



**HopgoodGanim**  
LAWYERS

# Corporate Governance Charter

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**SolGold plc Company Number 05449516 (SolGold or Company)**

Adopted pursuant to a resolution of the Board dated 28 June 2017

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## Definitions

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<b>AIM</b>	means the market of that name operated by the London Stock Exchange.
<b>AIM Rules</b>	means the rules for companies admitted to AIM published by the London Stock Exchange.
<b>Articles</b>	means the Articles of Association of the Company.
<b>Audit &amp; Risk Management Committee or A&amp;R Committee</b>	means that Committee charged with determining, implementing and assessing controls for financial management and financial reporting generally for the Company.
<b>Board</b>	means the board of directors of the Company.
<b>CA 2006</b>	means the UK Companies Act 2006 as amended from time to time.
<b>Charter</b>	means the charter of any Committee set out in this Corporate Governance Charter.
<b>Committee</b>	means each committee created by the Board including without limitation, the Audit & Risk Management Committee, the Remuneration Committee, the Corporate Governance Committee and the Nominations Committee.
<b>Company or SolGold</b>	means SolGold plc a company registered in England and Wales with Company Number 05449516 and registered in Australia as a foreign company with Australian Registered Business Number 65 117 169 856.
<b>Company Dealing Code</b>	means the Company Code Regarding Dealings in Company Securities (Adopted by Board Resolution passed on 30 June 2016), as may be amended from time to time.
<b>Connected Person</b>	has the meaning given to that term in the CA 2006.
<b>Corporate Code of Conduct</b>	means the code of conduct set out in Section A.5.
<b>Corporate Ethics Policy</b>	means the policy set out in Section G setting out directors' duties and various other obligations given their position with the Company.
<b>Corporate Governance Committee or CG Committee</b>	means the Committee charged with reviewing compliance by the Board with amongst other matters, the provisions of this document.
<b>Corporate Governance Charter</b>	means the policies, procedures and charters set out in this document.
<b>Corporations Act</b>	means the Australian <i>Corporations Act 2001</i> (Cth) as amended from time to time.
<b>Director</b>	means a director of the Company.
<b>Diversity</b>	includes, but is not limited to, gender, age, ethnicity and cultural background.
<b>Diversity Policy</b>	means the policy developed from time to time by the Board establishing measurable objectives for achieving Diversity.
<b>Exchange</b>	means an internationally recognised securities exchange (eg. ASX, TSX, LSE) other than AIM.

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<b>Exchange Rules</b>	means the official rules of an Exchange.
<b>Independent</b>	means a Director who has a sufficient level of independence to the Company, determined in accordance with Section A.1(c) of this document.
<b>London Stock Exchange</b>	means the London Stock Exchange plc.
<b>Management</b>	means those employees of the Company that are responsible for the Company's day-to-day management.
<b>Nominations Committee</b>	means the Committee for assisting the Board in relation to the appointment of members to the Board and of senior Management and in assessing the performance of such individuals.
<b>Remuneration Committee</b>	means the Committee charged with and reviewing remuneration levels for directors and senior Management.
<b>Standing Rules</b>	means the general and procedural rules of each Committee set out in Section F of this Corporate Governance Policy.
<b>UK Corporate Governance Code</b>	means the UK Corporate Governance Code published in April 2016 and the best practice guidance issued by the Financial Reporting Council (as may be amended from time to time).



## Section A – Principles of Corporate Governance

### A.1 Board of Directors

#### (a) General

This document sets out the main principles adopted by the Board in order to implement and maintain a culture of good corporate governance both internally and in its dealings with outsiders.

The Board is committed to administering the policies and procedures with openness and integrity, and pursuing the true spirit of corporate governance commensurate with the Company's needs.

The Directors of the Company are required to operate to high ethical standards and in compliance with all relevant laws, regulations and codes as may be applicable to the Company from time to time.

The matters set out in this document are subject to:

- the CA 2006;
- the Corporations Act (as may be relevant to the Company having regard to its registration as a foreign company in Australia pursuant to Part 5B.2 of the Corporations Act);
- the Articles;
- where the Company is admitted to trading on AIM, the AIM Rules; and
- where the Company is listed or otherwise admitted to trading on an Exchange, the relevant Exchange Rules of that Exchange (or Exchanges, as the case may be).

The purpose of preparing and disclosing the matters set out in this document is to:

- (1) formalise the procedures so as to ensure that the Company and the Board act in a transparent and appropriate manner in both its internal and external dealings;
- (2) ensure that appropriate checks, balances and procedures are in place to monitor the operations of the Company and those charged with its management; and
- (3) provide for a transparent method for shareholders to evaluate the performance of the Company from a corporate governance perspective.

In preparing and implementing these strategies, the Company and the Board are mindful of the UK Corporate Governance Code and such other codes or guidelines to which the Company may have regard from time to time.

#### (b) Functions, Powers and Responsibilities of the Board

Generally, the powers and obligations of the Board are governed by the CA 2006 and the general law.

Without limiting those matters, the Board expressly considers itself responsible for the following:

- (1) ensuring compliance with the CA 2006, the AIM Rules, any relevant Exchange Rules and all relevant laws;



- (2) developing, implementing and monitoring operational and financial targets for the Company;
- (3) appointment of appropriate staff, consultants and experts to assist in the Company's operations, including the selection, monitoring and removal of a Chief Executive Officer;
- (4) ensuring appropriate financial and risk management controls are implemented;
- (5) approving and monitoring financial and other reporting;
- (6) setting, monitoring and ensuring appropriate accountability for directors' and executive officers' remuneration;
- (7) establishing and maintaining communications and relations between the Company and third parties, including its shareholders and relevant regulatory authorities;
- (8) implementing appropriate strategies to monitor performance of the Board in implementing its functions and powers;
- (9) oversight of the Company including its framework of control and accountability systems to enable risk to be assessed and managed;
- (10) ratifying the appointment and, where appropriate, removal of the Chief Financial Officer and the Company Secretary;
- (11) input into and final approval of the Management's development of corporate strategy and performance objectives;
- (12) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- (13) monitoring senior Management's performance, implementation of strategy and ensuring appropriate resources are available;
- (14) approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures;
- (15) approval of the annual budget;
- (16) monitoring the financial performance of the Company;
- (17) liaising with the Company's external auditors;
- (18) monitoring, and ensuring compliance with, all of the Company's legal obligations;
- (19) approving and monitoring financial and other reporting; and
- (20) appointing and overseeing Committees where appropriate to assist in the above functions and powers.

For the avoidance of any doubt, the Board may from time to time delegate its authority in respect of any of the above matters to such persons or committees as is permitted and deemed appropriate.

(c) **Structure of the Board**

The structure of the Board is determined in accordance with the following principles:



- (1) to have at least three Directors.
- (2) to aim for, so far as is practicable given the size and complexity of the Company:
  - (A) a majority of the Board being Independent Directors;
  - (B) the appointment of a Chairperson who is an Independent Director;
  - (C) a Chairperson who is not the Chief Executive Officer; and
  - (D) a Board comprising of members with diverse backgrounds.

In assessing the Independence of directors, the Company has regard to the UK Corporate Governance Code and regards an Independent Director as a non-executive Director (that is, not a member of Management) who:

- (1) is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- (2) within the last five years has not been employed in an executive capacity by the Company or another group member, or been a director after ceasing to hold any such employment;
- (3) within the last three years has not been a principal of a material professional advisor or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- (4) is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- (5) has no material contractual relationship with the Company or another group member other than as a Director of the Company;
- (6) has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the directors' ability to act in the best interests of the Company; and
- (7) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the directors' ability to act in the best interests of the Company.

For the avoidance of any doubt, the determination of the Board as to the independence of a Director for the purposes of this Corporate Governance Charter, is in no way determinative as to the independence of a Director for any other purpose (including, without limitation, pursuant to any Exchange Rules).

## A.2 **The Chairperson**

The Chairperson is responsible for leadership of the Board, for efficient organisation and conduct of the Board's function and the briefing of all Directors in relation to issues arising at Board meetings. The Chairperson is also responsible for shareholder communication and arranging Board performance evaluation.

## A.3 **Chief Executive Officer/Managing Director**

The Chief Executive Officer and/or Managing Director (if any) are responsible for running the affairs of the Company under delegated authority from the Board and to implement the policies





and strategies set by the Board. In carrying out their responsibilities, they must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial position and operating results.

