belgium, member of the Board of Directors;

- Oxford Biomedica PLC, Oxford, United Kingdom, member of the Board of Directors;
- OneSource Specialty Pharma Ltd, Bangalore, India, member of the Board of Directors;
- Medichem, S.A., Barcelona, Spain, member of the Board of Directors
- Faron Pharmaceuticals Ltd., member of the Board of Directors.

Dr. Bodo Coldewey

- Born: 1971
- Member since June 12, 2024
- Elected until the end of the Annual General Meeting 2027
- Main position: Managing Director of the family office WEGA Invest GmbH
- Memberships of statutory supervisory boards or comparable German or foreign supervisory bodies of business enterprises (as of December 31, 2025): none

Graham Keith Dixon (since July 30, 2025)

- Born: 1961
- Member since July 30, 2025
- Elected until the end of the Annual General Meeting 2029
- Main position: Chief Executive Officer (CEO) of Estetra SRL, Liège, Belgium, and of Hirus BioSciences SA (formerly B.C.I. Pharma), Liège, Belgium

- Memberships of statutory supervisory boards or comparable German or foreign supervisory bodies of business enterprises (as of December 31, 2025): none

Nicholas Haggar

- Born: 1965
- Deputy Chairman from June 12, 2024 to September 30, 2024
- Member since June 12, 2024
- Elected until the end of the Annual General Meeting 2028
- Main position: Chief Executive Officer of HealthQube Ltd
- Memberships of statutory supervisory boards or comparable German or foreign supervisory bodies of business enterprises (as of December 31, 2025):
- Biocon Limited, Bangalore, India, independent member of the Board of Directors;
- Polpharma Group B.V., non-executive Chairman. Biocon Limited, Bangalore, India, independent member of the Board of Directors;

Klaus Röhrig

- Born: 1977
- Member since December 10, 2020
- Elected until the end of the Annual General Meeting 2029

- Main position: Founding Partner and Co-Chief Investment Officer of Active Ownership Group, Luxembourg

- Memberships of statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises (as of December 31, 2025):

- Gerresheimer AG, Düsseldorf, Germany, member of the Supervisory Board;
- H2APEX Group SCA, Grevenmacher, Luxembourg, member of the Supervisory Board;
- Agfa-Gevaert N.V., Belgium, member of the Board of Directors (non-executive member);
- Fagron NV, Belgium, member of the Board of Directors (non-executive member);
- MAM Baby AG, Wollerau, Switzerland, member of the Board of Directors.

The curricula vitae of the current Supervisory Board members are published and annually updated on Formycon's website at <https://www.formycon.com/en/company/supervisory-board-of-formycon-ag/>. Details regarding the compensation of the Supervisory Board members can be found in the remuneration report.

Except for Wolfgang Essler, all Supervisory Board members (i.e., as of December 31, 2025, Colin Bond, Dr. Bodo Coldewey, Graham Keith Dixon, Nicholas Haggar and Klaus Röhrig) are considered independent according to the GCGC.

Colin Bond has special knowledge and experience in the application of accounting principles and internal control and risk management systems as well as knowledge and experience in sustainability reporting. Dr. Bodo Coldewey has special knowledge and experience in auditing financial statements, including the audit of sustainability reporting.

Appointment objectives and competence profile

The Supervisory Board members must collectively possess the knowledge, skills, and professional experience required for the proper performance of their duties and be familiar with the sector in which the Company operates.

The Supervisory Board uses a competency profile and a qualifications matrix as a guideline for board appointments, detailing the requirements in the areas of (1) Independence, (2) Diversity, and (3) Professional Competencies. This competence profile also takes into account Formycon's specific corporate situation, its international structure, and the future development of markets and the product portfolio.

- **Independence:** The Supervisory Board bases its definition of independence on the German Corporate Governance Code.
- **Diversity:** The Supervisory Board strives for sufficient diversity in terms of personality, gender, internationality, professional background, expertise and experience as well as age distribution.
- **Professional Competencies:** To responsibly perform its mandate, the Supervisory Board has defined a variety of competencies necessary for evaluating the diverse topics on its agenda. Overall, the Supervisory Board should possess competencies deemed essential in light of the Company's activities. These include, in particular, in-depth experience and knowledge in
 - management of an (international) company,
 - the healthcare and life sciences industry,
 - Research & Development and commercialization,
 - key markets in which Formycon operates,
 - Accounting,
 - Auditing,

- Controlling and risk management,
- Legal matters, governance, and compliance,
- Sustainability (environment and social aspects).

