

Statement on Corporate Governance

Lifecare emphasizes good corporate governance

Lifecare (or “the Group”) bases its policy for corporate governance on the Norwegian Code of Practice of 14 October 2021 (“the Code”), a guideline for listed companies to help regulate the division of roles between shareholders, the Board of Directors and Executive Management more comprehensively than is required by legislation.

Lifecare’s Board of Directors (“the Board”) has established key principles ensuring that the Group complies with applicable laws, regulations, and the recommendations of the Code. To uphold these standards, the Board has implemented routines for monitoring adherence to ethical conduct, legal compliance, and health, safety, and environmental (HSE) requirements. These routines are designed to ensure a balanced approach to compliance, considering Lifecare’s size and stage of development.

Lifecare’s adherence to the Code is detailed in this report, with section numbers corresponding to the relevant chapters of the Code.

Lifecare’s compliance with the Norwegian Code of Practice for corporate governance	Deviations from the Code
1. Implementation and reporting on corporate governance	None
2. Business	None
3. Equity and dividends	None
4. Equal treatments of shareholders	None
5. Shares and negotiability	None
6. General meetings	None
7. Nomination committee	None
8. Board of Directors: composition and independence	None
9. The work of the Board of Directors	None
10. Risk management and internal control	None
11. Remuneration of the Board of Directors	None
12. Remuneration of executive personnel	None
13. Information and communications	None
14. Take-overs	None
15. Auditor	None

1. Implementation and reporting on corporate governance
Lifecare recognizes the distinct roles of shareholders, the Board of Directors, and the Executive Management team. The Board has established a sound corporate governance policy along with a statement of compliance with the Code for Corporate Governance.

To ensure adherence to this policy, the Board holds regular meetings attended by the Executive Management team, where strategic, operational, and financial matters are presented.

Lifecare follows the Code for Corporate Governance under a “comply or explain” principle, providing explanations for any deviations from the Code when full compliance is not achieved.

Deviations from the Code: **None**

2. Business

Lifecare is a Norwegian based company with subsidiaries in Norway, Germany and the United Kingdom. Lifecare focuses on research, development, and commercialization of sensor technology for continuous monitoring of body analytes. Its primary objective is to develop sensor technology for continuous glucose monitoring (CGM) for individuals and pets with diabetes.

Lifecare's business purpose is clearly defined in Lifecare ASA's Articles of Association: "The company's objective is to undertake development, production, licensing, and sale of medical equipment and technology, and everything connected with this." The Articles of Association are available on Lifecare's website, and Lifecare's objectives and strategy are outlined in the annual report.

As of 31 December 2024, the Lifecare Group employed 39 individuals, including part-time staff, equating to 33 full-time equivalents (FTEs). The Group's core competencies reside within this team.

Lifecare's development is structured around defined milestones and objectives. The Board of Directors evaluates Lifecare's strategy and risk profile to support long-term, sustainable value creation for shareholders. These evaluations are conducted annually.

Overall, Lifecare's strategy and operations are driven by its vision: "Changing lives through medical technology."

Corporate social responsibility

The Group has implemented anti-corruption and anti-bribery policies, aligning its procedures and standards with internal control frameworks used by comparable businesses of similar size, complexity, and industry. Lifecare requires its directors and employees to uphold high ethical standards in both business and interpersonal relationships. The Group's anti-corruption principles focus on prevention through awareness-raising, limiting opportunities for misconduct, ensuring a high detection risk, and maintaining a zero-tolerance policy for corruption.

The Group's internal control policies and systems are designed to meet the regulatory requirements relevant to its operations. Quality control procedures are tailored to each phase of the Group's activities, making their development a continuous and systematic process.

Lifecare is committed to animal welfare, human and labor rights, social responsibility, and sustainable development. The Group's management conducts regular performance reviews and internal evaluations, ensuring compliance with applicable legislation in these areas. The Group primarily collaborates with public and private European research institutions and service providers. To uphold the principles of its policies, Lifecare has established a process for assessing and managing risks associated with its business partners and suppliers. Additionally, preclinical and clinical research is subject to strict government regulations in all jurisdictions where research and development activities take place. As a result, Lifecare considers these ethical and social concerns to be well addressed both internally and among its subcontractors.