The Chief Executive Officer and/or Managing Director (if any) (together with the Chief Financial Officer, if there is one) shall be required to state in writing to the Board that the financial reports of the Company represent a true and fair view in all material respects, of the Company's financial conditions and operating results and are in accordance with relevant accounting standards.

#### A.4 **Corporate Ethics,**

The Company has adopted a separate Corporate Ethics Policy (refer Section G) which has been agreed to by each member of the Board, setting out, in addition to these principles, the obligations of integrity and honesty on each member of the Board and their obligations with respect to, amongst other matters, conflicts of interest and dealing in securities in the Company.

#### A.5 **Corporate Code of Conduct**

The Company also adheres to the following statement of principles and responsibilities with respect to both its internal dealings with employees and consultants, and external dealings with shareholders and the community at large (such principles and responsibilities constitute the Company's **Corporate Code of Conduct**).

The Corporate Code of Conduct sets out the standard which the Board, Management and employees of the Company are encouraged to comply with when dealing with each other, shareholders, and the broader community.

##### (a) **Commitment of the Board and Management to the Corporate Code of Conduct**

The Board and Management approve and endorse this Corporate Code of Conduct.

The Board and Management encourage all staff to consider the principles of the Corporate Code of Conduct and use them as a guide to determine how to respond when acting on behalf of the Company.

##### (b) **Responsibilities to Shareholders and the Financial Community Generally**

The Company aims:

- (1) to increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community;
- (2) comply with systems of control and accountability which the Company has in place as part of its corporate governance; and
- (3) to act with honesty, integrity and fairness.

##### (c) **Responsibilities to Clients, Customers and Consumers**

The Company is to comply with all legislative and common law requirements which affect its business. Any transgression from the applicable legal rules is to be reported to Management as soon as a person becomes aware of such a transgression.

##### (d) **Employment Practices**



The Company will employ the best available staff, both male and female, from a diverse background, with skills required to carry out their roles.

The Company will ensure that Diversity objectives are adopted at all levels of the Company.

The Company will ensure a safe work place and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

**(e) Responsibility to the Community**

The Company will recognise, consider and respect legal requirements impacting upon its operations and comply with all applicable legal requirements.

The Company will act with honesty, integrity and fairness in all dealings with the community.

**(f) Responsibility to the Individual**

The Company recognises and respects the rights of individuals and to the best of its ability will comply with the applicable legal rules regarding privacy, privileges, private and confidential information.

The Company will maintain the confidentiality of the information of its shareholders, customers and suppliers, unless required to be disclosed by law or disclosure is otherwise authorised.

**(g) Obligations Relative to Fair Trading and Dealing**

The Company will deal with others in a way that is fair and will not engage in deceptive practices.

**(h) Conflicts of Interest**

The Board, Management and employees must not involve themselves in situations where there is an actual, perceived or potential conflict of interest (either direct or indirect) between them as individuals and the interest of the Company (excluding those matters which may be subject to legal professional privilege).

Where an actual, perceived or potential conflict of interest arises, the matter should be:

- (1) in the case of a member of the Board, dealt with in accordance with the Corporate Ethics Policy and the Articles;
- (2) in the case of a member of Management, brought to the attention of a member of the Board; and
- (3) in the case of an employee, brought to the attention of that employee's supervisor, a member of Management or a member of the Board.

In disclosing any actual, perceived or potential conflict of interest, disclosure should occur as soon as possible and should contain such details and particulars to allow it to be considered and dealt with in an appropriate manner for all concerned.

**(i) Compliance with the Corporate Code of Conduct**

Any breach of compliance with this Corporate Code of Conduct is to be reported directly to the Chief Executive Officer, Managing Director or Chairperson, as appropriate.

**(j) Periodic Review of Corporate Code of Conduct**



The Company will monitor compliance with the Corporate Code of Conduct periodically by liaising with the Board, Management and staff especially in relation to any areas of difficulty which arise from the Corporate Code of Conduct and any other ideas or suggestions for improvement of the Corporate Code of Conduct. Suggestions for improvements or amendments to the Corporate Code of Conduct are welcomed by the Company and can be made at any time.

(k) **Code of Conduct for employees (and contractors)**

The Company shall ensure that the above principles are implemented and adopted by employees and contractors of the Company, by importing the following principles into the terms of such engagements:

- (1) to actively promote the highest standards of ethics and integrity in carrying out their duties for the Company;
- (2) to disclose any actual, potential or perceived conflicts of interest of a direct or indirect nature of which they become aware and which they believe could compromise in any way the reputation or performance of the Company;
- (3) to respect confidentiality of all information of a confidential nature which is acquired in the course of the Company's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure or disclosure is legally mandated;
- (4) to deal with the Company's customers, suppliers, competitors and each other with the highest level of honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the Company operates;
- (5) to protect the assets of the Company to ensure their availability for legitimate business purposes and to ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company;
- (6) to provide a workplace that is free of harassment and discrimination; and
- (7) to report any breach of the above principles to Management or a member of the Board, who will treat reports made in good faith with respect and in confidence.

A.6 **Selection of External Auditor and rotation of Audit Engagement Partner**

(a) **Responsibility**

The Board is responsible for the initial appointment of the external auditor and in conjunction with the Audit & Risk Management Committee, the appointment of a new external auditor when any vacancy arises.

(b) **Selection Criteria**

***Mandatory criteria***

Candidates for the position of external auditor of the Company must be able to demonstrate complete independence from the Company and an ability to maintain independence through the engagement period. Further the successful candidate must have arrangements in place for the rotation of the audit engagement partner on a regular basis.

***Other criteria***



Other than the mandatory criteria noted above, the Board (in conjunction with the Audit & Risk Management Committee) may select an external auditor based on criteria relevant to the business of the Company such as experience in the industry in which the Company operates, references, cost and any other matters deemed relevant by the Board and the Audit & Risk Management Committee.

(c) **Review**

The Audit & Risk Management Committee will review the performance of the external auditor on an annual basis in accordance with the A&R Charter.

A.7 **Committees**

As set out in Section A.1(b), one of the functions of the Board is to form and monitor any special purpose Committees established to review certain aspects of the operations of the Company, having regard to these principles.

As at the date of this Corporate Governance Charter, the Board has established

- an Audit & Risk Management Committee; and
- a Remuneration Committee.

As at the date of this Corporate Governance Charter, the Board has not yet formally established:

- a Corporate Governance Committee; or
- a Nominations Committee,

as the Directors consider that the Company is not of a size nor are its affairs of such complexity as to justify the formation of these Committees at the time of adoption of this Corporate Governance Charter. Rather, the Board as a whole is able to address the issues that would otherwise be addressed by such Committees and is guided by the Charters set out in this document. The Company will review this position annually and determine whether additional special purpose Committees need to be established.



## Section B – Corporate Governance Committee Charter

### B.1 CG Committee Members

As noted in Section A, the Company has not formally established a Corporate Governance Committee (**CG Committee**) as the Directors consider that the Company is not of a size nor are its affairs of such complexity as to justify the formation of the CG Committee. Rather, the Board as a whole is able to address these issues and is guided by the Corporate Governance Committee Charter (the **CGC Charter**) set out below. The Board will review this position annually and determine whether a CG Committee needs to be established.

### B.2 Purpose

- (a) The CGC Charter sets out the role, responsibilities, powers, authority and membership requirements of the CG Committee of the Company.
- (b) Key features of the CGC Charter will be outlined in the Annual Report. The CGC Charter is available to shareholders of the Company via the website.

### B.3 Definition and Objectives of the CG Committee

- (a) The CG Committee is a Committee of the Board and such other persons appointed by the Board from time to time.
- (b) The CG Committee is responsible for:
  - (1) ensuring performance of members of the Board is reviewed;
  - (2) reviewing the compliance by the Company with the provisions of the CGC Charter and more broadly with the Corporate Governance Charter;
  - (3) ensuring an appropriate Board and CG Committee structure is in place so that the Board can perform a proper review function;
  - (4) implementing the Diversity Policy and ensuring that the Company achieves its objectives set out in the Diversity Policy across all levels in the Company;
  - (5) assessing the adequacy and quality of information provided to the Board prior to and during its meetings;
  - (6) reviewing periodically the Company's Corporate Ethics Policy, Diversity Policy and Nominee Director Policy and any other issues related to corporate governance, and recommending any proposed changes to the Board for approval;
  - (7) ensuring that the necessary controls are in place for risk management to be maintained;
  - (8) conducting an annual performance self-evaluation of the CG Committee;
  - (9) apprising the Board regularly of significant developments in the course of performing the above duties, including reviewing with the full Board any issues that arise; and
  - (10) ensuring, so far as is practicable or required having regard to the size and complexity of the Company and its operations, compliance by the Company and the Board with the UK Corporate Governance Code and such other codes or guidelines to which the Company may have regard from time to time.
- (c) The purposes and provisions specified in this CGC Charter are meant to serve as guidelines, and the CG Committee is delegated the authority to adopt such additional procedures and



standards as it deems necessary from time to time to fulfil its responsibilities. Nothing in this CGC Charter is intended to expand applicable standards of liability under the Corporations Act, the CA 2006 or other applicable securities legislation for directors of a corporation.

