Statement of Compliance with the QCA Corporate Governance Code

Last updated on 23 July 2025



As an AIM quoted company, we recognise the importance of applying sound governance principles in the successful running of the Group. Given the size and nature of the Group and composition of the Board, we have formally adopted the 2023 QCA Corporate Governance Code for Small and Mid-Size Quoted Companies (the QCA Code), which came into effect in April 2024. We will report annually on our compliance with the QCA Code in our Annual Report.

As the business continues to grow it needs a strong, effective, entrepreneurial and engaged Board with the right skills and experience to oversee the strategy, governance, risk and financial frameworks across the organisation. The Board was refreshed in November 2024 with the appointment of one additional Non-Executive Director bringing relevant skills and experience to the Board. In addition, in May 2025 the Chairman and CEO roles, both previously held by John Cronin, have been separated, with Björn Lindblom taking on the role of Chairman, while John Cronin has become CEO.

We will continue to review the Board's composition to ensure that it maintains appropriate skills, experience, independence, and particularly diversity and that it remains effective.

The sections below set out how we currently comply with the ten principles of the QCA Code which came into effect in April 2024. The core of the QCA Code requires companies to aspire to deliver growth in long-term shareholder value, having regard to the interests of other stakeholders. This requires an efficient, effective and dynamic governance framework and should be accompanied by good communication in order to promote and retain confidence and trust.

The principles of the QCA Code can be grouped into three areas, one to deliver growth, one to maintain a dynamic management framework, and one to build trust.

A. DELIVER GROWTH

PR	PRINCIPLE	HOW WE APPLY
NO		
1	Establish a purpose,	The Group's purpose, strategy and business model of
	strategy and business	the Group, including risks and uncertainties and how
	model which promote long-	the Group mitigates against these, are set out on
	term value for shareholders	pages 1 to 3 of the FY25 Annual Report and on pages
		23 to 26 of the Strategic Report.
		The Executive Directors are responsible for the
		leadership and day-to-day management of the Group.

This includes formulating and recommending the Group's long-term strategy for Board approval and then executing the approved strategy. 2 Promote corporate Details on our values are set out on pages 1 to 2 of the culture that is based on FY25 Annual Report. ethical values and behaviours We recognise that it is our people who make us different, and we strive to recruit, retain, engage and develop the best. We continue to encourage our unique and supportive culture, which we believe sets us apart from competitors. The Group endeavours to ensure that its values are visible throughout its recruitment processes, internal communications management style, corporate reports and external announcements. We expect that the Board and Senior Leadership Team demonstrate these values in their day-to-day work, setting the example for the rest of the Group. All policies and procedures are designed with these values at their core. The Company Secretary keeps in regular contact with teams in the UK and in India to ensure that these values are recognised and respected. Upon commencement of an employee's contract, they are given an induction programme to provide them with all information relating to Company procedures and values. The Group operates from two offices, one in Cambridge in the UK and one in Gurgaon in India, and has a subsidiary in Stockholm, Sweden (which has no employees). Our comprehensive set of policies and procedures, many of which fall under the Company's ISO accredited procedures, cover all of our operations. They are constantly updated and communicated to relevant employees and everyone else working on our sites. Details of these policies can be found on pages 26-27 of the FY25 Annual Report. Any significant deviations from the ethical behaviour are reported to the Board to address them. Employees' employment contracts have previously been terminated if their behaviour has been deemed to be unethical and against Group values. 3 Seek to understand and The Group seeks regular dialogue with both existing meet shareholder needs and potential new shareholders, ensuring our

and expectations

strategy, business model and performance are clearly understood as well as to understand the needs and expectations of shareholders. The Group CEO and Chief Financial Officer meet regularly with investors and analysts via investor roadshows, investor presentations and events and hosting tours of our development sites in order to provide them with updates on the Group's business and obtain feedback regarding the market's expectations of the Group.

The Board invites communication from its private investors and usually encourages participation by them at the Annual General Meeting (AGM). All Board members attend the AGM and are available to answer questions from shareholders. Notice of the AGM is in excess of 21 clear days and the business of the meeting is conducted with separate resolutions, voted on initially by a show of hands and with the result of the voting being clearly indicated. The results of the AGM are announced through a regulatory information service.