In addition, at least one Supervisory Board member must have expertise in accounting, and at least one other member must have expertise in auditing (two Financial Experts).

Furthermore, the Supervisory Board has established the following additional guidelines regarding its composition:

- In general, only individuals who have not yet reached the age of 70 at the time of election should be elected to the Supervisory Board.
- The Company's business activities involve numerous cross-border operations. Therefore, an appropriate number of Supervisory Board members should have gathered experience in internationally active companies due to their education or professional activities.
- Supervisory Board members should not hold positions on the governing bodies of significant competitors of the Group.

All of the above criteria are met or observed.

The competence profile of the Supervisory Board is continuously developed, and the implementation status is disclosed below in the form of the qualification matrix:

Qualification matrix for the Supervisory Board

		Wolfgang Essler	Colin Bond	Dr. Bodo Coldewey	Graham Dixon	Nicholas Hagggar	Klaus Röhrig
Term of office	Elected until the end of the Annual General Meeting in	2027	2028	2027	2029	2028	2029
Function	Supervisory Board	Chair	Deputy Chair	Member	Member	Member	Member
	Audit Committee		Chair	Deputy Chair		Member	
	Nomination and Remuneration Committee	Deputy Chair	Member			Chair	
Independence	Independence in accordance with GCGC	No	Yes	Yes	Yes	Yes	Yes
Diversity	Gender	Male	Male	Male	Male	Male	Male
	Age cluster	46 - 55	56 - 65	46 - 55	56 - 65	56 - 65	46 - 55
	Nationality	German	British/ Swiss	German	British	British	Austrian
	International experience	✓	✓	✓	✓	✓	✓
	Educational background	Business Administration	Pharmacy and Business Administration	Industrial Engineering	Biology and Biochemistry	Business Administration	Business Administration
Professional Competencies, i.e. in-depth experience and knowledge in	management of an (international) company	✓	✓	✓	✓	✓	✓
	the healthcare and life sciences industry	✓	✓		✓	✓	
	Research & development and commercialization	✓			✓	✓	
	the key markets in which Formycon operates	✓	✓		✓	✓	✓
	Accounting	✓	✓	✓		✓	✓
	Auditing	✓	✓	✓		✓	✓
	Controlling and risk management	✓	✓	✓		✓	✓
	Legal, governance and compliance	✓	✓	✓	✓	✓	✓
	Sustainability (environmental and social)	✓	✓		✓	✓	✓

The Supervisory Board believes that it collectively fulfills the competence profile appropriately. Moreover, for each of the defined competencies, there is at least one expert represented on the Supervisory Board.

Target figure for the proportion of women on the Supervisory Board

The Supervisory Board has set a target for the proportion of women on the Supervisory Board in accordance with Section 111 para. 5 AktG at a minimum of 0.00 %, with this target to be achieved by February 26, 2030.

The target of “zero” corresponds to the status quo at the Company, which has a Supervisory Board composed solely of men. The Company’s Annual General Meeting on June 18, 2025 re-elected Klaus Röhrig as a member of the Supervisory Board and elected Graham Keith Dixon as a new member (to the Supervisory Board, which has been expanded to six members). The search and selection process for the persons proposed for election to the Supervisory Board was carried out with a particular focus on filling positions with women. Ultimately, the Supervisory Board decided to propose Klaus Röhrig and Graham Keith Dixon, two highly qualified individuals, for election to the Supervisory Board. Both will contribute significantly to the further professionalization and internationalization of the Supervisory Board’s activities.

In addition, the Supervisory Board expressly welcomes the continuity in the Supervisory Board associated with the re-election of Klaus Röhrig. The Company is a dynamic growth enterprise that has only recently, in November 2024, completed its up-listing to the regulated market of the Frankfurt Stock Exchange. In this phase of the Company’s development, the Supervisory Board considers stability in its composition to be crucial for continued progress. Therefore, the intent is to maintain this composition in the coming years.

The aforementioned target was achieved in the fiscal year 2025.

Information on the diversity concept for the Supervisory Board

The diversity concept for the Supervisory Board aims to ensure that its members have the personal qualifications needed, such as the necessary knowledge, skills, and professional experience, to properly fulfill their duties. It consists of the following components

- the targets set for the composition of the Supervisory Board;
- the competence profile for the Supervisory Board;
- the target figure for the proportion of women on the Supervisory Board of at least 0.00%.