## B.4 Powers and Authority of the CG Committee

- (a) The CG Committee has the ability to direct any special investigations deemed necessary and to consult independent experts where considered necessary to carry out its duties and has the authority to retain persons having special competencies (including, without limitation, legal or other consultants and experts) to assist the CG Committee in fulfilling its responsibilities.
- (b) The costs of consultations commissioned by the CG Committee will be borne by the Company.
- (c) The CG Committee has been, and shall be, granted by the Board unrestricted access to all information and all employees have been, and shall be, directed to cooperate as requested by members of the CG Committee.

## B.5 Reporting

- (a) Proceedings of all meetings of the CG Committee are to be minuted and signed by the Chairperson of the CG Committee and then circulated to the Board as part of the reports outlined below.
- (b) The CG Committee through its Chairperson, is to report to the Board at the earliest possible Board meeting after each CG Committee meeting (each report shall constitute a **Periodic CG Report**). Each Periodic CG Report shall include, but is not limited to:
  - (1) the minutes of the relevant CG Committee meeting and any formal resolutions put at that meeting;
  - (2) information about any examination or assessment resolved at the meeting to be carried out by the CG Committee;
  - (3) information about the results of any examination or assessment that has been carried out by the CG Committee but not yet reported to the Board;
  - (4) any recommendation of change to procedures implemented by the Company, the Board or any Committee; and
  - (5) any matters that in the opinion of the CG Committee should be brought to the attention of the Board and any recommendations requiring Board approval and/or action.
- (c) In addition to the Periodic CG Reports, the Chairperson of the CG Committee must submit an annual report to the Board (at the Board meeting at which the year end financial statements are approved), summarising the CG Committee's activities during the year (**Annual CG Report**). The Annual CG Report shall include, but is not limited to:
  - (1) a summary of the CG Committee's main authority, responsibilities and duties;
  - (2) to the extent requested by the Company, biographical details of the CG Committee's members, including expertise, appointment dates and terms of appointment;
  - (3) details of meetings, including the number of meetings held during the relevant period and the number of meetings attended by each member of the CG Committee;
  - (4) if applicable, an explanation for any departures by the CG Committee from the UK Corporate Governance Code and such other codes or guidelines to which the Company may have regard from time to time;



- (5) if applicable, details of any change to the Independent status of each member during the relevant period; and
- (6) details of any determinations made by the CG Committee in satisfying its objectives.

## **B.6 Application of Standing Rules**

The Standing Rules for Committees apply to, and are deemed to be incorporated into this CGC Charter, save where the Standing Rules conflict with any of the terms of this CGC Charter.



## Section C – Audit & Risk Management Committee Charter

### C.1 Committee Members

The Board has established an Audit & Risk Management Committee (**A&R Committee**).

The A&R Committee, where practical or otherwise required, is to consist of the following:

- (a) a minimum of three members, of which:
  - (1) if the Company has three or more non-executive Directors, only non-executive Directors may constitute the Committee; or
  - (2) if the Company does not have not three or more non-executive Directors, the Board may, in addition to two non-executive Directors, appoint an executive Director to the Committee;
- (b) a majority of Independent Directors; and
- (c) an Independent Chairperson.

Each member of the A&R Committee is to be financially literate and at least one member of the Committee is to have recent and relevant accounting or related financial management experience.

As at the date of this Audit & Risk Management Committee Charter (**A&R Charter**), the members of the A&R Committee are:

- (a) Brian Moller (as Chairperson);
- (b) John Bovard; and
- (c) Dr. Robert Weinberg.

The Chief Financial Officer, Company Secretary and representatives of the auditors are normally expected to attend meetings of the A&R Committee upon invitation.

### C.2 Purpose

- (a) The A&R Charter sets out the role, responsibilities, composition, authority and membership requirements of the A&R Committee of the Company.
- (b) Key features of the A&R Charter will be outlined in the Annual Report.
- (c) The A&R Charter is available to shareholders of the Company via the website.

### C.3 Definition and Objectives of the Committee

- (a) The A&R Committee is a Committee of the Board.
- (b) The A&R Committee's primary function is to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company by:

#### **Audit Related**

- (1) monitoring the integrity of the financial statements of the Company and any formal announcements relating to the Company's financial performance and reviewing





significant financial reporting judgements contained in them prior to their approval by the Board;

- (2) reviewing the Company's internal financial controls;
- (3) monitoring and reviewing the effectiveness of the Company's internal audit function;
- (4) reviewing the scope and results of both the external and internal audits;
- (5) monitoring corporate conduct and business ethics, including auditor independence and ongoing compliance with laws and regulations;
- (6) maintaining open lines of communication between the Board, Management and the external auditors, thus enabling information and points of view to be freely exchanged;
- (7) reviewing matters of significance affecting the financial welfare of the Company;
- (8) ensuring that systems of accounting and reporting of financial information to shareholders, regulators and the general public are adequate;
- (9) reviewing the Company's internal financial control system;
- (10) considering the appointment, re-appointment, removal, remuneration and terms of engagement of the external auditor and making recommendations to the Board in respect of the same;
- (11) monitoring and reviewing the external auditor's independence, objectivity and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements; and
- (12) developing and implementing policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provisions of non-audit services by the external audit firm and reporting to the Board in respect of the same.

## **Risk Related**

- (13) ensuring the development of an appropriate risk management policy framework that will provide guidance to Management in implementing appropriate risk management practices throughout the Company's operations, practices and systems;
- (14) defining and periodically reviewing risk management as it applies to the Company and clearly identify all stakeholders;
- (15) ensuring the A&R Committee clearly communicates the Company's risk management philosophy, policies and strategies to Directors, Management, employees, contractors and appropriate stakeholders;
- (16) ensuring that Directors and Management establish a risk aware culture which reflects the Company's risk policies and philosophies;
- (17) reviewing methods of identifying broad areas of risk and setting parameters or guidelines for business risk reviews;
- (18) reviewing the Company's internal control and risk management systems and making informed decisions in respect of the same;



- (19) considering capital raising, treasury and market trading activities with particular emphasis on risk treatment strategies, products and levels of authorities; and
- (20) implementing and reviewing arrangements by which Directors, Management, employees and contractors may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.

## C.4 Reporting

- (a) Proceedings of all meetings of the A&R Committee are to be minuted and signed by the Chairperson of the A&R Committee and then circulated to the Board as part of the reports outlined below.
- (b) The A&R Committee, through its Chairperson, is to report to the Board at the earliest possible Board meeting after each A&R Committee meeting (each report shall constitute a **Periodic A&R Report**). Each Periodic A&R Report shall include, but is not limited to:
  - (1) the minutes of the relevant A&R Committee meeting and any formal resolutions put at that meeting;
  - (2) if applicable, information about the audit process including the results of any internal and external audits;
  - (3) if applicable, procedures for the selection and appointment of the external auditor and for the rotation of external audit partners;
  - (4) if applicable, recommendations for the appointment or removal of an auditor;
  - (5) any determination by the Committee relating to the independence of the external auditor and whether the Committee is satisfied that independence of this function has been maintained having regard to the provision of non-audit services;
  - (6) an assessment of the performance and objectivity of the internal audit function;
  - (7) results of its review of risk management and internal compliance and control systems; and
  - (8) any matters that in the opinion of the Committee should be brought to the attention of the Board and any recommendations requiring Board approval and/or action.
- (c) In addition to the Periodic A&R Reports, the Chairperson of the Committee must submit an annual report to the Board (at the Board meeting at which the year end financial statements are approved), summarising the Committee's activities during the year (**Annual A&R Report**). The Annual A&R Report (and where appropriate, any interim report) shall include, but is not limited to:
  - (1) a summary of the A&R Committee's main authority, responsibilities and duties;
  - (2) to the extent requested by the Company, biographical details of the Committee's members, including expertise, appointment dates and terms of appointment;
  - (3) member and related party dealings with the Company;
  - (4) details of meetings, including the number of meetings held during the relevant period and the number of meetings attended by each member of the A&R Committee;



- (5) if applicable, an explanation for any departures by the A&R Committee from the UK Corporate Governance Code and such other codes or guidelines to which the Company may have regard from time to time;
- (6) if applicable, details of any change to the Independent status of each member during the relevant period; and
- (7) details of any determination by the A&R Committee regarding the external auditor's independence.