Further information on how we have engaged with shareholders can be found on page 17 of the FY25 Annual Report.

The normal channel of communication with shareholders is via our Group CEO and Chief Financial Officer. This is set out on regulatory news releases by the Company and on the Company's website.

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

The Executive Directors are responsible for ensuring that the Group has a clear understanding of its key resources and relationships and that these are effectively managed. They need to ensure that the Group's strategy is aligned with stakeholder needs and that the Group has the necessary skills and capabilities to deliver on its objectives.

CyanConnode identifies key resources through a comprehensive approach that involves several steps and considerations:

Understanding Stakeholder Needs: The company places a strong emphasis on understanding the perspectives of all its stakeholders, including employees, customers, suppliers, and the community. This understanding helps the company

ensure that it can promote success while being aware of its impacts on these groups 1.

Engagement and Reporting: At an operational level, engagement with stakeholders is reported to the Board via the Executive Directors and through written and verbal reports from the Group Leadership Team. This ensures that the Board is fully informed about stakeholder needs and can make decisions that consider these needs 2.

Risk Management: The company has a structured approach to risk management, which includes setting and communicating the Group's risk appetite, aligning risk mitigation with strategic objectives, and embedding effective risk management in the company culture. This helps in identifying and managing key resources effectively 3.

Employee Engagement: CyanConnode recognizes the importance of its employees and engages with them regularly through various means, including town hall sessions, team-building events, and direct communication. This engagement helps in identifying key human resources and ensuring their well-being and productivity 4.

Supplier and Customer Relationships: The company maintains strong relationships with its suppliers and customers, engaging with them regularly to understand their needs and ensure the timely delivery of products and services. This helps in identifying key resources in the supply chain and customer base 5 and 6.

Corporate Social Responsibility (CSR): CyanConnode is committed to making a positive impact on the community and the environment. This commitment includes supporting local communities, maintaining good relationships, and providing employment opportunities. These efforts help in identifying key resources within the community and ensuring sustainable operations 7.

By integrating these practices, CyanConnode ensures that it identifies and manages its key resources effectively, aligning them with the company's strategic objectives and stakeholder needs.

The responsibility for all stakeholder engagement lies with the Executive Directors, who travel frequently to the territories where the majority of our customers and suppliers are based to directly obtain feedback from these stakeholders. In addition, and as set out in the previous principle and the s.172 report in the FY25 Annual Report, the Executive Directors maintain regular dialogue with shareholders.

The Group is mindful of its corporate social responsibilities and the need to build and maintain strong relationships across a range of stakeholder groups is a key principle in what we do. Engaging with our stakeholders allows us to create a positive legacy and create strong stakeholder relationships. In addition to regular engagement at a top level by the Executive Directors, our project teams engage with stakeholders throughout the development life cycle to help enrich communities. Further information on how we engage with our stakeholders can be seen in the s.172 report on pages 16 to 19 of our FY25 Annual Report.

Our employees are at the heart of our business and we consistently strive to ensure they have the opportunity to develop in a job they enjoy. We embrace diversity and employ people from a range of cultures and backgrounds across the group. Further information on our diversity policy can be found on pages 26 to 27 of our Strategic Report in the FY25 Annual Report.

Our technology has been designed to address social problems, particularly in emerging territories such as India where there are significant losses to the government in the electricity sector. Our technology is low-cost, low-power and seeks to prevent theft from electricity or tampering with electricity meters. These features allowed utilities to safely read meters and carry on business remotely during the COVID-19 pandemic. It also results in large savings and reductions in CO2 emissions by automating the advanced metering infrastructure.

The Group's revenue is dependent on delivering complex projects to specific markets and therefore

ensures that cross-functional teams including senior employees work together with customers and local, in-country employees and partners to ensure the successful integration of its products and technologies.

Our customers and partners are key to the Group's success. The sales and delivery teams obtain feedback from customers regarding current products, product requirements and customer service through regular interactions with customers mainly comprising both face to face meetings and online discussions where travel is not possible.