Sustainable development

Lifecare focuses on developing sensor technology for continuous monitoring of glucose and other body analytes. This vision aligns with and directly contributes to one of the UN's seventeen Sustainable Development Goals—Goal #3: Good Health and Well-Being.

International medical technology development is strictly regulated to ensure animal welfare and prioritize the safety and well-being of patients in clinical trials. Lifecare has established internal routines to ensure that both the Group and its service providers comply with all relevant standards in these areas.

The Group's primary environmental considerations relate to travel and the shipment of devices and materials. To mitigate this impact, the Group carefully evaluates the necessity of travel and prioritizes virtual meeting tools whenever feasible to reduce travel while maintaining operational efficiency.

Code of Conduct

The Board and management of Lifecare are committed to ensuring that the Group's development and daily operations are value-driven and performance-oriented, in full compliance with laws and regulations. This commitment is grounded in a strong focus on ethics, integrity, human rights and health, safety, and environment (HSE).

Lifecare's Board and management strive to ensure that the Group's daily operations encompass key aspects such as the working environment, stakeholder interactions, intragroup transactions, employee loyalty, conflicts of interest, confidentiality, environmental responsibility, financial reporting, and trading of its shares. These activities are conducted in accordance with the formal Code of Conduct and informal ethical guidelines.

Deviations from the Code: **None**

3. Equity and dividends

As of 31 December 2024, Lifecare's equity stood at NOK 74 million, providing an equity ratio of 66%. Lifecare's capital structure is regularly evaluated in line with its objectives, strategy, and risk profile. As of year-end 2024, the equity level is considered satisfactory.

To date, Lifecare has not distributed dividends due to being in the development phase. The Board of Directors does not have a mandate to approve dividend distributions.

In April 2024, the General Assembly authorized the Board of Directors to increase the share capital by issuing up to 40 459 722 new shares (equivalent to 30% of Lifecare ASA's share capital) with a maximum value of NOK 16 183 888.80, in connection with capital increases. Additionally, the Board was authorized to issue up to 6 743 287 shares (5% of the registered share capital) with a maximum value of 2 697 314.8 for Lifecare's employee incentive program. These authorizations are valid for one year from the date of the resolution.

In May 2024, the General Assembly authorized the Board of Directors to issue up to 1 639 968 shares, with a maximum value of NOK 655 987.20, as payment for underwriting fees related to a rights issue in June 2024. This authorization remains valid until the Annual General Meeting in 2025. The General Assembly also authorized the Board of Directors to issue up to 54 519 477 shares, with a total maximum subscription value of NOK 21 807 791, in connection with the issuance of warrants. Each warrant grants the holder the right to subscribe for one share in the Company. This authorization remains valid until the expiration of the warrant exercise period on 13 June 2025.

In September 2024, the General Assembly authorized the Board of Directors to acquire treasury shares up to an aggregate value of NOK 500 000 in connection with a share consolidation (reverse split). The authorization was granted

solely to facilitate the delivery of shares to shareholders whose holdings do not align with the consolidation ratio. The authorization remains valid until the Annual General Meeting in 2025.

Deviations from the Code: **None**

4. Equal treatment of shareholders

Lifecare ASA has a single class of shares, with each share carrying one vote and equal rights. The Board of Directors and management are committed to ensuring fair and equal treatment of all shareholders.

As part of the share consolidation in September 2024, Lifecare ASA acquired 30 000 treasury shares at an average price of NOK 1.67 per share to allocate shares to shareholders whose holdings did not align with the consolidation ratio. The purchase was conducted as ordinary market trades. Following the consolidation, Lifecare ASA held 2 308 treasury shares, of which 1 285 were allocated to shareholders. As of 31 December 2024, Lifecare ASA retained 1 023 treasury shares.

In 2024, there were two capital increases, both conducted without waiving the pre-emptive rights of existing shareholders.

Deviations from the Code: **None**

5. Shares and tradability

Lifecare ASA's shares are freely tradable with no restrictions. The Articles of Association impose no limitations on voting rights, ownership, or share transferability.

Deviations from the Code: **None**

6. General Meetings

The Board facilitates shareholder participation in General Meetings by enabling attendance either in person or via digital platforms. Lifecare ASA's General Meetings serve as an effective forum for dialogue between shareholders and the Board.

