

CORPORATE GOVERNANCE

(The information contained in this document was last reviewed on 13 September 2018)

In this document, unless the context otherwise requires:

- reference to Imaginatik or to the company is to Imaginatik plc (and reference to our, us and we refers to Imaginatik); and
- reference to the group is to the group of companies of which Imaginatik is the parent company.

Introduction

On 3 September 2018, the board of Imaginatik decided to apply The QCA Corporate Governance Code (2018 edition) (the QCA Code). We believe that the QCA Code provides us with the right governance framework: a flexible but rigorous outcome-oriented environment in which we can continue to develop our governance model to support our business.

Corporate governance principles applicable to Imaginatik

As a result of deciding to apply the QCA Code, the corporate governance principles which now apply to us are those contained in the QCA Code. These are:

Corporate governance principles

1. Establish a strategy and business model which promote long-term value for shareholders
2. Seek to understand and meet shareholder needs and expectations
3. Take into account wider stakeholder and social responsibilities and their implications for long-term success
4. Embed effective risk management, considering both opportunities and threats, throughout the organisation
5. Maintain the board as a well-functioning, balanced team led by the chair
6. Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities
7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement
8. Promote a corporate culture that is based on ethical values and behaviours
9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board
10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

Application of the QCA Code and required disclosures in our annual report or on our website

The correct application of the QCA Code requires us to apply the principles set out above and also to publish certain related disclosures; these can appear in our annual report, be included on our website or we can adopt a combination of the two approaches. Recommended locations for each disclosure are specified in the QCA Code; we have chosen to follow these. An index setting out where each required disclosure can be found appears at the end of this document.

Chairman's corporate governance statement

Dear Shareholder,

I am proud to have been part of Imaginatik for many years, although only Chairman since June 2018. The position has not come without its challenges given the Company's frail financial position and recent structural changes being implemented. A constant, however, has been the need to adapt and for the governance infrastructure that supports our business to evolve accordingly.

In March 2018, the London Stock Exchange introduced a new rule applicable to Imaginatik as a company on AIM: in future, we will be required to apply a recognised corporate governance code and will have to provide details of that code on our website and explain how we comply with that code and include reasons where we have departed from it. This information is to be reviewed annually and our website will need to include the date on which this was last done. This rule takes effect from 28 September 2018.

Towards the end of April, the Quoted Companies Alliance released a new and fully updated QCA Corporate Governance Code. As a board, we considered this and its impact on the group's corporate governance arrangements and we have decided to adopt the QCA code.

Future

As chair, it remains my responsibility, working with my fellow board colleagues, to ensure that good standards of corporate governance are embraced throughout the group. As a board, we set clear expectations concerning the group's culture, values and behaviours. Together, these lead the board to believe that the group has a healthy corporate culture throughout the business.

Shareholder engagement

It is important that we regularly engage with you, our shareholders. On page 23 of the Report and Accounts we have set out what we do in this regard; the AGM is a key part of this and I look forward to meeting with you at this year's AGM.

Simon Charles

Chairman

Website disclosures

Principle 2

Seek to understand and meet shareholder needs and expectations

Disclosure

Explain the ways in which the company seeks to engage with shareholders and how successful this has been. This should include information on those responsible for shareholder liaison or specification of the point of contact for such matters.

Copies of our annual report (which includes the notice of AGM) and the interim report are sent to all shareholders and copies can be downloaded from the investors section of www.Imaginatik.com - alternatively, they are available on request by writing to the company secretary at Carnac Cottage, Camms Hall Estate, Fareham, PO16 8UU. Other information for shareholders (and other interested parties) is also provided on our website, including the preliminary and half-year results.

We expect to have a programme of individual meetings with institutional shareholders and analysts following the preliminary and half-year results presentations to the City. These meetings allow senior management to update shareholders on strategy and the group's performance. Additional meetings with institutional investors and / or analysts are arranged from time to time. All board members receive copies of feedback reports from the City presentations and meetings, thus keeping them in touch with shareholder opinion.

Angus Forrest and Shawn Taylor are the key contacts for the company's shareholders.

