CORPORATE GOVERNANCE STATEMENT

Introduction

The Corporate Governance framework for Ceryvyn Therapeutics Limited (Ceryvyn or Company) and its subsidiaries (the Group) is set and approved by the board of directors of Ceryvyn (Board), with each member of the Board being a Director, having regard to compliance with various legal requirements and recommendations, the particular circumstances of the Group and the best interests of the shareholders.

On February 27, 2019, the Australian Securities Exchange (ASX) Corporate Governance Council (Council) released the Corporate Governance Principles and Recommendations (4th Edition) (ASX Recommendations).

This Corporate Governance Statement details Ceryvyn's corporate governance practices, including its compliance with the ASX Recommendations. This statement is current as at August 31, 2026 and should be read in conjunction with Ceryvyn's 2026 annual report.

Ceryvyn's Corporate Governance Statement is structured with reference to the ASX Recommendations, which are as follows:

Principle 1	**Lay solid foundations for management and oversight**
Principle 2	**Structure the board to be effective and add value**
Principle 3	**Instill a culture of acting lawfully, ethically and responsibly**
Principle 4	**Safeguard the integrity of corporate reports**
Principle 5	**Make timely and balanced disclosure**
Principle 6	**Respect the rights of security holders**
Principle 7	**Recognise and manage risk**
Principle 8	**Remunerate fairly and responsibly**

Ceryvyn's corporate governance practices were in place throughout the year ended June 30, 2026 and were compliant with the ASX Recommendations unless otherwise stated.

For further information on corporate governance policies adopted by Ceryvyn, refer to its website: https://www.ceryvyn.com/investors/

Corporate Governance Statement (cont.)

Principle 1 – Lay solid foundations for management and oversight

The Board is in place to represent and protect the interests of the Company's shareholders. It is responsible for the corporate governance of the Group and guides and monitors the business and affairs of Ceryvyn on behalf of its shareholders.

Board functions and Charter

The Board Charter sets out the function and responsibilities of the Board in order to facilitate Board and management accountability for Ceryvyn's performance and strategic direction. The matters reserved for the Board and what has been delegated to senior executives is described in the Board Charter, which is available on Ceryvyn's website: https://ceryvyn.com/investors/.

To ensure that the Board is well equipped to discharge its responsibilities, it has established guidelines for the nomination and selection of directors and for the operation of the Board.

The Board, including via the Nomination and Governance Committee (from 1 July 2026 the Remuneration and Nomination Committee) undertakes appropriate checks it considers necessary before appointing a director or senior executive or putting someone forward for election as a director.

Upon appointment of a new director, a formal letter of appointment is provided, as well as an induction pack, which includes details pertaining to the Company and the obligations of the individual acting in their capacity as a director.

Ceryvyn has written agreements with each director and senior executive setting out the terms of their appointment.

In each notice of meeting, security holders are provided with all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a director.

The responsibility for the operation and administration of the Company is delegated by the Board to the Chief Executive Officer (CEO), who in turn may further delegate to other senior executives. The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

The Board ensures that the senior executive team (which includes the CEO) is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the CEO and the senior executive team.

Whilst at all times the Board retains full responsibility for guiding and monitoring the Company, in discharging its stewardship it makes use of committees. Specialist committees are able to focus on a particular responsibility and provide informed feedback to the Board.

To this end, the Board had the following committees during the period:

- Nomination and Governance (see Principle 2);
- Audit and Risk (see Principle 4 and Principle 7);
- Remuneration (see Principle 8); and
- Research and Development Committee.

Effective from 1 July 2026, the Board has the following committees:

- Audit and Risk; and
- Remuneration and Nomination.

The Board seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved, including:

- Board approval of a strategic plan designed to meet stakeholders' needs and manage business risk;
- Ongoing development of the strategic plan and approving initiatives and strategies designed to ensure the continued growth and success of the entity; and
- Implementation of budgets by management and monitoring progress against budget – via the establishment and reporting of both financial and non-financial key performance indicators.

Corporate Governance Statement (cont.)

Other functions reserved to the Board include:

- Approval of the annual and half-yearly financial reports;
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- Ensuring that any significant risks that arise are identified, assessed, appropriately managed and monitored; and
- Reporting to shareholders.

The separation of responsibilities between the Board and management is clearly understood and respected.