## C.5 Risk Management Policies

The A&R Committee will ensure that the necessary controls are in place for risk management policies to be maintained by:

- (a) devising a means of analysing the effectiveness of risk management and internal compliance and control system and of the effectiveness of their implementation; and
- (b) reviewing, at least annually, the effectiveness of the Company's implementation of the risk management system.

## C.6 Attendance at Meetings

- (a) Other Directors (executive and non-executive) have a right of attendance at meetings of the A&R Committee. However, no Director is entitled to attend that part of a meeting at which an act or omission of that Director or a contract, arrangement or undertaking involving or potentially involving that Director or a related party of that Director (**Interested Director**) is being investigated or discussed.
- (b) Notwithstanding clause C.6(a), if in the opinion of the A&R Committee, their investigation or discussion will be assisted by hearing from the Interested Director, the A&R Committee may invite that Interested Director to address the A&R Committee. The A&R Committee will give fair consideration to that address. The Interested Director will not, however, be invited to take part in the deliberations following that address.

## C.7 Access

- (a) The A&R Committee shall have unlimited access to the external and internal auditors, and to senior Management of the Company and any subsidiary. The A&R Committee shall also have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to cooperate fully in provision of such information.
- (b) The A&R Committee also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the A&R Committee consulting an independent expert will be borne by the Company.

## C.8 Application of Standing Rules

The Standing Rules for Committees apply to, and are deemed to be incorporated into this A&R Charter, save where the Standing Rules conflict with any of the terms in this A&R Charter.



## Section D - Remuneration Committee Charter

### D.1 Committee Members

The Company has established a remuneration committee (**Remuneration Committee**).

As at the date of this Remuneration Committee Charter (the **Remuneration Charter**), the members of the Remuneration Committee are:

- (a) John Bovard (as Chairperson);
- (b) Nicholas Mather;
- (c) Dr Robert Weinberg; and
- (d) Brian Moller.

### D.2 Purpose

- (a) The Remuneration Charter sets out the role, responsibilities, composition, authority and membership requirements of the Remuneration Committee of the Company.
- (b) Key features of the Remuneration Charter will be outlined in the Annual Report. The Remuneration Charter is available to shareholders via the website.

### D.3 Definition and Objectives of the Remuneration Committee

- (a) The Remuneration Committee is a Committee of the Board which, where practical or otherwise required, shall be comprised of:
  - (1) a minimum of three members;
  - (2) all, if not most, Independent non-executive Directors;
  - (3) an Independent Chairperson; and
  - (4) other persons appointed by the Board from time to time.
- (b) The Remuneration Committee is responsible for reviewing the remuneration policies and practices of the Company and making recommendations to the Board in relation to:
  - (1) executive remuneration and executive incentive plans, including without limitation:
    - (A) the pension, superannuation rights and compensation payments and any amendments to such policy proposed from time to time by Management;
    - (B) the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs;
    - (C) consideration of whether to seek shareholder approval for any aspect of the executive remuneration or executive remuneration policy;
    - (D) the implementation of the executive remuneration policy;
    - (E) the total proposed payments from each executive incentive plan; and



- (F) the preparation of a report so as to enable the Board to report annually to shareholders on matters relating to executive remuneration as is required by law;
- (2) the remuneration packages for Management (including the Chief Executive Officer) and the Managing Director (if any), including without limitation:
  - (A) the entire specific remuneration for each individual (including fixed pay, incentive payments, equity awards, retirement rights, service contracts) having regard to the executive remuneration policy; and
  - (B) consideration of whether to seek shareholder approval for any aspect of each specific remuneration package or the remuneration policy generally;
- (3) non-executive Director remuneration, including without limitation ensuring that the fees for non-executive Directors are within the aggregate amount approved by shareholders or the Board (as the case may be) and do not exceed the amount set out in the Articles (if applicable);
- (4) the Company's recruitment, retention and termination policies and procedures for senior Management;
- (5) remuneration by gender;
- (6) incentive plans and share allocation schemes, including without limitation:
  - (A) to review and approve the design of all equity based plans;
  - (B) to keep all plans under review in light of legislative, regulatory and market developments;
  - (C) to determine each year whether awards will be made under each equity based plan;
  - (D) to ensure that the equity based executive remuneration is made in accordance with the thresholds set in plans approved by shareholders;
  - (E) to review total proposed awards under each plan;
  - (F) in addition to considering awards to Executive Directors and direct reports to the Managing Director and/or Chief Executive Officer, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Remuneration Committee; and
  - (G) to review, approve and keep under review performance hurdles for each equity based plan;
- (7) superannuation arrangements; and
- (8) remuneration of members of other Committees of the Board (if applicable).

#### D.4 Remuneration Policies

- (a) The Committee should design the remuneration policy in such a way that it:
  - (1) attracts, retains and motivates appropriately qualified and skilled corporate officers;



- (2) motivates Directors and Management to pursue the long-term growth and success of the Company within an appropriate control framework; and
  - (3) demonstrates a clear relationship between key executive performance and remuneration.
- (b) In performing its role, the Remuneration Committee is required to ensure that:
- (1) the remuneration offered is in accordance with prevailing market conditions, and that exceptional circumstances are taken into consideration;
  - (2) contract provisions reflect market practice; and
  - (3) targets and incentives are based on realistic performance criteria.
- (c) The Committee will also:
- (1) overview the application of sound remuneration and employment practices across the Company;
  - (2) ensure the Company complies with legislative requirements related to employment practices; and
  - (3) have regard to the UK Corporate Governance Code and such other codes or guidelines to which the Company may have regard from time to time.

## D.5 Approval

- (a) The Committee must approve the following prior to implementation:
- (1) changes to the remuneration or contract terms of Executive Directors and direct reports to the Managing Director or Chief Executive Officer;
  - (2) the design of new, or amendments to current, equity plans or executive cash-based incentive plans;
  - (3) the total level of award proposed from equity plans or executive cash-based incentive plans; and
  - (4) termination payments to Executive Directors, direct reports to the Managing Director and/or Chief Executive Officer, including consideration of early termination and any other termination payment made to a member of senior Management.

## D.6 Reporting

- (a) Proceedings of all meetings of the Remuneration Committee are to be minuted and signed by the Chairperson of the Remuneration Committee, and then circulated to the Board as part of the reports outlined below.
- (b) The Remuneration Committee, through its Chairperson, is to report to the Board at the earliest possible Board meeting after each Remuneration Committee meeting (each report shall constitute a **Periodic Remuneration Report**). Each Periodic Remuneration Report shall include, but is not limited to:
- (1) the minutes of the relevant Remuneration Committee meeting and any formal resolutions put at that meeting;



- (2) information about any review process undertaken, or resolved at the relevant meeting to be undertaken, by the Remuneration Committee; and
  - (3) any matter that in the opinion of the Remuneration Committee should be brought to the attention of the Board and any recommendation requiring Board approval and/or action.
- (c) In addition to the Periodic Remuneration Report, the Chairperson of the Remuneration Committee must submit an annual report to the Board (at the Board meeting at which the year end financial statements are approved) summarising the Remuneration Committee's activities during the year (**Annual Remuneration Report**). The report (and where appropriate, any interim report) must include:
- (1) a summary of the Remuneration Committee's main authority, responsibilities and duties;
  - (2) to the extent requested by the Company, biographical details of the Remuneration Committee's members, including expertise, appointment dates and terms of appointment;
  - (3) details of meetings, including the number of meetings held during the relevant period and the number of meetings attended by each member of the Remuneration Committee;
  - (4) if applicable, an explanation for any departure by the Remuneration Committee from the UK Corporate Governance Code and such other codes or guidelines to which the Company may have regard from time to time;
  - (5) if applicable, details of any change to the Independent status of each member during the relevant period;
  - (6) an assessment of:
    - (A) executive remuneration and incentive plans;
    - (B) remuneration packages for senior Management, Directors and the Managing Director and/or Chief Executive Officer (if any);
    - (C) remuneration by gender (either independently, or in conjunction with the Nominations Committee);
    - (D) the Company's recruitment and retention and termination policies and procedures for senior Management;
    - (E) incentive plans and share allocation schemes;
    - (F) superannuation arrangements;
    - (G) remuneration of members of other Committees of the Board (if applicable);
  - (7) recommendations for setting remuneration levels for senior Management, Directors, the Managing Director and Chief Executive Officer (if any); and
  - (8) at least annually, a review of the formal written Remuneration Charter and its continuing adequacy, and an evaluation of the extent to which the Remuneration Committee has met the requirements of the Remuneration Charter.