The Chairman, is willing to engage with shareholders should they have a concern that is not resolved through the normal channels.

The company secretary can also be contacted by shareholders on matters of governance and investor relations.

As well as announcements on the Stock Exchange Regulatory News Service which are published in the investors section of the Company website www.Imaginatik.com . The board supports the use of the AGM to communicate, in particular, with private investors. At the meeting all shareholders are given the opportunity to ask questions and raise issues; this can be done formally during the meeting or informally with the directors after it.

At the AGM, separate resolutions are proposed on each substantive issue. For each resolution, proxy appointment forms are issued which provide voting shareholders with the option to vote in advance of the AGM if they are unable to attend in person. All valid proxy votes received for the AGM are properly recorded and counted by our registrars. Voting at the AGM is by a show of hands unless a poll is called for - in this regard, the chairman is aware of the possible need to exercise his powers as chairman and demand a poll to ensure that the vote represents the voting intentions of those shareholders who have appointed the chairman as proxy as well as those present at the meeting. As soon as practicable after the AGM has finished, the results of the meeting are released through a regulatory news service, and a copy of the announcement is posted on the Company News page within the investors section of www.Imaginatik.com. The announcement also provides, for information, details of the total number of voting shares in issue and the number of shares in respect of which valid proxy appointments were received; a table is included showing the number of votes for and against each resolution and also the number within the chairman's discretion - excluded from the table are abstentions / votes withheld and proxy appointments received from holders who appointed someone other than the chairman of the meeting as their proxy.

At last year's AGM, all resolutions were duly passed with overwhelming levels of support. Valid proxy appointments were received from holders of 27,495,052 voting shares, amounting to 12.2% of the then issued voting share capital, with the percentage in favour of each resolution ranging from 99.99% to 100%. We would welcome an increase in the overall number of shares being voted.

Principle 3
 Take into account wider stakeholder and social responsibilities and their implications for long-term success

Disclosure
 Explain how the business model identifies the key resources and relationships on which the business relies.

Explain how the company obtains feedback from stakeholders and the actions that have been generated as a result of this feedback (e.g. changes to inputs or improvements in products).

Our business model which explains how we create value is set out on page 4 of our 2018 annual report. That model has four principal elements, the broad headings for which are as follows:

- | |
|---|
| Principal elements of our business model |
| <ol style="list-style-type: none"> 1. Established market leading product in software innovation 2. Provision of consultants with expertise to deliver solutions to customers 3. Proven reputation and case studies 4. Sales driven to build on existing customer base |

This business model has been developed and refined over the years as the Company has grown and entered new products. In 2018 with the adoption of new objectives it has been subject to an overhaul for the benefit of the Company and its employees as well as customers for the longer term.

The chief executive will conduct annual appraisals of the executive directors and senior managers and regularly meet with them. Board effectiveness is evaluated by the Chairman in conjunction with the Chief Executive.

Board Review objective	
<ul style="list-style-type: none"> • Identify the board’s ability to monitor market trends, think strategically and adapt as necessary 	Review the skills and capabilities of the board needed to meet current and future business need
<ul style="list-style-type: none"> • Review how well the board performs its key roles and how successful it has been 	Review the effectiveness of board relationships and its role as a team
<ul style="list-style-type: none"> • Review the effectiveness of board processes, including its accountability 	Assess the level and quality of information the board receives
<ul style="list-style-type: none"> • Review the learning and development needs of individual board members as well as the board as a whole 	Assess the respective contributions of the executive directors and non-executive directors
<ul style="list-style-type: none"> • Assess the compliance of the key governance documents with legal requirements and good practice 	
<ul style="list-style-type: none"> • Support and debate of strategy and values 	Non-executives’ contribution to strategy development and monitoring executive performance

Key performance indicators are under regular review to ensure we continue to develop in line with plan and attain our objectives. Inevitably this leads to regular change so we continue to improve and develop

The group’s stakeholders include shareholders, members of staff, customers, suppliers, regulators, industry bodies and creditors. The principal ways they communicate with the group is gathered are via meetings, conversations and online feedback.