Board and committee performance

Board and committee performance is monitored throughout the year with an annual formal performance evaluation in accordance with the Company's Remuneration and Nomination Charter. A review of performance of the Board was undertaken during FY26 in accordance with the Remuneration and Committee Charter.

Executive performance evaluation

During the period, the Remuneration Committee of the Board was responsible for determining and reviewing compensation arrangements for the executive and non-executive directors and other senior executives.

The Remuneration Committee assessed the appropriateness of the nature and amount of compensation of senior executives on a periodic basis by reference to relevant employment market conditions, with the overall objective of ensuring maximum shareholder benefit from the retention of a high-quality Board and executive team.

The Remuneration Committee was responsible for evaluating the performance of the CEO and of the other senior executives. The CEO also evaluates the performance of the other senior executives and other members of management (management).

From 1 July 2026, the Remuneration Committee was dissolved and the Remuneration and Nomination Committee was established.

The performance of the CEO and management is monitored throughout the year with the objective of performing a formal evaluation once a year.

As announced on 18 August 2025, Ceryvyn's operations were streamlined with Chair, Dr Jeremy Levin being appointed to fulfil the roles and responsibilities of the CEO from 1 September 2025. As announced on 17 July 2026, a review of the remuneration structure for the CEO was performed in July 2026 by the Remuneration and Nomination Committee. The senior executives of the Company have been appointed following the Company's streamline of operations in September 2025. A performance review of the senior executives was not conducted in the period to 30 June 2026. The Remuneration Committee is scheduled to conduct a review in Q1 of FY2027.

Further information on the Remuneration Committee can be found in the Remuneration Report section of the Directors' Report in the FY26 Annual Report.

The Board Charter and the Remuneration and Nomination Committee Charter are available from Ceryvyn's website: https://ceryvyn.com/investors/

Diversity policy

The Company has established a separate Diversity Policy in accordance with Recommendation 1.5 of the ASX Recommendations. The policy is available on the Company's website: https://ceryvyn.com/investors/

Ceryvyn's policy provides a framework for the Company to establish and achieve measurable diversity objectives, including a specific cultural and gender diversity target. The Diversity Policy allows the Board to set measurable gender diversity objectives (if considered appropriate) and to assess annually both the objectives (if any have been set) and the Company's progress towards achieving them.

Corporate Governance Statement (cont.)

The Board considers that, due to the size, nature and stage of development of the Company, setting measurable objectives for the Company is at this time is not appropriate. The Company will consider setting measurable objectives as the Company increases in size and complexity.

The table below provides actual data on gender diversity as at the date of this report:

	Number	%
Women employed whole organisation	1	33.33%
Women in senior executive roles	1	33.33%
Women in board positions	1	33.33%

Principle 2 – Structure the Board to add value

Structure of the Board

During the year ended June 30, 2026, the Board consisted of four directors, until Sujal Shah's resignation on 15 September 2025, after which it consisted of three directors. As at 30 June 2026, the Board comprises two non-executive directors and one executive director.

For the year ended June 30, 2026, Ceryvyn was compliant with the recommendation that the majority of the Board of a listed entity should be independent directors.

The skills, experience and expertise relevant to the position of director held by each director in office at the date of this report are included in the Directors' Report under the section headed 'Directors'.

In the context of director independence, to be considered independent, a non-executive director may not have a direct or indirect material relationship with the Company. The Board has determined that a material relationship is one that impairs or inhibits, or has the potential to impair or inhibit, a director's exercise of judgment on behalf of the Company and its shareholders.

The Board have assessed the independence of its directors in line with the factors set out in Box 2.3 of the ASX Recommendations.

In accordance with the assessment of independence above, the following directors of Ceryvyn are considered to be independent at the date of this report:

Name	Position
Kathy Connell	Non-executive director
Lawrence Gozlan	Non-executive director
Sujal Shah	Non-executive director (resigned on 15 September 2025)

Dr Jeremy Levin (Chair) was not considered to be an independent director following his engagement to fulfil the roles and responsibilities of the outgoing Chief Executive Officer, with effect from 1 September 2025. The appointment was made in line with Ceryvyn's overall strategy to streamline its operations has resulted in the Company reducing its work force by over 80%, reducing the Board of Directors by over 50% and renegotiating all contracts related to clinical trials. To enable the continuation of its operations and achieve the execution of the proposed business strategy, Ceryvyn intends to maintain an experience and streamlined Board structure, including Dr Jeremy Levin as Executive Chair and CEO.