## D.7 Meetings

- (a) Despite the Standing Rules, there is no requirement that the Remuneration Committee meet a set number of times or intervals during a year. Rather, the Remuneration Committee will meet at such intervals as required to fulfil its obligations.
- (b) In addition, the Chairperson is required to call a meeting of the Remuneration Committee if requested to do so by any Remuneration Committee member, the internal or external auditors, the Chairperson of the Board or any other Board member.
- (c) The Remuneration Committee shall have access to employees of the Company and appropriate external advisers. The Remuneration Committee may meet with these external advisers without Management being present.
- (d) The Remuneration Committee may also seek input from individuals on remuneration policies but no individual should be directly involved in deciding his/her remuneration.

## D.8 Attendance at Meetings

Other Directors (executive and non-executive) have a right of attendance at meetings of the Remuneration Committee.

However, no Director is entitled to attend that part of a meeting at which the remuneration of that Director or a related party of that Director is being discussed.

## D.9 Application of Standing Rules

The Standing Rules for Committees apply to, and are deemed to be incorporated into this Remuneration Charter, save where the Standing Rules conflict with any of the terms in this Remuneration Charter.





## Section E – Nominations Committee Charter

### E.1 Committee Members

As noted above, the Company has not formally established a nominations committee (**Nominations Committee**) as the Directors consider that the Company is not of a size nor are its affairs of such complexity as to justify the formation of a Nominations Committee. Rather, the Board as a whole is able to address these issues and is guided by the Nomination Committee Charter (**Nominations Charter**) set out below. The Company will review this position annually and determine whether a Nominations Committee needs to be established.

### E.2 Purpose

- (a) The Nominations Charter sets out the role, responsibilities, powers, authority and membership requirements of the Nominations Committee of the Company.
- (b) Key features of the Nominations Charter will be outlined in the Annual Report. The Charter is available to shareholders of the Company via the website.

### E.3 Definition and Objectives of the Committee

- (a) The Nominations Committee is a Committee of the Board which shall, where practical or otherwise required, be comprised of:
  - (1) a minimum of three members;
  - (2) all, if not most, Independent non-executive Directors;
  - (3) an Independent Chairperson; and
  - (4) other persons appointed by the Board from time to time.
- (b) The Nominations Committee is responsible for assisting the Board in relation to the appointment of members to the Board and of Management (including, without limitation, the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer (to the extent that the Company has or requires such positions)), and for the review of the performance of such persons.
- (c) The Committee shall discharge its responsibility by:
  - (1) developing criteria for seeking and reviewing candidates for a position on the Board, including by implementing processes to assess the necessary and desirable skill sets of the Board members including experience, expertise, skills and performance of the Board and the Committees;
  - (2) identifying suitable candidates for appointment to the Board or senior Management positions from diverse backgrounds;
  - (3) reviewing appropriate applications for positions of the Board and recommending individuals for consideration by the Board;
  - (4) recommending procedures, including but not limited to strategies to address board Diversity and increasing the proportion of women in the Company, for adoption by the Board for the proper oversight of the Board and senior Management;
  - (5) ensuring that such procedures, once adopted, are implemented such that the performance of each member of the Board and of senior Management is reviewed and assessed each year in accordance with the procedures; and



- (6) annually reviewing the composition of each Committee and presenting recommendations for Committee memberships to the Board.

(d) Membership of the Nominations Committee will be disclosed in the Annual Report.

## E.4 Reporting

(a) Proceedings of all meetings of the Nominations Committee are to be minuted and signed by the Chairperson of the Nominations Committee, and then circulated to the Board as part of the reports outlined below.

(b) The Nominations Committee, through its Chairperson, is to report to the Board at the earliest possible Board Meeting after each Nominations Committee meeting (each report shall constitute a **Periodic Nominations Report**). Each Periodic Nominations Report shall include, but is not limited to:

- (1) the minutes of the relevant Nominations Committee meeting and any formal resolutions put at that meeting;
- (2) procedures for, and factors taken into account in, the selection and appointment of proposed Board and senior Management representatives and for the monitoring of the performance of Board and senior Management, including whether the Company has developed any board skills matrix to identify any 'gap' in the skills and experience of the Board and whether any professional intermediaries were used to identify and/or assess candidates;
- (3) the steps taken to ensure that a diverse range of candidates is considered;
- (4) any determinations by the Nominations Committee relating to the Independence of a proposed Board member;
- (5) where applicable:
  - (A) recommendations for the appointment or removal of a Board member or member of senior Management;
  - (B) recommendations for the re-election of a Board member; and
  - (C) assessments of the performance of any Board member or member of senior Management; and
- (6) any matters that in the opinion of the Committee should be brought to the attention of the Board and any recommendations requiring Board approval and/or action.

(c) In addition to the Periodic Nominations Report, the Chairperson of the Nominations Committee must submit an annual report to the Board (at the Board meeting at which the year end financial statements are approved) summarising the Nominations Committee's activities during the year (**Annual Nominations Report**). The Annual Nominations Report (and where appropriate, any interim report) must include:

- (1) a summary of the Nominations Committee's main authority, responsibilities and duties;
- (2) details of the mix of skills and Diversity for which the Board is looking to achieve in membership of the Board;
- (3) to the extent requested by the Company, biographical details of the Nominations Committee's members, including expertise, appointment dates and terms of appointment;



- (4) details of meetings, including the number of meetings held during the relevant period and the number of meetings attended by each member;
- (5) if applicable, an explanation for any departures by the Nominations Committee from the UK Corporate Governance Code and such other codes or guidelines to which the Company may have regard from time to time;
- (6) details of the policies introduced (whether independently, or in conjunction with the Remuneration Committee) to address board and employee Diversity, including but not limited to strategies to increase the proportion of women at all levels of the Company;
- (7) the measurable objectives that are, or will be, set by the board to achieve gender diversity in accordance with the Diversity Policy and progress towards achieving them;
- (8) details of the proportion of women employees in the whole organisation, women in senior executive positions and women on the Board;
- (9) if applicable, details of any change to the Independent status of each member during the relevant period; and
- (10) details of any determination or recommendations made by the Nominations Committee in performing its functions under Section E.3.

## E.5 Attendance at Meetings

- (a) Other Directors (executive and non-executive) have a right of attendance at meetings of the Nominations Committee. However, no Director is entitled to attend that part of a meeting at which an act or omission of that Director or a contract, arrangement or undertaking involving or potentially involving that Director or a related party of that Director (**Interested Director**) is being investigated or discussed.
- (b) Notwithstanding Section E.5(a) above, if in the opinion of the Committee, their investigation or discussion will be assisted by hearing from the Interested Director, the Nominations Committee may invite that Director to address the Nominations Committee. The Nominations Committee will give fair consideration to that address. The Interested Director will not, however, be invited to take part in the deliberations following that address.

## E.6 Access

- (a) The Nominations Committee shall have unlimited access to the external and internal auditors, and to senior Management of the Company and any subsidiary. The Committee shall also have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to co-operate fully in provision of such information.
- (b) The Committee also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Nominations Committee consulting an independent expert will be borne by the Company.

## E.7 Application of Standing Rules

The Standing Rules for Committees apply to, and are deemed to be incorporated into this Nominations Charter, save where the Standing Rules conflict with any of the terms in this Nominations Charter.



## Section F – Standing Rules of Committees

### F.1 Application

These Standing Rules apply to, and are deemed to be incorporated into the Charter of each Committee, except where the terms of these Standing Rules conflict with those of the relevant Charter (in which case, the relevant provision of the relevant Charter will apply).