Principle 4
 Embed effective risk management, considering both opportunities and threats, throughout the organisation

Explain how the business assesses risks, opportunities and threats to the organisation.

The Company produces regular reports on the key performance indicators (KPIs) including monthly management accounts, budgets it assesses performance against budget. Each department produces reports on activity, which are considered by the management team and by the Board at the monthly Board meetings.

Principle 5
Maintain the board as a well-functioning balanced team led by the chair

Explain how the board is selected and led

The Company had a period of transition in 2018 and is re-building the board to comprise a balance of operational executives and non-executives to ensure there is independent oversight.

Principle 6
Ensure that between them the directors have the necessary up to date experience, skills and capabilities.

Explain how the directors have up to date experience, skills and capabilities

The Board is being rebuilt in 2018 and selection of new directors includes the requirement to bring a range of skills and concurrent experience.

Principle 7
Evaluate board performance based on clear and relevant objectives, seeking continuous improvement Disclosure

Include a more detailed description of the board performance evaluation process / cycle adopted by the company. This should include a summary of:

- The criteria against which board, committee, and individual effectiveness is considered;
- How evaluation procedures have evolved from previous years, the results of the evaluation process and action taken or planned as a result; and
- How often board evaluations take place.

Explain how the company approaches succession planning and the processes by which it determines board and other senior management appointments, including any links to the board evaluation process.

<ul style="list-style-type: none"> • Chairman’s leadership style and tone 	<ul style="list-style-type: none"> • Frequency and length of meetings and adequacy of information 	<ul style="list-style-type: none"> • Completeness and prioritisation of board agenda content
<ul style="list-style-type: none"> • Decision-making: debate, challenge, objectivity and collaboration 	<ul style="list-style-type: none"> • AGM: best use of meeting 	<ul style="list-style-type: none"> • Consideration of corporate reputation, enhancement and risks surrounding it
<ul style="list-style-type: none"> • Open and questioning approach to reviewing risk 	<ul style="list-style-type: none"> • Processes surrounding risk management 	<ul style="list-style-type: none"> • Relationship of chairman and chief executive
<ul style="list-style-type: none"> • Succession planning for key board members and the executive 	<ul style="list-style-type: none"> • External stakeholders: identification and contact 	<ul style="list-style-type: none"> • Company secretary: provider of information and support to the chairman and non- executives
<p>Regular discussions are held about the effectiveness of the Board and individual members. The Chairman reviews the Chief Executive who is responsible for reviewing other members’ effectiveness. Areas requiring improvement are identified and improvement plans initiated. Apart from in this year (as it will be the first year in which this process has been undertaken.</p>		
<p>The chairman will report back to the board and highlight any significant improvements and deteriorations in any particular area.</p>		

As part of the board performance evaluation exercise, each director will be asked to rate the extent to which the board’s committees are properly constituted, perform their delegated roles and report back clearly and fully to the board.

In addition to this, the audit committee, as required under its terms of reference, carried out a review of its own performance; it did this in August. At the same time, it also reviewed its constitution and terms of reference to ensure it was operating at maximum effectiveness: no changes were considered necessary.

Performance evaluation - chairman

The other directors will appraise the chairman’s performance (as both the chairman and a non-executive director). Excluding the matters generic to the non-executives (see below under the heading “Performance evaluation – non-executive directors”), the review will look at the following specific aspects of the chairman’s role:

Chairman’s role: specific aspects to be reviewed

- To chair board meetings and general meetings of the company, including the setting of agendas for board meetings and ensuring adequate time is available for discussion of all agenda items at board meetings, in particular strategic issues
- To set clear expectations concerning the company’s culture, values and behaviours and the style and tone of discussions at board meetings
- To demonstrate ethical leadership and promotion of the highest standards of integrity, probity and corporate governance throughout the company and particularly at board level
- To ensure that the board determines the nature and extent of the significant risks that the company is willing to embrace in implementing its strategy
- To ensure that the board has effective decision-making processes