Corporate Governance Statement (cont.)

The term in office held by each director in office as at the date of this report is as follows:

Name	Term in Office
Jeremy Levin	5 years, 9 months
Kathy Connell	1 year, 9 months
Lawrence Gozlan	6 years, 1 month

To ensure the Board is well equipped to discharge its responsibilities, it has guidelines for the nomination and selection of directors and for the operation of the Board. The Board's role in the appointment process was undertaken by its Nomination Committee (Remuneration and Nomination Committee from 1 July 2026).

The members who served on the Nomination Committee during the 2026 financial year were Lawrence Gozlan (Chair), Jeremy Levin, and Kathy Connell.

For details on the number of meetings of the Nomination Committee held during the year and the attendees at those meetings, refer to the Director's Report in the FY26 Annual Report under the section headed 'Directors Meetings'.

The Remuneration and Nomination Committee Charter can be found on the Company's web site: https://ceryvyn.com/investors/.

Director's access to independent professional advice

The Board has procedures to allow directors, in the furtherance of their duties, to seek independent professional advice at the Company's expense.

Appointment of directors

To be considered for membership on the Board, a candidate should meet the following criteria:

- Be of proven integrity with a history of relevant achievements that reflect high standards;
- Demonstrate intelligence, wisdom and thoughtfulness in decision-making that usually will be based on broad experience;
- Be able and willing to commit the time and energy necessary to attend to the Company's affairs, including attending Board and Board committee meetings;
- Be committed to building sound, long-term growth in the value of the Company; and
- Be able to objectively review and evaluate management's performance and implementation of strategy.

It is the Remuneration and Nomination Committee's and Board's role to determine the terms and conditions relating to the appointment and retirement of non-executive directors on a case-by-case basis and in line with requirements of the ASX Listing Rules and the *Corporations Act 2001* (Cth) (Corporations Act). Appointment and retirement of directors will be in accordance with the following:

- The Board will consider from time to time changes that the Board believes to be desirable to the size of the Board or any committee thereof;
- Where a Board vacancy exists (including a vacancy created by an increase in size of the Board), the Board will identify individuals believed to be qualified to become Board members to stand for election as directors at the Annual General Meeting of shareholders. In nominating candidates, the Board shall take into consideration the qualifications of the candidate and the characteristics of the candidate to ensure that directors are of the highest standard. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Board may consider candidates proposed by management, but is not required to do so; and

Corporate Governance Statement (cont.)

- Where a vacancy exists on any Board committee, the Board will appoint a director to that committee taking into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including, without limitation, applicable legislative requirements, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

The Board is responsible for ensuring that an effective induction process is in place for new directors appointed to the Board as discussed above. The Board also periodically reviews the professional development needs of existing directors.

The Board Charter, which sets out the Board skills and experience matrix can be found on Ceryvyn's website: https://ceryvyn.com/investors/.

Diversity

The Board has established a diversity policy. The policy acknowledges the advantages of gender diversity as well as diversity of age and skills. The key element of the diversity policy is that the Company will seek the best person with the appropriate characteristics that is available for the position and will not discriminate against candidates on the grounds of gender, age, ethnicity or cultural background.

In relation to the appointment of each new director, the Board will consider a broad range of candidates and seek to appoint the person that would best complement the collective skills, experience and diversity of the current directors.

The Company is committed to having an inclusive workplace. Discrimination, harassment, vilification, and victimization are not tolerated.

The Company considers gender diversity whenever the opportunity arises, and appointment of a director will always be based on the relative merits of the candidates. As at 30 June 2026, there were two male directors (one executive and one non-executive) and one female non-executive director.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

Code of Conduct

The Ceryvyn Code of Conduct as approved by the Board sets out Ceryvyn's commitment and practices to successfully conduct our business in accordance with all applicable laws while demonstrating and promoting the highest ethical standards.

It sets out the standards of conduct in employees' and directors' relationships with each other, with the employer and with all those with whom the directors and employees deal in their work. The Code provides a framework for decision-making and business behaviour that builds and maintains Ceryvyn's corporate integrity and reputation and identifies responsibilities for reporting and investigating breaches. Any material breach of the Code of Conduct is reported to the Audit & Risk Committee chairperson and the Board is informed where appropriate.