The Chairman and Chief Executive Officer (CEO) attend the Annual General Meeting, along with representatives from the Nomination Committee. The Board of Directors participates either in person or via video link when deemed necessary.

Lifecare's Articles of Association authorize the Board to permit advance voting and electronic voting at General Meetings. Shareholders unable to attend may vote by proxy, and they may also appoint a representative to vote on their behalf. The Board may allow shareholders to submit votes in writing, including electronically, within a specified period before the meeting.

Meeting notices and relevant documents, including the Nomination Committee's recommendations and the Board's statement on executive remuneration, are published on Lifecare's website at least 21 days before the meeting. The notice provides information on shareholders' rights, registration and voting procedures, proxy representation, and the nomination process. To the extent possible, Lifecare prepares a voting form that allows shareholders to issue separate voting instructions for each agenda item, including individual candidates for the Lifecare's governing bodies.

For practical reasons, the Board has nominated the Chairman of the Board to preside over the General Meeting, while ensuring that participating shareholders—whether in person, via video link, or by proxy—may nominate an alternative candidate.

In 2024, Lifecare ASA held its Annual General Meeting on 30 April as a hybrid meeting.

Deviations from the Code: **None**

7. Nomination Committee

Article 9 of Lifecare ASA's Articles of Association mandates the establishment of a Nomination Committee. The committee's responsibilities are outlined in this article and further detailed in the "Instructions for the Nomination Committee," available on Lifecare's website. In summary, its duties include proposing candidates for election to the Board of Directors and nominating members for the Nomination Committee. The instructions were last updated in April 2024.

The Nomination Committee consists of up to three members, with the General Meeting electing one member as chairperson. The chairperson serves a two-year term, while other members are elected annually. The General Meeting determines the remuneration for committee members.

The Nomination Committee ensures that shareholder interests are considered when nominating qualified candidates for Lifecare ASA's governing bodies. Shareholders are encouraged to submit written, justified proposals for Board candidates. The committee may set a deadline for submissions, which will be communicated on the Lifecare's website.

All Nomination Committee members are independent of Lifecare's management and Board, ensuring impartiality. The committee's composition is considered to reflect the collective interests of shareholders.

The Nomination Committee consist of the following members:

Role	Name	Served since	Term expires
Chair	Christian Hysing-Dahl	April 2024	AGM 2026
Member	Marthe Jansen	April 2024	AGM 2025
Member	Oddvar Kaarbø	April 2024	AGM 2025

The contact details of the Chair of the Nomination Committee are available on Lifecare's website.

Deviations from the Code: **None**

8. Board of Directors: composition and independence

In accordance with Lifecare ASA's Articles of Association, the Board of Directors consists of 3 to 7 members, as determined by the General Meeting. The Chairman of the Board is elected by the General Meeting, and all Board members serve two-year terms.

The Board is structured to ensure independence, alignment with the common interests of all shareholders, and the necessary expertise, capacity, and diversity to support Lifecare's needs. The Board conducts an annual self-evaluation, assessing both its collective effectiveness and the individual contributions of its members.

The current Board of Directors consist of the following non-executive members:

Role	Name	Gender	Independence	Served since	Term expires	2024 meeting attendance	Shares	Nationality
Chair	Morten Foros Krohnstad	Male	Yes	November 2020	AGM 2025	100%	-	Norwegian
Member	Trine Teigland	Female	Yes	June 2020	AGM 2026	100%	2 101 214 (13.25%)	Norwegian
Member	Lutz Walter Heinemann	Male	Yes	November 2020	AGM 2026	94%	-	German
Member	Hans Johan Hekland	Male	Yes	May 2021	AGM 2025	100%	16 562 (0.10%)	Norwegian
Member	Tone Kvåle	Female	Yes	April 2024	AGM 2026	100%	3 077 (0.02%)	Norwegian

One of Lifecare's main shareholders, Teigland Eiendom AS, is represented on the Board by Trine Teigland.

All Board members are independent of Lifecare's day-to-day management and material business connections. None of the members hold executive positions within Lifecare. The Board's composition ensures that it operates independently of any special interests.

Board members bring a diverse range of qualifications, including expertise in diabetes technology, business development, strategy, finance, and international sales. The average age of the Board members is 56. Further information for each member of the Board of Directors is available [here](#).