● To ensure that board committees are properly structured with appropriate terms of reference and are run effectively
● To encourage all board members to engage in board and committee meetings by drawing on their skills, experience, knowledge and, where appropriate, independence
● To develop productive working relationships with all executive directors, including the chief executive
● To consult the senior independent director on board matters, as appropriate
● To ensure that the board receives accurate, timely and clear information
● To promote a culture of mutual respect, openness and debate by facilitating the effective contribution of non-executive directors in particular and ensuring constructive relations between executive and non-executive directors
Performance evaluation – non-executive directors
Following consultation with the executive team, the non-executives will be appraised by the chairman, with a particular focus on the following:
Areas of particular focus in appraising the non-executives
● Participation at board and committee meetings
● Strategic planning
● Financial management
● People management and relationships
● Knowledge and skill
Performance evaluation – executive directors
The chairman will also conduct the chief executive’s appraisal. The appraisal of the other executive directors will be carried out by the chief executive. Each appraisal will focus on the following three main areas:
Main areas to be focussed on in appraising the executive directors
To what extent is the executive director leading the organisation to accomplish what it should be accomplishing? Are they leading the organisation to deliver results in the short- and longer-term?

To what extent is “how the executive director is leading” consistent with our values and our beliefs about what skills they need to be effective?

For the future what are the implications of this review in terms of the executive director’s role, areas in which they should continue performing well, and areas in which they can improve?

As part of the appraisal, the following areas will be discussed: relationships with the board of directors, strategic planning, financial management, people management and relationships, and conduct of business. Specific criteria against which these areas are to be judged are included in the appraisal form.

The appraisal will conclude by summarising the goals for the coming year, job-related strengths and plans to strengthen performance.

Evolution of the evaluation process from previous years, the results of the evaluation process and action taken or planned as a result

Frequency of evaluations

There is no nominations committee, the chairman and the chief executive will lead on the board nomination and appointment process. They consider the balance of skills, knowledge and experience on the board and make appropriate recommendations for consideration by the whole board. Each board member is invited to meet with the candidate. Other senior appointments are made by the chief executive in discussion with the chairman.

This is the first year in which such a structured approach to performance review will have been undertaken.

The evaluation process is expected to be performed annually.

Succession planning and the processes by which board and other senior management appointments are determined (including any links to the board evaluation process)

Succession planning is regarded by the board as vitally important in maintaining a ‘strong bench’ and the continued success of the business. Through regular reviews and management discussions, the company’s future business leaders are identified and personal development plans are put in place to harness their potential and plan for job growth and career progression.

We expect the board evaluation process to evolve over time so that it becomes linked to succession.

Principle 8
 Promote a corporate culture that is based on ethical values and behaviours

Disclosure

Explain how the board ensures that the company has the means to determine that ethical values and behaviours are recognised and respected.

Imaginatik is a leader in its field with success dependent on all employees working together as a team to deliver world class solutions to our customers. All customers are large companies with high values seeking to use innovation and change to improve their performance. Our solutions combine services delivered as consultancy and support with leading edge software, which enables our customers to facilitate the engagement of their employees to drive change and improvement. We are a people business, we value our employees, who are very talented, most have worked for Imaginatik for many years. It is because of their expertise and knowledge that we are able to deliver solutions that may be used by customers for many years. We are fortunate to employ some visionaries to map out our products’ development programmes so we stay at the leading edge. It is important that everyone contributes and we encourage an atmosphere where innovation and change leads to continuous improvement in all facets of the business.

Imaginatik has regular customer surveys carried out by independent assessors to ensure customers are satisfied with the product and service. The results are distributed throughout the business and analysed to encourage further improvement.

The executive directors are based at Carnac Cottage and work in an open plan environment on one floor. This provides them with plenty of opportunities to see and hear how people interact both with their work colleagues and others outside of the business (and would enable them to address any untoward matters without delay).

Clear statements of behaviour are issued by the board. An anti-bribery statement and policy is included in the Employee handbook Both the statement and policy confirm that the group has a zero tolerance stance on bribery and they repeat the board's expectation that everyone behaves at all times honestly, professionally, fairly and with integrity. The policy is circulated to all employees as part of their induction. We seek to conduct our business honestly and with integrity at all times and that we recognise that it is not acceptable to put profit above the welfare and wellbeing of our employees and those working on our behalf.