### F.2 Composition

- (a) The composition of each Committee will be determined in accordance with the following principles:
  - (1) each Committee will aim to have membership which comprises only non-executive Directors, save where the Board considers that to do so for a particular Committee or Committees would be impractical, unnecessary or undesirable;
  - (2) each Committee will aim to have a majority of Independent Directors (where appropriate, given the size and complexity of the Company);
  - (3) where practicable or otherwise required, the Chairperson of the Committee shall be Independent; and
  - (4) each Committee shall comprise of a minimum of three members.
- (b) Membership of each Committee will be disclosed in the Annual Report of the Company.
- (c) Committee members are appointed by the Board.
- (d) The term of appointment as a member is for a period of no more than one year, with Committee members generally being eligible for re-appointments for so long as they remain Directors of the Board. The effect of ceasing to be a Director of the Board is the automatic termination of appointment as a member of each relevant Committee.
- (e) Membership of each Committee should be confirmed annually by the Board.
- (f) Each Director may attend meetings, but will have no voting rights unless he/she is a member of the relevant Committee.

### F.3 Chairperson

- (a) The Chairperson of each Committee is selected by the Board.
- (b) Should the Chairperson be absent from a meeting and no acting Chairperson been appointed by the Board, the members of the relevant Committee present at the meeting have authority to choose one of their number to be Chairperson for that particular meeting.

### F.4 Meetings

- (a) Each Committee will meet at such intervals as required to fulfil its obligations but must be at least three (3) times annually.
- (b) In addition, the Chairperson is required to call a meeting of each Committee if requested to do so by any Committee member, the external auditors, the internal auditors, the Chairperson of the Board or any other Board member.
- (c) The Chairperson will appoint an executive to act as Secretary to each relevant Committee who shall be responsible:



- (1) in conjunction with the Chairperson, for drawing up the agenda, supported by explanatory documentation, and circulating it to the relevant Committee members prior to each meeting; and
  - (2) for keeping the minutes of meeting of each Committee and circulating them to Committee members and to the other members of the Board.
- (d) A quorum shall consist of two members.
- (e) The Chairperson shall report to the Board following each meeting.

## F.5 Fees

Committee members are entitled to receive remuneration as may be determined from time to time by the Remuneration Committee.

## F.6 Review of Charter

- (a) Each Charter is to be reviewed annually by each relevant Committee to ensure it remains consistent with the Committee's authority, objectives and responsibilities.
- (b) Significant changes to the Charter must be recommended by the relevant Committee and approved by the Board.

## F.7 Duties and Responsibilities

- (a) The duties and responsibilities of a member of each Committee are in addition to those duties set out for a Director of the Board.
- (b) The duties and responsibilities of a member of each Committee are set out in each Charter.



## Section G - Corporate Ethics Policy

### G.1 Introduction

Directors of the Company are subject to certain legal requirements regulating their conduct both in terms of their internal conduct as Directors and in their external dealings with third parties both on their own behalf and on behalf of the Company.

To assist directors in discharging their duty to the Company and in compliance with relevant laws to which they are subject, the Company has adopted the following Corporate Ethics Policy (**Policy**).

### G.2 Directors' Duties

Each Director of the Company is required to comply strictly with their legal, statutory and equitable duties as an officer of the Company. These duties include, amongst other matters, the following:

(a) ***Duty to act within powers***

Each Director must act in accordance with the Company's Articles, and only exercise powers for their proper purpose.

(b) ***Duty to promote the success of the Company***

Each Director must act in the way that they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.

When considering what is most likely to promote the success of the Company, Directors must have regard to:

- (1) the likely consequences of any decision in the long term;
- (2) the interests of the Company's employees;
- (3) the need to foster the Company's business relationships with suppliers, customers and others;
- (4) the impact of the Company's operations on the community and the environment;
- (5) the desirability of the Company maintaining a reputation for high standards of business conduct; and
- (6) the need to act fairly as between the members of the Company.

(c) ***Duty to exercise independent judgement***

Each Director must exercise their independent judgement and make their own decisions.

(d) ***Duty to exercise reasonable care, skill and diligence***

Each Director must exercise the care, skill and diligence which would be exercised by a reasonably diligent person with both:

- (1) the general knowledge, skill and experience that may reasonably be expected of a person carrying out the functions carried out by each Director in relation to the Company (the "objective" test); and



- (2) the general knowledge, skill and experience that each Director actually has (the "subjective" test).

Accordingly, a Director must display the knowledge, skill and experience set out in the objective test, but where a Director has specialist knowledge, the higher subjective standard must be met. In applying the test, regard must be had to the functions of the particular Director, including their specific responsibilities and the circumstances of the Company.

(e) ***Duty to avoid conflicts of interest***

Each Director must avoid situations in which a direct or indirect interest of that Director conflicts with, or may conflict with, the Company's interests. This applies in particular to the exploitation of property, information or opportunity (whether or not the Company could take advantage of the property, information or opportunity). Directors should be aware that a conflict of interest may arise in circumstances where a Director has no obvious personal or financial interest at stake.

A non-exhaustive list of situations in which a conflict of interest may potentially arise is set out below:

- (1) where a Director holds multiple directorships (for example, a Director who is a member of the board of several companies may find themselves in a position of conflict if the interests of two or more of those companies conflict, such that they cannot properly fulfil the duties owed to either of them. This may be because the Director holds information about one company, in respect of which they owe a duty of confidentiality to that company, but which it would be in the best interests of another company of which they are also a director to disclose);
- (2) where a Director is a major shareholder of the Company;
- (3) where a Director represents a major shareholder of the Company
- (4) where a Director has a personal interest in a matter directly or indirectly related to the Company;
- (5) where a Director also holds a professional advisory position in respect of the Company; and
- (6) where a Director has a conflict of interest through a Connected Person.

Directors should avoid conflicts of interest where possible. It is important that any actual, perceived or potential conflict of interest is promptly identified and disclosed so that the Board may acknowledge the conflict and deal with it in the most appropriate manner.

Where a conflict of interest arises, a Director should have regard to the Articles, in particular, the procedure for reporting and the management of conflicts outlined in Article 24.

(f) ***Duty to not accept benefits from third parties***

Directors must not accept any benefit (including a bribe) from a third party which is conferred because of their being a Director or their doing or not doing anything as a Director. This duty is not infringed if the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

(g) ***Duty to declare interests in proposed transactions or arrangements***

Directors must declare to the other directors the nature and extent of any interest, direct or indirect in a proposed transaction or arrangement with the Company. The Director need not be



a party to the transaction for the duty to apply. An interest of another person in a contract with the Company may require the Director to make a disclosure under this duty, if the other person's interest amounts to a direct or indirect interest on the part of the Director.

### G.3 Dealing in Company securities

- (a) The Company has established a securities trading policy that covers such matters as insider trading/dealing, market abuse and dealing generally in the Company's securities (the Company Dealing Code). The relevant laws relating to insider trading/dealing, market abuse and dealing generally in the Company's securities can give rise to both criminal and civil liability. For example, the relevant insider trading/dealing laws can give rise to liability for not only the person that acts on the inside information but also the person who provides the inside information.
- (b) Having regard to **Error! Reference source not found.:**
- (1) each Director must not, whilst they are in possession of any inside information in relation to the Company, do anything which would constitute a breach of the relevant laws relating to insider trading/dealing, market abuse and dealing generally;
  - (2) each Director must comply with the Company Dealing Code; and
  - (3) each Director must comply with any AIM Rules and/or Exchange Rules which may be applicable from time to time, in relation to dealing and disclosure of any dealings, in the Company's securities.

### G.4 Confidentiality

- (a) Each Director owes a fundamental duty of confidentiality to the Company, and must use or disclose the Company's confidential information only for the benefit of the Company.
- (b) Directors must not pass, provide or otherwise disclose confidential information to any person who does not have a right to know such information, or who may use such information for personal gain or benefit, or otherwise to the detriment of the Company.