Board members are not included in Lifecare's share option program but are encouraged to own shares in Lifecare.

The Board conducted 17 meetings in 2024.

Deviations from the Code: **None**

9. The work of the Board of Directors

The duties and operations of the Board of Directors are regulated by the Norwegian Public Limited Liability Companies Act. In addition, Lifecare's Board has established its own instructions outlining the internal allocation of responsibilities, rules for Board proceedings, and the relationship between the Board and management. The document "Instructions to the Board and the CEO" is available on Lifecare's website and undergoes an annual review, most recently revised in January 2025.

The Board holds overall responsibility for Lifecare's management, ensuring compliance with relevant laws, regulations, and directives from the General Meeting. Its key responsibilities include developing and executing the Group's strategy,

overseeing shareholder relations and communication, and ensuring the Group is well-organized and adequately financed.

The Board is also responsible for maintaining a robust internal control framework, supervising daily operations, appointing the CEO, and facilitating General Meetings. The Board's objectives, responsibilities, and functions adhere to applicable laws, rules, and standards.

To prevent conflicts of interest, Board instructions prohibit members of the Board or Executive Management from participating in discussions or decisions where they have a significant personal or financial interest. Additionally, the Board has issued guidelines on primary insider trading, anti-bribery, and anti-corruption policies.

The Board adopts an annual work plan, and the CEO is responsible for keeping the Board informed on Lifecare's activities, financial standing, and operational developments. The Board also conducts an annual self-evaluation, which is shared with the Nomination Committee.

The Board conducts an annual evaluation of its performance and expertise. This assessment is based on an anonymous questionnaire completed by each Board member. The most recent evaluation, completed in January 2025, did not identify any need for changes to the Board's composition or organizational practices.

In 2024, the Board established two sub-committees: the Audit Committee and the Remuneration Committee.

Audit Committee

The Audit Committee consists of at least two Board members with relevant financial and operational expertise. Its responsibilities include overseeing the financial and sustainability reporting process, the audit process, risk management, internal controls, and compliance with applicable laws and regulations.

The "Instructions for the Audit Committee" were established in May 2024, outlining its duties and governance. The committee reviews the Group's quarterly and annual reports before they are submitted to the full Board for approval. In 2024, the Audit Committee held four meetings as per its annual plan.

The Group's external auditor participates in selected Audit Committee meetings, attending at least twice per year.

The Audit Committee consists of the following members:

Role	Name	Considered independent	Served since
Chair	Tone Kvåle	Yes	May 2024
Member	Hans Hekland	Yes	May 2024

Remuneration Committee

The Remuneration Committee operates under a set of instructions adopted by the Board of Directors in May 2024. Its members are appointed from among the Board and must be independent of the Executive Management.

The committee's primary role is to establish a competitive and performance-driven reward policy that attracts and motivates executives to create long-term value for shareholders. It assists and facilitates the Board's decision-making on matters related to Executive Management remuneration, ensuring alignment with guidelines approved by the Annual General Meeting (AGM).

Additionally, the Remuneration Committee is responsible for preparing the annual remuneration report, which is subject to audit by Lifecare's external auditor. The AGM will conduct a consultative vote on this report.

The Remuneration Committee consists of the following members:

Role	Name	Considered independent	Served since
Chair	Morten Foros Krohnstad	Yes	May 2024
Member	Trine Teigland	Yes	May 2024

Deviations from the Code: **None**

10. Risk management and internal control

The Board of Directors is responsible for ensuring that Lifecare maintains sound internal controls and effective risk management systems, tailored to the scale and nature of its operations. Key risk areas include financial, scientific, manufacturing, and commercial risks.

To manage financial reporting risks, Lifecare has established an internal control framework covering entity-level controls, transaction-level controls, and IT general controls. Additionally, the Group has implemented quality management systems and obtained relevant certifications to ensure compliance and operational excellence.

The Board conducts ongoing assessments of Lifecare's significant risk areas and internal control systems, with a formal review at least once per year. For a detailed overview of relevant risk factors, please refer to the Board of Directors' report.