Our Environmental policy and Health and Safety Management policy (see pages 26 to 27 of the FY25 Annual Report), provides information on the Group's approach to the environment. The Group was awarded accreditation for the ISO14001, ISO9001 (2015) and ISO27001 standards in 2019 and has passed all audits for these accreditations since. These accreditations are updated as standards are replaced with new ones.

CyanConnode fully abides by the Modern Slavery Act 2015.

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

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness. Such a system is designed to mitigate the risk of failure to achieve business objectives and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

There is an ongoing process for identifying, evaluating and managing the Group's significant risks and is regularly reviewed by the Board. This was of particular importance during the COVID-19 pandemic and the Group found its processes to be robust minimising any impact of the lockdown. In addition, as part of the Group's ISO processes, it maintains a risk register setting out its key risks and likelihood of these occurring. This register is reviewed on at least an annual basis by the Executive Directors, who will raise any significant risks being posed to the Group to the Board of Directors who will determine the most appropriate action. This will help determine how much risk the Board is prepared to take on these risks. The risk register will also monitor climate related risks. The

Group's ISO policies for ISO14001 and its Environmental Policy, set out on page 26 of the FY25 Annual Report, provide further information on this.

The internal control procedures are delegated to Executive Directors and senior management in the Group, operating within a clearly defined departmental structure. The Board regularly reviews the internal control procedures in light of the ongoing assessment of the Group's significant risks.

On a regular basis, management accounts, including a comprehensive cash flow forecast, are reviewed by the Board in order to provide effective monitoring of financial performance. At the same time the Board considers other significant strategic, organisational and compliance issues to ensure that the Group's assets are safeguarded, and financial information and accounting records can be relied upon. The Board formally monitors progress on each development.

Please see pages 23 to 26 of the FY25 Annual Report for a summary of the principal risks and uncertainties facing the Group, as well as mitigating actions.

The Group takes security of personal data seriously and ensures compliance with the GDPR which came into effect on 25 May 2018. The Group's privacy policy can be found on the Company's website at https://cyanconnode.com/about/privacy-policy/

The Group also takes security of all data and its intellectual property very seriously and in 2019 received accreditation for the ISO27001 standard. Quality of product and process are important to the Group. The Group has been accredited for ISO9001:2008 since 2008 and received accreditation for the ISO9001:2015 standard in 2019. The standards are updated as new standards become applicable.

The Audit Committee intends to review Auditor Independence throughout the corporate reporting cycle. The Chief Financial Officer always considers whether advisers are independent from the Auditors when considering to engaging with them.

The Group has adopted an Anti-Bribery policy which

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B. MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK

PR	PRINCIPLE	HOW WE APPLY
NO		
6	Establish and maintain the board as a well-functioning, balanced team led by the chair	The Company and Group are managed by a Board of Directors chaired by Björn Lindblom. The Board is responsible for taking all major strategic decisions. In addition, the Board reviews the risk profile of the Group and ensures that an adequate system of internal control is in place. A formal schedule of Matters Reserved for the Board has been adopted and reviewed periodically.
		It has been agreed that the Board will at any time consist of either two or three Executive Directors and three Non-Executive Directors, including the Non-Executive Chairman. The Non-Executive Chairman, Björn Lindblom and one of the Non-Executive Directors, Lyndon Faulkner, are considered by the Board to be independent of management and free from any business or other relationship that could materially interfere with the exercise of their independent judgement in accordance with the QCA Code. Both David Johns-Powell and Peter Tyler are only considered as non-independent due to their shareholdings in the Company. The Board is constantly evaluating the requirement for independence on the Board. This evaluation has led to the splitting of the Executive Chairman role, previously held by John Cronin, into the roles of Non-Exec Chair and Group CEO. In addition, an additional independent Non-Executive Director was appointed during the year. The evaluation will continue during this financial year.
		The Chairman, Björn Lindblom is available to shareholders where concerns have not been resolved through the normal channels of communication with

the Board and for when such contact would be inappropriate.

The Nominations Committee ensures, when making new appointments, that the Board has sufficient members to contain the appropriate balance of skills and experience to effectively operate and control the business. No one individual has unfettered powers to make decisions.