The group has also put a whistleblowing policy in place. This allows staff to raise any concerns in confidence directly with the chairman.

Principle 9

Maintain governance structures and processes that are fit for purpose and support good decision-making by the board

Disclosure

In addition to the high level explanation of the application of the QCA Code set out in the chair's corporate governance statement:

- Describe the roles and responsibilities of the chair, chief executive and any other directors who have specific individual responsibilities or remits (e.g. for engagement with shareholders or other stakeholder groups).
- Describe the roles of any committees (e.g. audit, remuneration and nomination committees) setting out any terms of reference and matters reserved by the board for its consideration.
- Describe which matters are reserved for the board.
- Describe any plans for evolution of the governance framework in line with the company's plans for growth.

Roles and responsibilities of the chair, chief executive and any other directors who have specific individual responsibilities or remits (e.g. for engagement with shareholders or other stakeholder groups)

The chairman, is responsible for leading an effective board, fostering a good corporate governance culture and ensuring appropriate strategic focus and direction.

The chief executive has overall responsibility for proposing the strategic focus to the board, implementing the strategy once it has been approved and managing the group's business.

All of the executive directors and senior managers have particular roles and areas of responsibility. As such, they continually engage with the group's stakeholders, whether these be shareholders, members of staff, customers, suppliers, regulators, industry bodies and creditors (including the group's lending banks). As one would expect, there is a degree of overlap here, with individual roles and responsibilities touching many areas of the business.

Roles of any committees (e.g. audit, remuneration and nomination committees)

Executive committee: it is responsible for the daily running of the group and the execution of approved policies and the business plan.

Audit committee: its primary focus is on corporate reporting (from an external perspective) and on monitoring the company's internal control and risk management systems (from an internal perspective). Further details on the committee's responsibilities and activities are on page 19 of our 2018 annual report.

Remuneration committee: its primary function is to determine, on behalf of the board, the remuneration packages of the executive directors. Further details on the committee and the company's reward policy are on page 15 and 16 of our 2018 annual report.

Disclosure committee: its primary function is to assist the company in making timely and accurate disclosure of any information required to be disclosed in order to meet legal and regulatory obligations.

Nomination committee: in practice, the chairman and the chief executive lead on the board nomination and appointment process. They consider the balance of skills, knowledge and experience on the board and make appropriate recommendations for consideration by the whole board. Each board member is invited to meet with the candidate. This process has been used effectively for a number of years and has led the board to remain of the view that it should continue to operate in this way rather than through a more formal nomination committee. Other senior appointments are made by the chief executive in discussion with the chairman.

The terms of reference for the audit, remuneration and disclosure committees can be found in the investors section of www.Imaginatik.com. The executive committee has no formal terms of reference.

Matters reserved for the board

The board has a formal written schedule of matters reserved for its review and approval; this schedule includes those matters described in the following table.

Category

Examples

Strategy and management

Approval of the group's long-term objectives and commercial strategy; approval of the group's annual budgets and any material changes to them; extension of the group's activities into new business or geographic areas; cessation of the operation of all or any material part of the group's business; overseeing the group's operations, ensuring competent and prudent management, sound planning, and compliance with statutory and regulatory obligations.