Deviations from the Code: **None**

11. Remuneration of the Board of Directors

The General Meeting determines the remuneration of the Board of Directors based on a proposal from the Remuneration Committee. The remuneration reflects the Board's responsibilities, expertise, time commitment, and the complexity of the business. It is not linked to Lifecare's performance, and Board members are not granted share options. Detailed information on Board remuneration is available in the Annual Report and the Remuneration Report.

Board members, or companies with which they are affiliated, should not undertake separate assignments for the Group beyond their Board duties. If such assignments occur, the entire Board must be informed. Fees for these assignments require Board approval, and any remuneration exceeding the standard Board fee will be disclosed in the Annual Report.

Deviations from the Code: **None**

12. Remuneration of executive personnel

The “Remuneration for Executive Management” guidelines are designed to attract highly qualified individuals and retain key personnel. These guidelines establish clear and easily understandable principles that support Lifecare’s long-term interests while ensuring financial viability and alignment with its commercial strategies.

Under authorization from the General Meeting, the Board has established a share purchase program for all employees and a share option program for executive and senior personnel.

The share option program for executive and senior personnel is partially performance-based. Performance-related remuneration is limited and strictly tied to targets that contribute to Group’s long-term value creation. The Board has exercised careful judgment in granting options, ensuring alignment with Lifecare’s strategy, long-term objectives, and financial sustainability. The Board considers its approach to be in line with market standards and shareholder interests.

Deviations from the Code: **None**

13. Information and communication

Lifecare prepares its financial statements in accordance with IFRS and has established procedures to ensure compliance with interim and annual reporting requirements. Lifecare adheres to the Norwegian Securities Trading Act, Oslo Børs Continuing Obligations for listed companies, and follows the Oslo Børs Code of Practice for IR (1 March 2021).

The Group’s Investor Relations (IR) policy defines roles and responsibilities related to financial reporting and shareholder communication. Rooted in transparency and equal treatment of market participants, the policy ensures that investors receive timely, accurate, relevant, and balanced information about Lifecare’s progress and outlook. The IR policy is available on Lifecare’s website.

The Board of Directors is responsible for ensuring that quarterly reports accurately reflect the Group’s financial and operational position. To safeguard market integrity, the Board has implemented guidelines on insider information handling and share trading.

Lifecare maintains an open and proactive investor relations strategy, holding regular presentations in connection with interim results. All market-sensitive information is disclosed through stock exchange and press releases, which are simultaneously published on Lifecare’s website.

Lifecare values shareholder engagement and aims to keep investors informed about the Group’s financial status and development. Management members are available for discussions with shareholders outside of general meetings, within the limits set by applicable laws and regulations. The Chair of the Board ensures that shareholder perspectives are effectively communicated to the full Board.

Deviations from the Code: **None**

14. Take-overs

The Board of Directors is committed to upholding the principles of equal treatment for all shareholders. In the event of a takeover bid, the Board will act in full compliance with Norwegian law, the Code of Practice, and all relevant principles of good corporate governance.

The Board will not obstruct or impede takeover bids for Lifecare’s activities or shares. Should a takeover offer be received, the Board will ensure shareholders are provided with sufficient information and time to evaluate the offer. Additionally, the Board will issue a formal statement, recommending whether shareholders should accept or reject the offer.

Any transaction that constitutes a business disposal will require approval by the General Meeting.

Deviations from the Code: **None**

15. Auditor

As of June 2024, EY serves as Lifecare’s auditor. EY is considered independent in relation to Lifecare. Annually, the auditor provides a written confirmation to the Board of Directors, affirming compliance with established requirements for independence and objectivity. The Board of Directors ensures that the auditor’s audit plan is submitted for review once a year. The Audit Committee specifically evaluates whether the auditor is fulfilling a satisfactory control function.

Both Lifecare’s management and the auditor adhere to guidelines set by the Financial Supervisory Authority of Norway regarding the scope of advisory services that the auditor may provide. The Board invites the auditor to attend the meeting where the annual financial statements are discussed. Additionally, the auditor attends Audit Committee meetings deemed necessary, and joins at least one meeting annually to report on the Group’s accounting principles, risk areas, and internal control procedures.

Each year, the Board meets with the auditor in the absence of company management. The auditor’s fees are disclosed in the relevant note of the Annual Report, with a breakdown between auditing and other services.

Deviations from the Code: **None**