Whistleblower policy

The Company has in place a Whistleblower Policy that aims to encourage reporting of any suspected unethical, illegal, or fraudulent conduct, inform whom to report to and how to report concerns confidentially without fear of intimidation or disadvantage or reprisal and to inform how the Company will investigate Whistleblower reports. The Board is informed of any material incidents under the Whistleblower Policy.

This policy is reviewed every two years to ensure the policy remains relevant and consistent with the legislative requirements.

Anti Bribery and Corruption policy

The Company has in place an Anti-Bribery and Corruption Policy that sets out the responsibilities of the Company's staff, and applies both within the Company and with respect to engagements by the Company of third parties. The Company is committed to observing and upholding a prohibition on bribery, facilitation payments and secret commissions, fraud and related improper conduct, including the offering and acceptance of gifts and hospitality.

The policy also provides information and guidance on how to recognise and deal with bribery and corruption issues both within the Company and with respect to third parties engaged by the Company.

The Code of Conduct, Anti-Bribery and Corruption Policy and Whistleblower Policy apply to all employees and directors and can be found on Ceryvyn's website: https://ceryvyn.com/investors/.

Corporate Governance Statement (cont.)

Principle 4 – Safeguard the integrity of corporate reports

Audit and Risk Committee

The Audit and Risk Committee operates under a charter approved by the Board. It is the Board's responsibility to ensure that an effective control framework exists within the entity. This includes ensuring there are internal controls to deal with both the effectiveness and efficiency of significant business processes. This includes the safeguarding of assets, the maintenance of proper accounting records and the reliability of financial information as well as non-financial considerations. The Board has delegated the responsibility for the establishment and maintenance of a framework of internal control for the management of the Group to the Audit and Risk Committee.

The Audit and Risk Committee also provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial statements. The Audit and Risk Committee comprises two independent non-executive directors, and one executive director. The members who served on the Audit and Risk Committee during the 2026 financial year were Sujal Shah (Chair until resignation on 15 September 2025), Lawrence Gozlan (Chair from 15 September 2025), Kathy Connell and Jeremy Levin (since 15 September 2025).

Ceryvyn considered it appropriate to have one executive director on the Audit and Risk Committee for the year ended June 30, 2026 given the structure of the Board. The Audit and Risk Committee is chaired by Lawrence Gozlan, who is an independent director.

The Audit and Risk Committee is also responsible for nomination of the external auditor and reviewing the adequacy of the scope and quality of the annual statutory audit and half-year statutory review. The Audit and Risk Committee Charter can be found on the Company's website (https://ceryvyn.com/investors/) and contains the procedures for the selection, appointment and rotation of external audit engagement partners.

The relevant qualifications and experience of the members of the committee are set out in the Director's report, which is contained in our 2026 Annual Report.

CEO and Chief Financial Officer Certification

In accordance with section 295A of the Corporations Act, the CEO and CFO have provided a written statement to the Board that in their opinion:

- The financial records of the Company have been properly maintained in accordance with section 286 of the Corporations Act; and
- The financial statements and notes comply with the accounting standards and present a true and fair view of the Company's financial condition and performance, and such opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

External auditor

The Company's external auditor, currently Deloitte, attends the Annual General Meeting and is available to answer questions from security holders relevant to the audit.

Principle 5 – Make timely and balanced disclosure

The Ceryvyn Communication and Disclosure Policy, as approved by the Board, sets out the key obligations of the Board and management to ensure compliance under the disclosure obligations under the ASX Listing Rules and the Corporations Act, and ensures that the obligations of employees and directors with respect to the Communication and Disclosure Policy are clear.

The Board has overall responsibility for supervision of the Company and must ensure that the Company meets its disclosure obligations. The Board has nominated the Company Secretary as having responsibility for ensuring that continuous disclosure requirements of the ASX Listing Rules and the Corporations Act are adhered to.

The Board receives copies of all material market announcements promptly after they have been made by the Company Secretary. Any new and substantive investor or analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation and placed on the Ceryvyn website.

Corporate Governance Statement (cont.)

The general rule, contained in the ASX Listing Rules, requires the Company to immediately notify the ASX of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of securities of the Company. In certain circumstances, however, the applicable Listing Rules permit the Company not to disclose material information.

The Communication and Disclosure Policy is available on Ceryvyn's website: https://ceryvyn.com/investors/.