## Section H - Diversity Policy

### H.1 General Purpose and Principle

- (a) The Company respects and values the competitive advantage of diversity (which includes but is not limited to gender, age, ethnicity and cultural background), and the benefit of its integration throughout the Company in order to enrich the Company's perspective, improve corporate performance, increase shareholder value and maximise the probability of achievement of the Company's goals (the **Principle**).
- (b) In furtherance of the Company's commitment to the Principle, the Board acknowledges the UK Corporate Governance Code and such other codes or guidelines to which the Company may have regard from time to time. However, having regard to the size, scale, complexity and nature of its operations and projects, the Board does not presently believe the Company to be of sufficient size or complexity to warrant the implementation of formalized diversity practices. Rather, once the Board considers the Company to be of sufficient size or complexity, the Company will formally:
- (1) put the Principle into practice in the following manner:
    - (A) strategically and operationally, by:
      - (i) being attuned to diverse strategies to deliver the Company's objectives with respect to diversity;
      - (ii) being attuned to diverse corporate, business and market opportunities; and
      - (iii) being attuned to diverse tactics and means to achieve those strategies in (i) and to take advantage of those opportunities in (ii) above.
    - (B) through Management, by:
      - (i) adding to, nurturing and developing the collective relevant skills, and diverse experience and attributes of personnel within the Company;
      - (ii) ensuring that the Company's culture and management systems are aligned with and promote the attainment of the Principle;
  - (2) develop strategies, initiatives and programs to promote the Principle, including the achievement of gender diversity with respect to the matters referred to in Section H.1(b)(1);
  - (3) set measurable objectives, and targets or key performance indicators (KPIs), for the strategies, initiatives and programs to achieve gender diversity with respect to the matters referred to in Section H.1(b)(1);
  - (4) implement the strategies, initiatives, programs and measurable objectives referred to in paragraphs (2) and (3); and
  - (5) through Management, monitor, review and report to the Board (including via the Remuneration Committee and Nominations Committee) on the achievement of gender diversity with respect to the matters referred to in paragraph H.1(b)(1), the Company's progress under this Policy.

### H.2 Measurable Objectives, Targets and Key Performance Indicators – Gender Diversity

- (a) With respect to gender diversity, once the Board considers the Company to be of sufficient size or complexity, Management will:
- (1) develop, for approval by the Board or its relevant sub-committee, as appropriate:



- (A) measurable objectives concerning the strategies, initiatives and programs referred to in paragraph H.1(b)(2);
  - (B) targets or KPIs to verify progress towards attainment of those measurable objectives;
- (2) measure performance against those targets and KPIs; and
  - (3) report from time to time on the progress of the matters referred to in (1) and (2) above.

### H.3 **Compliance Requirements**

Once the Board considers the Company to be of sufficient size or complexity, the Company will meet its obligations with respect to the issue of diversity, as may be required under the UK Corporate Governance Code and other regulatory requirements (if any).

### H.4 **Communication**

- (a) The Company commits to the communication of this Policy within the Company and to its shareholders and the market, including via its website:
  - (1) by way of transparency and accountability; and
  - (2) to better promote the prospects of attainment of the Principle.

### H.5 **Accountability**

- (a) Reporting and accountability in the terms of this Policy will be a periodic item on the Board agenda.
- (b) At least annually the Nominations Committee and Remuneration Committee will report to the Board on progress towards attainment of the Principle, and otherwise to facilitate the Board in meeting any applicable compliance requirements.

### H.6 **Addenda to this Policy**

The following shall constitute addenda to this Policy (as they are adopted by the Board from time to time) as if set out in this Policy:

- (a) approved strategies, initiatives and programs and measurable objectives referred to in paragraph H.1(b)(2); and
- (b) approved measurable objectives, targets and KPIs referred to in paragraph H.1(b)(3) as may apply from time to time.

### H.7 **Overriding Caveat**

- (a) Nothing in this Policy shall be interpreted so as to endorse any of the following matters:
  - (1) the principal criteria for selection and promotion of people to work within the Company being other than their overall relative prospect of adding value to the Company and enhancing the probability of achievement of the Company's objectives, taking into account matters such as the nature of the industry in which the Company operates;
  - (2) any discriminatory behaviour by or within the Company contrary to the law, or any applicable codes of conduct or behaviour for the Company and its personnel; and



- (3) any existing person within the Company in any way feeling threatened or prejudiced by this Policy in their career development or otherwise, merely because their diversity attributes at any time may be more, rather than less, common with others.



## Section I - Nominee Director Policy

### I.1 General Purpose

- (a) This Nominee Director Policy (**Policy**) sets out the principles to be followed by the Board, those Directors that are nominated by a shareholder (each a **Nominee**) and the nominating shareholders (each a **Nominating Shareholder**).
- (b) The objective of the Policy is to ensure that all parties operate in a transparent manner and to outline the principles that will assist with the management of risks associated with sharing confidential information and actual, potential and perceived conflicts of interest.
- (c) For the avoidance of any doubt, this Policy:
  - (1) governs arrangements between the Company, on the one hand, and each Nominating Shareholder and its Nominee, on the other hand. It does not operate as an agreement, arrangement or understanding between any Nominating Shareholder (or its Nominee) and any other Nominating Shareholder (or its Nominee); and
  - (2) does not restrict, amongst other matters, a Nominating Shareholder from exercising at its absolute discretion a right to vote at a general meeting of the Company or acquiring or disposing of any securities in the Company.

### I.2 Compliance with this Policy

- (a) Each Nominee and its Nominating Shareholder must, prior to the Nominee's appointment as a Director (unless such Nominee was appointed as a Director before the operation of this Policy, in which case, on or prior to the operation of this Policy), provide to the Company a written confirmation that the Nominee and its Nominating Shareholder will comply with their respective obligations under this Policy.
- (b) Each Nominee and its Nominating Shareholder must comply with all of the restrictions and obligations under this Policy and the Nominee must not communicate any information concerning the affairs of the Company Group which the Nominee has received in their capacity as a Director of the Company to their Nominating Shareholder or any Affiliate of their Nominating Shareholder, except:
  - (1) where the Chairperson has consented to that disclosure under clause 1.4(b) (which information is to be held on the terms of this Policy); or
  - (2) where paragraphs (A), (B) or (C) of the definition of "Confidential Information" are satisfied.
- (c) If a Nominating Shareholder or its Nominee, in the opinion of the Chairperson (acting reasonably), fails to comply with this Policy in any material respect and such failure is not ceased or remedied within 5 Business Days after receiving written notice from the Company (including, where the Chairperson determines that the failure is personal to the Nominee, by the resignation of the Nominee and to the extent permitted under any relevant agreement, the nomination of a replacement Director by the relevant Nominating Shareholder), or fails to comply with this Policy where such failure is a Serious Breach of this Policy, then the Chairperson may make any one or more of the following determinations (acting reasonably):
  - (1) that the Nominating Shareholder must cause and procure its Nominee to retire immediately from the Board;
  - (2) that information made available to the Directors (including Board papers), will not be made available to the Nominating Shareholder's Nominee for such time, or on such conditions, as the Chairperson considers appropriate in the relevant circumstances; or



- (3) such other determination as the Chairperson (acting reasonably) considers is appropriate in the relevant circumstances.

## I.3 Principles for Nominees

- (a) In the interests of proper corporate governance, the flow of certain types of information between the Company, Nominees and Nominating Shareholders should be restricted. This is to manage certain actual, potential or perceived conflicts of interest that may arise between the duties and obligations which a Nominee owes to the Company and to their Nominating Shareholder.
- (b) In the interests of best practice corporate governance, a Nominee must not:
  - (1) request, and must not be given, Confidential Information to the extent relating to matters where there is an actual, potential or perceived risk of conflict of interest between the Nominee's duties to the Nominating Shareholder and the Company (**Excluded Information**) which should not be provided to a Nominee, as determined by the Chairperson (acting reasonably) from time to time;
  - (2) be present during discussions, or vote on any resolution, to the extent relating to Excluded Information (each discussion or vote being an **Excluded Deliberation** in respect of that Nominee); and
  - (3) be appointed to any other position within, or by, the Company Group which would result in the Excluded Information being made available to that Nominee.
- (c) Where the Board holds any Excluded Deliberations, it does so as an ad hoc committee of the Board.
- (d) If the Chairperson determines that information is Excluded Information under clause I.3(b):
  - (1) the Chairperson will give prior notification to the Nominee, to the extent possible without disclosing Excluded Information, in general terms of the reasons why the Chairperson considers it should be Excluded Information and as much information as possible concerning the content and the nature of the Excluded Information as is possible without disclosing Excluded Information; and
  - (2) if the Nominee or Nominating Shareholder notifies the Chairperson or Board that it disagrees with the Chairperson's determination under clause I.3(b) (the date on which such notification is made being the **Notification Date**), a Board committee comprising all of the Company's Directors (but excluding the Chairperson, the relevant Nominee and any Director who has also been excluded from the relevant information or deliberation) must review the Chairperson's decision within 10 Business Days (or such other period determined by that Board committee acting reasonably) after the Notification Date, and the Chairperson and Nominee or Nominating Shareholder will be entitled to present their case to the Board committee. The Board committee will either confirm or overturn the Chairperson's decision and the Board committee's decision will be final.
- (e) The Nominee may also request to be excluded from deliberations on a particular matter. Such deliberations will be taken to be Excluded Deliberations until the Nominee requests to be included in deliberations again.
- (f) The Company and the Chairperson must proactively assess whether any deliberations may involve a conflict of interest and use reasonable endeavours to provide the Nominee with the opportunity to be excluded under clause I.3(e). In providing the Nominee with this opportunity, the Company must not disclose more information than is necessary for the Nominee to assess whether the Nominee should exclude themselves from deliberations.