Category	Examples
Structure and capital	Changes relating to the group's capital structure; major changes to the group's corporate or management and control structure; changes to the company's listing or its status as a plc.
Financial reporting and controls	Approval of the following: annual report and accounts, preliminary announcements of results, significant changes in accounting policies or practices, treasury policies, certain unbudgeted capital or operating expenditure; declaration or recommendation of dividends; review and approval of expenditure authorisation limits.
Contracts	Contracts in the ordinary course of business material strategically or by reason of size (e.g. bank borrowings and material acquisitions or disposals of fixed assets); contracts not in the ordinary course of business; major investments.
Communication	Approval of resolutions, circulars, prospectuses and press releases concerning matters decided by the board.
Board membership and other appointments	Changes to the structure, size and composition of the board; ensuring adequate succession planning for the board and senior management; board appointments; selection of the chairman and the chief executive; appointment of the senior independent director; membership and chairmanship of board committees; continuation in office of directors; appointment or removal of the company secretary; appointment, reappointment or removal of the external auditor to be put to shareholders for approval.
Remuneration	Approving the remuneration policy for the directors; determining the initial remuneration of the non-executive directors; introduction of new share incentive plans or major changes to existing plans.
Delegation of authority	Division of responsibilities between the chairman and the chief executive; establishing board committees and approving their terms of reference.
Corporate governance	Undertaking any formal and rigorous review of the board's own performance, that of its committees and individual directors, and the division of responsibilities; determining the independence of non-executive directors; review of the group's overall corporate governance arrangements; authorising conflicts of interest where permitted by the company's articles of association.
Policies and procedures	Approval of the following: manual on compliance with the AIM Rules and aspects of the Market Abuse Regulation, company's insider list manual, dealing code, anti-bribery policy, whistleblowing policy and health and safety policy.

Plans for evolution of the governance framework in line with the company's plans for growth

There are no plans at present.

Principle 10

Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

Disclosure

Disclose the outcomes of all votes in a clear and transparent manner.

Where a significant proportion of votes (e.g. 20% of independent votes) have been cast against a resolution at any general meeting, the company should include, on a timely basis, an explanation of what actions it intends to take to understand the reasons behind that vote result, and, where appropriate, any different action it has taken, or will take, as a result of the vote.

Include historical annual reports and other governance-related material, including notices of all general meetings over the last five years.

Clear and transparent disclosure of voting outcomes

As soon as practicable after any general meeting has concluded, the results of the meeting are released through a regulatory news service and a copy of the announcement is posted on the Company News page within the investors section of www.Imaginatik.com. The announcement also provides, for information, details of the total number of voting shares in issue and the number of shares in respect of which valid proxy appointments were received; a table is included showing the number of votes for and against each resolution and also the number within the chairman's discretion - excluded from the table are abstentions / votes withheld and proxy appointments received from holders who appointed someone other than the chairman of the meeting as their proxy.

Explanation of actions where a significant proportion of votes (e.g. 20% of independent votes) is cast against a resolution at any general meeting

The company would do this if it became relevant. For information to date no such proportion has been cast against any resolution put to shareholders.

Inclusion of historical annual reports and other governance-related material, including notices of all general meetings over the last five years.

The investors section of www.Imaginatik.com includes this information and more. Notices of the annual general meetings held in the last five years are contained within the relevant annual reports. No other general meetings have been held within the last five years.

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Set out in the following table is a list of the disclosures required to be published by us under the QCA Code. The table also indicates where each disclosure appears in our annual report or in this document. As explained on page 1 of this document, the disclosures appear in the locations recommended in the QCA Code. Unless stated otherwise, reference to a page is to a page in this document. R&A (Annual Report and Accounts)

Corporate Governance Principle	Disclosure	Index
1	Explain the company's business model and strategy, including key challenges in their execution and how they will be addressed	2018 R&A page 4
2	Explain the ways in which the company seeks to engage with shareholders and how successful this has been. This should include	Page 23

