

# Corporate Governance and Takeover Code Provisions

The Directors recognise the importance of good corporate governance and have chosen to apply the Quoted Companies Alliance Corporate Governance Code (the 'QCA Code'). The QCA Code was developed by the QCA in consultation with a number of significant institutional small company investors, as an alternative corporate governance code applicable to AIM companies. The underlying principle of the QCA Code is that "the purpose of good corporate governance is to ensure that the company is managed in an efficient, effective and entrepreneurial manner for the benefit of all shareholders over the longer term". [Statement of Compliance with the QCA Corporate Governance Code](#) is provided as a separate section under AIM Rule 26.

The Board is responsible for formulating, reviewing and approving the Company strategy, budgets and corporate actions. Following Admission, the Directors intend to hold Board meetings at least bi-annually and at such other times as they deem necessary. The Board has appointed the three sub committees outlined below-

## **Audit Committee**

The Audit committee comprises of Mr Peter Cockburn as chairman and Mr Jonathan Keeling. The committee is responsible for ensuring that the financial performance of the Company is properly monitored and reported on. The committee is also responsible for meeting with the auditors and reviewing findings of the audit with the external auditor. It is authorised to seek any information it properly requires from any employee and may ask questions of any employee. It will meet the auditors once per year without any members of management being present and is also responsible for considering and making recommendations regarding the identity and remuneration of such auditors.

## **Remuneration Committee**

The Remuneration committee comprises of Mr Peter Cockburn as chairman and Mr Jonathan Keeling. The committee will consider and recommend to the Board the framework for the remuneration of the executive directors of the Company and any other senior management. It will further consider and recommend to the Board the total individual package of each executive director including bonuses, incentive payments and share options or other share awards. In addition, subject to existing contractual obligations, it will review the design of all share incentive plans for approval by the Board and the Company's shareholders and, for each such plan, will recommend whether awards are made and, if so, the overall amount of such awards, the individual awards to executive directors and performance targets to be used. No director will be involved in decisions concerning his own remuneration.

## **Nomination Committee**

The Nomination committee comprises Mr Peter Cockburn as chairman and Mr Jonathan Keeling. The committee will consider the selection and re-appointment of Directors. It will

identify and nominate candidates to all board vacancies and will regularly review the structure, size and composition of the board (including the skills, knowledge and experience) and will make recommendations to the Board with regard to any changes.

### **Share Dealing**

The Company has adopted a share dealing code (based on the Model Code), and the Company will take all proper and reasonable steps to ensure compliance by Directors and relevant employees.

### **The City Code on Takeovers and Mergers**

The Code applies to offers for all listed and unlisted public companies considered by the Panel resident in the UK, the Channel Islands or the Isle of Man. The Panel will normally consider a company to be resident only if it is incorporated in the United Kingdom, the Channel Islands or the Isle of Man and has its place of central management in one of those jurisdictions. Although the Company is incorporated in Guernsey and its place of management is in Guernsey, the Panel considers that the code does not apply to the Company. It is emphasised that although the Ordinary Shares will trade on AIM, the company will not be subject to takeover regulations in the UK; however, certain provisions analogous to parts of the Code in particular the making of mandatory offers have been incorporated into the Articles, which are available on the Company website, [www.ienergizer.com](http://www.ienergizer.com).

This information was last updated on 12<sup>th</sup> March 2020.