- (g) If the Chairperson makes a determination under clause I.3(b), the Chairperson must (acting reasonably, and to the extent appropriate) keep the Nominee informed in general terms of the progress and status of the Excluded Deliberations.
- (h) Notwithstanding anything else in this Policy, at any time, a Nominee may request and must be given any information of the Company or its Affiliates which is not Excluded Information that a director is entitled to at law.

#### **I.4 Provision of information to Nominating Shareholder by Nominee**

- (a) A Nominee must keep all Confidential Information strictly confidential and not disclose or use any such Confidential Information except as permitted by law and this Policy.
- (b) A Nominee must not communicate any Confidential Information to its Nominating Shareholder or, for the avoidance of any doubt, any other person (for example, any Affiliate of its Nominating Shareholder), except where the Chairperson has consented to such communication.

#### **I.5 Nominating Shareholder principles – Confidential Information**

- (a) In certain limited circumstances, a Nominating Shareholder may receive information from its Nominee that is Confidential Information (but, for the avoidance of any doubt, will not receive Excluded Information). Nominating Shareholders must keep all Confidential Information strictly confidential and not disclose or use any Confidential Information except as is otherwise permitted by this Policy or by law.
- (b) A Nominating Shareholder must:
  - (1) not, and must procure that its Affiliates, directors, officers or employees do not, improperly use any of the Company's Confidential Information to:
    - (A) gain advantage for itself or any other person; or
    - (B) cause detriment to the Company or the Company Group; and
  - (2) keep all Confidential Information under its effective control and take or cause to be taken all such reasonable precautions as may be necessary to prevent any unauthorised disclosure or use of any Confidential Information.

#### **I.6 Nominating Shareholder principles - Announcements and disclosure**

- (a) To the extent permitted by law, a Nominating Shareholder must give the Company the opportunity to review and comment on the relevant part of any proposed announcement or disclosure relating to any aspect of any Confidential Information (with such announcement or disclosure to include sufficient information for the Company to understand the implications of that disclosure for the Company), which the Nominating Shareholder (or its Affiliate) is required to make, or wishes to make, under any applicable laws, AIM Rules or Exchange Rules of any Exchange on which the Nominating Shareholder's securities or its Affiliate's securities are quoted, listed or otherwise admitted to trading. Where immediate or prompt disclosure is required, the Company must use reasonable endeavours to provide comments within the timeframe nominated by the Nominating Shareholder (acting reasonably) to allow it or its relevant Affiliate to meet its obligations under law, AIM Rules or relevant Exchange Rules.
- (b) The Company may (at its absolute discretion) make an announcement disclosing the Confidential Information that the Nominating Shareholder (or its Affiliate) proposes to announce under clause I.6(a) simultaneously with, or before, the Nominating Shareholder (or its Affiliate), provided the Company will not disclose any other information available from the proposed announcement or disclosure of the Nominating Shareholder (or its Affiliate) without



the prior written consent of the Nominating Shareholder (such consent not to be unreasonably withheld).

## **1.7 Nominating Shareholder principles - Inside Information**

- (a) The Company has established a securities trading policy that covers such matters as insider trading/dealing, market abuse and dealing in the Company's securities (**Company Dealing Code**). The relevant laws relating to insider trading/dealing, market abuse and dealing can give rise to both criminal and civil liability for not only the person that acts on inside information but also the person who provides the inside information. Relevantly, Confidential Information may include inside information. Accordingly:
- (1) each Nominating Shareholder and Nominee must not, whilst it is in possession of any inside information in relation to the Company, do anything which would constitute a breach of the relevant laws relating to insider trading/dealing, market abuse and dealing;
  - (2) each Nominating Shareholder must direct its Affiliates, officers and employees who may possess or be given any inside information in relation to the Company not to do anything which would constitute a breach of the relevant laws relating to insider trading/dealing, market abuse and dealing; and
  - (3) each Nominee must, for so long as it is a Director of the Company, comply with the Company Dealing Code.

## **1.8 Restrictions on Nominees**

- (a) A Nominee must in the Board's reasonable opinion, have the requisite business acumen and relevant experience and otherwise be suitable to be a Director of the Company.
- (b) A Nominating Shareholder must not nominate a person as a Nominee if that person:
- (1) has been removed by resolution of the Company's shareholders; or
  - (2) was a Director who retired by rotation, or retired otherwise in accordance with the Articles, and was not re-elected by the Company's shareholders.

## **1.9 Qualifications**

- (a) For the avoidance of doubt, this Policy does not restrict the ability of a Nominating Shareholder to act as underwriter or sub-underwriter in future capital raisings.
- (b) The provisions of clauses 1.5, 1.6 and 1.7 continue to apply to a Nominating Shareholder until the earlier of:
- (1) the date that is 12 months after the date its Nominee ceases to be a Director of the Company; and
  - (2) the date the Nominating Shareholder and its Nominee ceases to be in possession of, or have access to, Confidential Information.
- (c) Where Confidential Information (including, for the avoidance of doubt, Excluded Information) that has been withheld from a Nominee in accordance with this Policy becomes public, or the Chairperson determines (acting reasonably) that the potential for conflict has passed, the excluded Nominee shall be entitled, at his or her request, to a briefing by the Chairperson or other Directors as to the then status of the matter, particulars of any decision of the Board or a Board committee in respect of that matter and any information previously withheld.





## I.10 Interpretation

### (a) In this Policy:

- (1) “Affiliates” means with respect to any person, associates, and any other person directly or indirectly controlling, controlled by, or under common control with, that person;
- (2) “Company Group” means the Company and its subsidiaries;
- (3) “Confidential Information” means all or any information concerning the business or affairs of the Company Group which is made available to the Nominee in their capacity as a Director (or potential Director) of the Company and information contemplated by clause I.3(b), including information made available under the exceptions in clause I.3(b) by the Company in respect of the Company Group, but Confidential Information does not extend to:
  - (A) information that is or becomes public knowledge (other than as a result of breach of this Policy);
  - (B) information that was made available to the Nominee by a person other than a member of the Company Group, provided such person is not known by the Nominee, after having made reasonable investigations, to be bound by any obligation of confidence in respect of that information;
  - (C) information already known to the Nominee or its Nominating Shareholder other than as a result of a breach by any person of an obligation of confidence;
  - (D) provided that the Nominating Shareholder has first complied with clause I.6(a), information which a Nominating Shareholder is required to disclose and does disclose under any applicable law, AIM Rule or the Exchange Rules of any Exchange on which the Nominating Shareholder’s securities or Affiliate’s securities are from time to time quoted, listed or otherwise admitted to trading; or
  - (E) information, the disclosure of which by, or to, a Nominating Shareholder has been approved by the Chairperson of the Company;
- (4) “Nominee” has the meaning given to that term in clause I.1(a);
- (5) “Nominating Shareholder” has the meaning given to that term in clause I.1(a);
- (6) “Serious Breach” means the failure of a Nominating Shareholder or its Nominee to, in the opinion of the Chairperson (acting reasonably), comply with:
  - (A) clause I.4 or clause I.5, where the failure has a material adverse impact on the Company Group or any employee, officer, agent or contractor of the Company Group; or
  - (B) clause I.7 in any respect, except for an inadvertent breach which has no material adverse impact on the Company Group or any employee, officer, agent or contractor of the Company Group;