	information on those responsible for shareholder liaison or specification of the point of contact for such matters.	
3	<p>Explain how the business model identifies the key resources and relationships on which the business relies.</p> <p>Explain how the company obtains feedback from stakeholders and the actions that have been generated as a result of this feedback (e.g. changes to inputs or improvements in products).</p>	<p>Page 4</p> <p>Page 4</p>
4	Describe how the board has embedded effective risk management in order to execute and deliver strategy. This should include a description of what the board does to identify, assess and manage risk and how it gets assurance that the risk management and related control systems in place are effective.	2018 R&A pages 7 and 8
5	<p>Identify those directors who are considered to be independent; where there are grounds to question the independence of a director, through length of service or otherwise, this must be explained.</p> <p>Describe the time commitment required from directors (including non-executive directors as well as part-time executive directors).</p> <p>Include the number of meetings of the board (and any committees) during the year, together with the attendance record of each director.</p>	<p>2018 R & A page 22</p> <p>2018 R&A page 23</p> <p>2018 R&A page 11</p>
6	<p>Identify each director.</p> <p>Describe the relevant experience, skills and personal qualities and capabilities that each director brings to the board (a simple list of current and past roles is insufficient); the statement should demonstrate how the board as a whole contains (or will contain) the necessary mix of experience, skills, personal qualities (including gender balance) and capabilities to deliver the strategy of the company for the benefit of the shareholders over the medium to long-term.</p> <p>Explain how each director keeps his / her skillset up-to- date.</p> <p>Where the board or any committee has sought external advice on a significant matter, this must be described and explained.</p> <p>Where external advisers to the board or any of its committees have been engaged, explain their role.</p> <p>Describe any internal advisory responsibilities, such as the roles performed by the company secretary and the senior independent director, in advising and supporting the board.</p>	<p>2018 R&A page 1</p> <p>2018 R&A page 9</p> <p>2018 R&A page 23</p> <p>2018 R&A page 2</p> <p>2018 R&A page 2</p> <p>2018 R&A page 19</p>
7	<p>Include a high-level explanation of the board performance effectiveness process.</p> <p>Where a board performance evaluation has taken place in the year, provide a brief overview of it, how it was conducted and its results and recommendations. Progress against previous recommendations should also be addressed.</p> <p>Include a more detailed description of the board performance evaluation process / cycle adopted by the company. This should include a summary of:</p> <ul style="list-style-type: none"> The criteria against which board, committee, and individual effectiveness is considered; 	<p>2018 R&A page 19</p> <p>No evaluation took place in 2017/2018</p> <p>Pages 5, 6, 7</p> <p>Pages 5, 6, 7</p>

	<ul style="list-style-type: none"> • How evaluation procedures have evolved from previous years, the results of the evaluation process and action taken or planned as a result; and • How often board evaluations take place. <p>Explain how the company approaches succession planning and the processes by which it determines board and other senior management appointments, including any links to the board evaluation process.</p>	<p>No evaluation in previous years</p> <p>Pages 5 and 6</p> <p>No current plan</p>
8	<p>Include in the chairman's corporate governance statement how the culture is consistent with the company's objectives, strategy and business model in the strategic report and with the description of principal risks and uncertainties. The statement should explain what the board does to monitor and promote a healthy corporate culture and how the board assesses the state of the culture at present.</p> <p>Explain how the board ensures that the company has the means to determine that ethical values and behaviours are recognised and respected.</p>	<p>2018 R&A page 18</p> <p>Pages 7 and 8</p>
9	<p>In addition to the high level explanation of the application of the QCA Code set out in the Chairman's corporate governance statement:</p> <ul style="list-style-type: none"> • Describe the roles of any committees (e.g. audit, remuneration and nomination committees) setting out any terms of reference and matters reserved by the board for its consideration. • Describe which matters are reserved for the board. • Describe any plans for evolution of the governance framework in line with the company's plans for growth. 	<p>Pages 8 and 9</p> <p>Page 9</p> <p>Page 9</p>
10	<p>Describe the work of any board committees undertaken during the year.</p> <p>Include an audit committee report (or equivalent report if such committee is not in place).</p> <p>Include a remuneration committee report (or equivalent report if such committee is not in place).</p> <p>If the company has not published one or more of the disclosures set out under Principles 1-9, the omitted disclosures must be identified and the reason for their omission explained.</p> <p>Disclose the outcomes of all votes in a clear and transparent manner.</p> <p>Where a significant proportion of votes (e.g. 20% of independent votes) have been cast against a resolution at any general meeting, the company should include, on a timely basis, an explanation of what actions it intends to take to understand the reasons behind that vote result, and, where appropriate, any different action it has taken, or will take, as a result of the vote.</p> <p>Include annual reports and other governance related material including notices of all general meetings over the last five years</p>	<p>2018 R&A page 19</p> <p>2018 R&A19</p> <p>2018 R & A pages 15.16 and 17</p> <p>2018 R&A is not applicable because of timing</p> <p>Page 3</p> <p>Page 3</p>