The Chairman's main responsibility is the leadership and management, of the Board and its governance, including the planning and implementing of resources. The Group has a Group CEO responsible for the strategy and day to day operations of the Group. There is an MD & CEO of its entity in India to manage the Indian operations and the Group Engineering function, which all report into the MD & CEO of India. An Executive Vice President of International Sales handles all sales and opportunities outside of India. A Group Chief Financial Officer manages the finances of the Group while group engineering all reports into the MD & CEO of India.

The Executive Directors are responsible for the leadership and day-to-day management of the Group, including recruitment and management of resources. This includes formulating and recommending the Group's strategy for Board approval and executing the approved strategy. The Non-Executive Directors are responsible for providing objective and independent advice to the board and enabling it to make better decisions in the interest of all shareholders and stakeholders.

The Board meets at least 4 times a year and more frequently if necessary. It is expected that each Non-Executive director will dedicate sufficient time to the Company to understand the business, prepare for and attend Board and committee meetings and carry out other work that is necessary for them to fulfil their duties as a director.

7 Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-

Maintain appropriate governance structures

The Board is made up of the Chairman, two Executive Directors (Group CEO and the Chief Financial Officer), and three Non-Executive Directors. Further information on the composition of the Board and how

date experience, skills and capabilities

it operates is set out in Principle 6 above. In addition to any matters that are expressly required by law to be approved by the Board, a number of areas are specifically reserved for the Board as set out in an agreed set of Matters Reserved for the Board which was adopted by the Board in March 2018.

The Group's overriding principles are that the Board:

- Is established to govern by having the appropriate roles, skills and committees to oversee the governance framework under which it operates;
- Looks to the future: the Board will devote a large amount of its time to considering the future and providing strategic leadership;
- Is ultimately responsible to shareholders for the oversight and performance of the Group; and
- Is there to support and maintain a culture of governance, performance, accountability and communication within CyanConnode that embraces and establishes the principles that it has adopted.

The Board has an Audit Committee, a Remuneration Committee and a Nominations Committee to oversee and consider issues of policy outside of main Board meetings. Each Committee has written terms of reference setting out its duties, authority and reporting responsibilities, also adopted by the Board in March 2018.

Board committees are authorised to engage the services of external advisers as they deem necessary in the furtherance of their duties at the Company's expense. Details concerning the composition and meetings of the committees are contained on pages 43 and 44 of the Corporate Governance Statement in the FY25 Annual Report and on the Company's website at https://cyanconnode.com/investors/governance/

Ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities

In line with the Group's Diversity Policy, details of which can be seen on page 26 to 27 of the Strategic

Report in the FY25 Annual Report, the Board embraces diversity. The current Directors come from a variety of nationalities and backgrounds, bringing a variety of skills to the Board. The Board considers that the skills, experience and knowledge of each director gives them the ability to constructively challenge strategy and decision making and scrutinise performance. Their biographical details, including previous roles and skills brought to the Board, are set out on the Company's website at https://cyanconnode.com/about/team/ and on pages 28 to 29 of the FY25 Annual Report.

As the business develops, the composition of the Board is constantly under review to ensure that it remains appropriate to the skills and requirements of the group. At least one third of the directors retire annually in rotation in accordance with the Company's Articles of Association. This enables the shareholders to decide on the election of the Company's Board.

The Board takes decisions regarding the appointment of new directors as a whole and this is only done following a thorough assessment of a potential candidate's skills and suitability for the role.

As set out in the Diversity section, within Employee Matters on pages 26 to 27 of the Strategic Report in the FY25 Annual Report, the Group is a multicultural, global organisation and is committed to providing equal opportunities for training, career development and promotion to all employees, regardless of any physical disability, gender, religion, race or nationality. The Group has, and the Board encourages a diverse workforce.

During the course of the year, directors' skills and knowledge were kept up to date by receiving updates from the Company Secretary (who is a Fellow of the Governance Institute and receives regular updates from the Institute and other bodies) and external advisers, where relevant, on corporate governance matters. Corporate governance is an agenda item for all Board Meetings where updates are provided and discussed.