Principle 6 – Respect the rights of security holders

The Ceryvyn Communication & Disclosure Policy, as approved by the Board, is designed to describe the processes Ceryvyn has in place to promote communication with its investors and encourage shareholder participation at shareholder meetings. The policy advocates communication with shareholders and other stakeholders in an open, regular and timely manner to ensure that all stakeholders have sufficient information to make informed decisions on the operations and results of the Company. The policy provides for the use of systems involving technologies that ensure a regular and timely release of information about the Company.

Mechanisms employed include:

- All information released to the ASX (including annual reports, half-yearly reports, and notices of general meetings and their associated explanatory material) is posted on Ceryvyn's website as soon as practicable following confirmation of receipt by the ASX;
- Annual reports (if requested) and notices of general meetings with explanatory material are emailed or mailed to investors; and
- Regular briefings provided to investors and analysts by Ceryvyn's CEO, with whom Ceryvyn acknowledges the importance of its relationship. A copy of new and substantive presentation material provided at briefings are released on the ASX Market Announcements Platform ahead of the presentation and are posted on Ceryvyn's website.

Ceryvyn security holders are given the option to receive communications from, and send communications to, the Group and our security registry electronically.

The Board encourages full participation of shareholders at all general meetings, including the Annual General Meeting (AGM), to ensure a high level of accountability and discussion of Ceryvyn's strategy and goals. The Ceryvyn Notice of Meeting 2026 for the AGM will be provided to all shareholders and made available on Ceryvyn's website. There will be facilities for shareholders and proxy holders to participate. Further details will be set out in the Notice of Meeting. Ceryvyn confirms that shareholders will have the opportunity to submit questions to the Chairman during the AGM.

Pursuant to Recommendation 6.4, all substantive resolutions at a meeting of Ceryvyn's security holders will be decided by a poll rather than by a show of hands.

Principle 7 – Recognise and manage risk

Risk

The Board determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control. This process is designed to manage the Company's material business risks and report on whether those risks are being managed effectively.

Material business risks are those risks that are the most significant areas of uncertainty or exposure that could adversely impact on the achievement of Company's objectives.

Management, as part of their responsibility for the operations of the Company, is also responsible for ensuring that risks are identified in a prospective manner, controls implemented to mitigate those risks and appropriate review procedures established to ensure that the controls in place are operating effectively.

If new material risks are identified or if controls over existing risks are not operating effectively, these should be reported to the Board for consideration along with recommendations by management, covering new or existing controls and review processes, which would mitigate the risks.

Corporate Governance Statement (cont.)

As stated above, the Audit and Risk Committee operates under a charter approved by the Board. The Audit and Risk Committee's role includes making recommendations to the Board in relation to changes that should be made to Ceryvyn's risk management framework or to the risk appetite set by the Board and business risk management including risk plans, processes and profile and insurance adequacy. The membership of the Audit and Risk Committee is set out in Principle 4. For details on the number of meetings of the Audit and Risk Committee held during the year and the attendees at those meetings, including previous members of the Audit and Risk Committee, refer to the Directors' Report in the FY26 Annual Report under the section headed 'Directors Meetings'.

The Board oversees an annual assessment of the effectiveness of risk management and internal compliance and control.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management presented the annual risk review in June 2026.

As is required by the Board, management is required to assess risk management and associated internal compliance and control procedures and report back on the efficiency and effectiveness of these controls and processes. This was reported to the Board in June 2026.

Management, with the assistance of its insurance broker, undertook an annual review, of the Company's insurance requirements to ensure appropriate coverage.

The Board and senior management continue to identify the general areas of risk, including:

- Economic outlook and share market activity;
- Changing government policy (Australian and overseas);
- Competitors' products/research and development programs;
- Market demand and market prices for therapeutics/diagnostics;
- Legal proceedings commenced against the Company (if any);
- Environmental regulations;
- Ethical issues relating to pharmaceutical research and development;
- Other government regulations, including those specifically relating to the biotechnology and health industries; and
- Occupational health and safety and equal opportunity law.

To this end, comprehensive practices are in place that are directed towards achieving the following objectives:

- Effectiveness and efficiency in the use of the Company's resources;
- Compliance with applicable laws and regulations; and
- Preparation of reliable published financial information.

