

Adsure Services PLC - QCA Corporate Governance statement

Adsure Services PLC (Adsure Services) is committed to good corporate governance and has adopted the corporate governance guidelines of the Quoted Companies Alliance (QCA).

Principle 1: Establish a strategy and business model which promote long-term value for shareholders

Adsure Services specialise in providing dynamic support to organisations in navigating the complex world of strategic risks. The portfolio of advisory and assurance services is tailored to align with key economic risks impacting the business world. With dedicated teams of specialists, Adsure can craft bespoke solutions to the challenges organisations face.

Principle 2: Seek to understand and meet shareholder needs and expectations

The Group is committed to building and maintaining strong relationships with its shareholders.

The Group's Annual General Meeting (AGM) is the main forum for discussing matters with shareholders, addressing their queries, and understanding their needs and expectations.

The Chief Executive Officer, Chief Financial Officer and Company Secretary will make themselves available to meet with larger investors during the year and engage in regular dialogue with the Group's Corporate Advisors to gauge shareholder sentiment.

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

In addition to daily workshop meetings, weekly project and operational team meetings, the Group holds organisation-wide, meetings on a quarterly basis to facilitate engagement with the wider team. It also shares key progress updates via email to all staff and releases public announcements via the RNS service.

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

The Board is responsible for the Group's overall risk management framework, ensuring that mitigation strategies are in place wherever possible. The Executive Directors regularly keep the Board updated on current trading, wider market trends and other developments as a means of identifying existing and potential future opportunities and risks.

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

The Board comprises a Non-Executive Chair, Chief Executive Officer, Chief Financial Officer, Non-Executive Director and an Independent Non-Executive Director. Biographies for each board member are available [here](#).

The Board will operate in a collaborative and constructive manner with a clear focus on the delivery of strategy and increasing shareholder value.

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

All the current directors are considered to provide a diverse range of appropriate skills and experience. The Company provides, or will provide, adequate support and training to ensure that the Directors remain appropriately skilled and able to fulfil their duties to the required standard.

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

Overall Board performance, in addition to that of the sub-committees, will be formally evaluated annually and led by the Chairman. The assessment of the effectiveness of the Board will include:

- Board structure;
- Dynamics and Functioning of the Board;
- Business Strategy Governance;
- Financial Reporting Processes;
- Any other areas deemed appropriate at the time.

The Board may utilise the results of the evaluation process when considering the adequacy of the composition of the Board and for succession planning.

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

The Group aims to operated ethically and be socially responsible in its actions. It has established a number of policies to support this aim, including:

- Anti-bribery and Corruption policy;
- Environmental policy;
- Corporate Social Governance policy;
- Modern slavery statement;
- Whistleblowing policy.

Principle 9: Maintain governance structures and processes that are fit for purpose and support good decision-making by the board

The Board comprises a Non-Executive Chair, Chief Executive Officer, Chief Financial Officer, Non-Executive Director and an Independent Non-Executive Director. It has formed three sub-committees – the Audit and Risk committee and Remuneration committee and the Aquis Growth Market Rules Compliance Committee – all of which has its own terms of reference. The Audit and Risk and Remuneration sub-committees are comprised of non-executive directors. The Aquis Growth Market Rules Compliance Committee is comprised of the Board as a whole. The Group does not have a separate Nominations Committee but will keep under review the need to set up a formal Nomination Committee and will consider setting up such a committee for any individual appointment where it believes such a committee would be beneficial.

The terms of reference for the Audit Committee include:

- Monitor and review internal controls and risk management systems;

- Oversee the relationship with the Auditor;
- Consider and recommend to the Board the reappointment of the external auditor;
- Monitor and review the compliance, whistleblowing, and fraud detection procedures;
- Monitor and review reports from the Executive Directors, including the Group's financial statements.

The terms of reference for the Remuneration Committee include:

- Setting the remuneration policy for all executive directors;
- Recommending and monitoring the level and structure of remuneration for all senior management;
- Approve the design of, and determine targets for, any performance related pay schemes operated by the Company and approve the total annual payments made under such schemes;
- Review the design of all share incentive plans for approval by the Board and shareholders.

The terms of reference for the Aquis Growth Market Rules Compliance Committee include:

- ensuring that the Company has sufficient procedures, resources and controls to enable it to comply with the Aquis Growth Market Rules for Issuers.

Principle 10: Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Group communicates with shareholders and other stakeholders through its Annual and Interim Reports, regulatory and non-regulatory announcements, its investor relations website, Annual General Meetings and face-to-face meetings.