Directors have access to independent professional advice at the Group's expense. In addition, they have access to the advice and services of the Company

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		Secretary who is responsible to the Board for advice on	
		corporate governance matters.	
8	Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	The effectiveness of the Board and its committees are kept under review in accordance with corporate governance best practice and the performance of the Board is evaluated continuously.	
		Each Non-Executive Director's value and input is continually monitored by the Chairman to ensure they are actively contributing to the Company achieving its strategic and financial objectives. At the time of the appointment of Björn Lindblom, a discussion was had between the Board regarding composition. All agreed that the Board is still a well-balanced Board with a good mix of skills.	
		No externally facilitated board review has taken place, however following recent Board changes such as the appointment of a new Non-Executive Director during FY25, and the appointment of Björn Lindblom as Non-Executive Chairman following the end of the period, the Board intend to discuss this requirement.	
		The Nominations Committee is responsible for succession planning of the Board. Further information on this is set out on page 52.	
9	Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture	The Board recognises the pivotal role of the Senior Leadership Team in delivering the Group's growth strategy and performance, and with this, the long-term success of the Company while creating shareholder value. Our reward philosophy is to drive and reward high performance.	
		In formulating remuneration policy for the Executive Directors, the Committee considers a number of factors designed to: • Have regard to the Directors' experience and the nature and complexity of their work in order to pay a competitive salary, in line with comparable companies, that attracts and retains Directors of the highest quality; • Reflect the Directors' personal performance; and • Link individual remuneration packages to the Group's long-term performance and continued success through the award of annual bonuses and share-based incentive	

schemes.

In line with recommended guidance, the remuneration of the Executive Directors includes a fixed element (salary, benefits such as private medical, and pension) and a variable element (bonus and long-term incentive plan in the form of a share options scheme).

The Company encourages a culture of long-term share ownership of Company shares by serving directors. Further details on the policy as well as details of each director's remuneration, investment and shareholding in the Company can be found in the Directors' Remuneration Report on pages 46 to 50. While the Remuneration Report is not intended to be put to vote this year we are committed to transparency and accountability in our remuneration practices and plan to present the report for an advisory vote next year.

C. BUILD TRUST

PR	PRINCIPLE	HOW WE APPLY
NO		
10	Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders	Communications with shareholders are given a high priority by the Board. As an AIM listed company there is a need to provide fair and balanced information in a way that is understandable to all stakeholders. The Board recognises the importance of engaging with all stakeholders including investors, partners, suppliers, media, communities and the Government. The Company communicates with shareholders and potential investors through a variety of channels, formal and informal including the Annual Report, Interim Report, RNS announcements, PR, media, corporate website, videos, investor presentations, analyst meetings, social media (Twitter, LinkedIn), emails, one-on-one and group meetings.
		The Group Chief Executive Officer and Chief Financial Officer talk regularly with the Company's major shareholders and other relevant stakeholders and ensure that their views are communicated to the Board via email and at Board meetings. By doing this well, it encourages two-way communication for mutual understanding and connection with stakeholders. The benefits include continual

transparency of information on the business, consideration of all shareholders views, as well as long-term viability in addition to instilling trust and confidence to allow informed investment decisions to be made by the Board. During the year and post year end feedback from shareholders has been discussed both at Board meetings and via emails between the Board as some shareholders feel that the Group should provide more frequent updates and information to shareholders. As a result we have appointed a Financial PR company to assist with a full communications strategy. In addition, one of the roles to be covered by Lyndon Faulkner is to work with advisers and the Board to lead on Investor Relations strategy. Following these discussions the Board has agreed to provide regular updates of KPIs to shareholders.

Following feedback from shareholders it was also agreed to separate the previous 'Executive Chairman' role, held by John Cronin, into Non-Executive Chairman (now held by Björn Lindblom) and Group CEO (now held by John Cronin) roles.

The Executive Directors take responsibility for ensuring that communications with shareholders take place by speaking with brokers and analysts on a regular basis. Price sensitive information is released via the London Stock Exchange in accordance with disclosure requirements. Shareholders also have access to all information via our website, annual report, press releases and direct communication.

The AGM is held in London and shareholders are encouraged to attend.

The Group's website www.cyanconnode.com is regularly updated in accordance with AIM Rule 26 and users can register at https://cyanconnode.com/investors/shareholder-information/investor-alert/ to be alerted when announcements or details of presentations and events are posted on the website. Annual reports and notices of meetings for at least the last five years can be found on the Group's website.