The diversity concept is implemented during the election of Supervisory Board members and is taken into account during the search for candidates for the Supervisory Board. In the case of new appointments, there is also an evaluation of which competencies might be strengthened within the Supervisory Board.

All the stated criteria were fulfilled or observed in the fiscal year 2025. The Supervisory Board was composed in accordance with the stipulations of the diversity concept during the fiscal year 2025. Proposals for the election of Supervisory Board members at the Annual General Meeting are made in compliance with legal regulations and the guidelines of the diversity concept.

Working methods

The Supervisory Board has adopted rules of procedure. The rules of procedure for the Supervisory Board are publicly accessible on the Company’s website at <https://www.formycon.com/en/investor-relations/governance/>.

The Supervisory Board holds as many meetings as required by law or the Company’s business needs; it meets at least twice per calendar half-year. The main topics of the meetings held in the past fiscal

year are summarized in the Supervisory Board's report. The Chair of the Supervisory Board coordinates its work, convenes meetings, and presides over them.

Decisions of the Supervisory Board are generally made in meetings. Upon the Chair's instruction or with the consent of all Supervisory Board members, meetings can also be conducted in the form of a teleconference or via other electronic communication methods (particularly video conference), and individual Supervisory Board members can be connected by phone or other electronic means; in these cases, decisions can be made via teleconference or other electronic communication methods. Members who participate via phone or electronic means are considered present. Absent members, or those not participating via phone or other electronic means, can still partake in decision-making by submitting written votes through another Supervisory Board member. Furthermore, they may cast their votes orally, by phone, email, or other electronic means before, during, or after the meeting within a reasonable period determined by the Chair. There is no right to object to the form of decision-making ordered by the Chair.

Decisions can also be made without convening a meeting, in writing, by phone, email, video conference, or other electronic means, if the Chair orders it and participating members can communicate with each other and discuss the matter at hand, or if no member objects to the procedure.

The Supervisory Board has a quorum if at least half of its members participate in the decision-making. In any case, at least three members must participate. Supervisory Board decisions require a majority of the votes cast unless otherwise stipulated by law or the Articles of Association. Abstentions are not considered as votes cast. In case of a tie, the Chair's vote, or that of the Deputy if the Chair does not participate, is decisive (casting vote).

Minutes must be taken of the meetings and decisions made outside of meetings. The Chair of the Supervisory Board must sign the minutes.

The Supervisory Board also regularly meets without the Management Board. Experts and informants may be consulted for advice on specific matters.

Committees and their working methods

The Supervisory Board has formed two committees, an Audit Committee and a Nomination and Remuneration Committee.

Audit Committee

The Audit Committee deals primarily with the review of financial reporting, monitoring the accounting process, the effectiveness of the internal control system, the risk management system, and internal audit system, as well as external audit, particularly the selection and independence of the auditor, the quality of the audit, and the additional services provided by the auditor, compliance, and the audit of the Company's sustainability reporting. The Audit Committee may make recommendations or proposals to ensure the integrity of the accounting process. It presents a recommendation to the Supervisory Board for the appointment of the auditor, which, in the case of a tender, includes at least two proposals and a preference. It prepares the Supervisory Board's proposal to the Annual General Meeting for the election of the auditor.

The Chair of the Audit Committee regularly exchanges information with the auditor regarding the progress of the audit and reports back to the Audit Committee. The committee discusses with the auditor the assessment of audit risk, audit strategy, focus, materiality, and planning, as well as the audit results. It also regularly meets with the auditor without the Management Board present.

As of December 31, 2025, the Audit Committee was composed of:

- Colin Bond (Chair),
- Dr. Bodo Coldewey (Deputy Chair) and
- Nicholas Haggard.

Colin Bond and Dr. Bodo Coldewey have the necessary expertise in the areas of auditing and accounting (as previously mentioned under section 2).

Nomination and Remuneration Committee

The Nomination and Remuneration Committee prepares the Supervisory Board's proposals to the Annual General Meeting for the election of Supervisory Board members and nominates suitable candidates to the Supervisory Board.

The Nomination and Remuneration Committee is also responsible for preparing the Supervisory Board's decisions on the selection, appointment, dismissal, and remuneration of Management Board members, as well as the conclusion, amendment, and termination of their service contracts.

As of December 31, 2025, the Nomination and Compensation Remuneration was composed of:

- Nicholas Hagggar (Chair),
- Wolfgang Essler (Deputy Chair) and
- Colin Bond.