Internal audit function

The Board has determined that, consistent with the size of the Company and its activities, an internal audit function is not currently required. The Board has adopted an Audit and Risk Committee and a Risk Management Policy. The processes noted above are appropriate to the size of the Company to manage its material business risks and to ensure regular reporting to the Board on whether those risks are being managed effectively in accordance with the controls that are in place.

The Group does not have material exposure to environmental or social risks.

The Risk Management Policy is available on Ceryvyn's website: https://ceryvyn.com/investors/

Corporate Governance Statement (cont.)

Principle 8 – Remunerate fairly and responsibly

Performance

Policies and procedures in place with respect to monitoring the performance of the Board are set out in the Directors' Report under the section headed 'Remuneration Report' as well as under 'Principle 2 – Structure the Board to add value' in this report.

Also see details under 'Remuneration and Nomination Committee' below.

Remuneration and Nomination Committee

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high-quality Board and executive team by remunerating directors and key executives fairly and appropriately with reference to relevant market conditions.

To assist in achieving this objective the Remuneration and Nomination Committee remunerates directors and executives having regard to their performance and the performance of the Company. The expected outcomes of the remuneration policies and practices are to enable the Company to motivate, retain and attract directors and executives who will create value for shareholders.

Details relating to policy for performance evaluation, policy for remuneration and the amount of remuneration (monetary and non-monetary) paid to each director and to the non-director executives as well as other senior executives are set out in the Directors' Report under the section headed 'Remuneration Report'.

The Board acknowledges the need for careful oversight and the need to incentivize performance that is in the long-term interests of the Company. The Board considers that it has sufficient oversight capability and has closely monitored variable pay outcomes to ensure that there are no unintended results due to the circumstances created by economic environment.

There is no scheme to provide retirement benefits, other than statutory superannuation, to non-executive directors.

As at 30 June 2026,two members of the Remuneration Committee (Remuneration & Nomination Committee from 1 July 2026) are independent non-executive directors and one member is an executive director. The members of the Remuneration Committee during the 2026 financial year were Kathy Connell (Chair), Lawrence Gozlan, Sujal Shah (resigned 15 September 2025) and Jeremy Levin.

For details on the number of meetings of the Remuneration Committee held during the year and the attendees at those meetings, including previous members of the Remuneration Committee, refer to the Directors' Report under the section headed 'Director Meetings'.

The Remuneration and Nomination Committee Charter can be found on Ceryvyn's website: https://ceryvyn.com/investors/.

Corporate Governance Statement (cont.)

Securities Trading Policy

The Company has in place a Securities Trading Policy that details the trading policy with respect to the dealing of shares by directors and relevant employees.

Under the Company's Securities Trading Policy for the dealing of Company securities, an executive, director or other employee must not deal in any securities of the Company at any time when they are in possession of unpublished, price sensitive information in relation to those securities.

A Restricted Person may not deal in securities of Ceryvyn without receiving clearance from the relevant decision maker(s) (among other things).

A Restricted Person means each of:

(a) the Directors of the Company;

(b) Key Management Personnel (as defined in the Corporations Act), including (without limitation) the Chief Executive Officer, the Chief Financial Officer and the Company Secretary and their direct reports;

(c) any other person who, directly or indirectly, has the authority and responsibility for planning, directing and controlling the activities of the Company;

(d) any other person the Board of Directors designate as a Restricted Person in writing;

(e) in relation to those persons identified in paragraphs (a), (b), (c) and (d) above, the following people are also deemed to be a Restricted Person:

   (i) their spouse (including a de facto spouse) or any of their children (including a step-child or adopted child) under the age of 18 years;

   (ii) a person financially dependent on or acting in concert with any of those persons; and

   (iii) a trust or company which they or any close family members control or have an interest in.

The relevant decision maker means:

(a) For a Restricted Person other than the Chair, the Chair

(b) For the Chair, an independent non-executive Director

Generally, a relevant decision maker must not be given clearance to deal in any securities of Ceryvyn during:

(a) any closed period (that is for the period of two weeks before the publication of annual and half-yearly financial results);

(b) any period when there exists any matter that constitutes inside information; or

(c) any period when the person responsible for the clearance otherwise has reason to believe that the proposed dealing is in breach of the Securities Trading Policy.

As required by the ASX Listing Rules, the Company notifies the ASX of any transaction conducted by directors in the securities of the Company. The Securities Trading Policy is available on Ceryvyn's website: https://ceryvyn.com/investors/.