Working methods

The rules of procedure for the Supervisory Board contain provisions on the procedure of the committees. In all other respects, the provisions of the rules of procedure relating to the working methods of the Supervisory Board apply accordingly to the committees, unless the Supervisory Board decided otherwise for a specific committee.

Self-assessment of the Supervisory Board

The Supervisory Board regularly evaluates its efficiency and that of its committees through a self-assessment process. For this purpose, a questionnaire was distributed to the members of the Supervisory Board during the fiscal year 2025, allowing them to provide feedback on the effectiveness of the Supervisory Board and its committees, and to suggest potential improvements.

The results of the self-assessment were discussed at the first regular meeting of the Supervisory Board following the completion of the assessment, and possible improvements were considered.

6. Share transactions by members of the Executive Board and the Supervisory Board

Pursuant to Article 19 of Regulation (EU) No. 596/2014 of the European Parliament and Council of April 16, 2014, on market abuse (Market Abuse Regulation), members of the Management Board and the Supervisory Board are legally required to disclose transactions with shares of the Company or related derivatives or other financial instruments if the total amount of transactions by the member or a person closely associated with them reaches or exceeds EUR 20,000.00 (as of January 1, 2026: EUR 50,000.00) within a calendar year. Transactions reported to the Company in the fiscal year 2025 were duly published and are available on the Company's website at <https://www.formycon.com/en/investor-relations/directors-dealings/>.

7. Transparency and communication

To ensure maximum transparency and equality of information, the Company is committed to comprehensive, equal, and timely communication with its shareholders and the public. The schedule for regular financial reporting and other significant events, such as the Annual General Meeting, can be found in the financial calendar. All annual and quarterly reports, ad-hoc announcements, press releases, and notifiable changes in voting rights are available on the Company's website in both German and English. Additionally, the website offers information on the Articles of Association, the members of the Management Board and the Supervisory Board, as well as upcoming and previous Annual General Meetings.

For the publication of the annual financial statements, the Company holds an analyst and investor conference. Following the publication of quarterly results, the Company conducts regular earnings

calls, which are also available as recordings on the Company's website.

8. Accounting

The Management Board prepared the Company's consolidated financial statements as of December 31, 2025, based on the International Financial Reporting Standards (IFRS) as applicable in the European Union, and additional German legal requirements under Section 315e para. 1 HGB, as well as the Company's unconsolidated financial statements as of December 31, 2025, in accordance with the provisions of the HGB. The consolidated financial statements and management reports are published within 90 days after the end of the fiscal year. Mandatory interim financial information (half-year financial reports and quarterly statements) is generally published within 45 days after the end of each quarter or half-year.

The annual financial statements and the consolidated financial statements, both as of December 31, 2025, were audited by KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, the auditor elected by the Annual General Meeting 2025. Before the audit assignment, the auditor confirmed its independence and objectivity to the Supervisory Board. Following preparation by the Audit Committee, the annual financial statements and the consolidated financial statements were discussed, examined and adopted or approved by the Supervisory Board.

9. Annual General Meeting

The Company's shareholders exercise their control and participation rights at the General Meeting. The General Meeting decides in particular on the appropriation of retained earnings, the discharge of the Management Board and Supervisory Board members, the appointment of the auditor, the remuneration report, the remuneration system, the remuneration for Supervisory Board members, amendments to the Articles of Association, and certain capital measures, and elects shareholder representatives to the Supervisory Board.

In addition, in the case of significant changes, but at least every four years, the remuneration system for the Management Board is submitted to the General Meeting for approval.

Shareholders may exercise their voting rights at the General Meeting either personally, by proxy, or through a proxy representative appointed by the Company. The Management Board is authorized to allow shareholders to submit their votes in writing or via electronic communication without attending the meeting themselves or by proxy (postal vote) and to participate in the meeting and exercise all or some of their rights entirely or partially through electronic communication (online participation). The Management Board is also authorized to hold the General Meeting without the physical presence of shareholders or their representatives at the meeting venue (virtual meeting), provided legal requirements are met. This authorization is valid for virtual meetings until August 31, 2026.

The Annual General Meeting on June 18, 2025, was held as an in-person meeting.

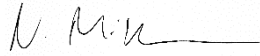
Planegg-Martinsried, April, 2026

The Executive Board The Supervisory Board

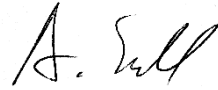
Planegg-Martinsried, Germany,
April 15, 2026



Dr. Stefan Glombitza



Nicola Mikulcik



Dr. Andreas Seidl



Enno Spillner

