

Baron Oil Plc

("Baron Oil", "Baron" or the "Company")

Corporate Governance

Statement of Compliance with the QCA Corporate Governance Code

Last updated: 20 August 2023

Baron Oil is an independent oil & gas exploration and appraisal company based in the UK. The Company currently holds interests in SE Asia (Timor-Leste) and the UK. Shares in the Company are quoted in the UK on the AIM Market ("AIM") of the London Stock Exchange (BOIL.L).

AIM companies are required to disclose details of the recognised Corporate Governance Code it follows. The Directors have adopted the principles-based Quoted Companies Alliance ("QCA") Corporate Governance Code. In this Statement of Compliance, we have set out in broad terms how we comply and, as required, will provide annual updates.

Corporate governance broadly refers to the mechanisms, relations and processes by which a corporation is controlled and directed. It is the Board's job to ensure that the Company is managed for the long-term benefit of all stakeholders, whether they be Directors/employees, consultants, shareholders, customers, suppliers, or the community at large.

The Board recognises the importance of sound corporate governance. We have adopted the QCA Code as we believe it to be the most appropriate for a company of our size, stage of development and nature. Where policies differ from the norm, we have made use of the "Comply or Explain" regime in a manner that enables shareholders to evaluate how the principles have been applied.

John Wakefield
Independent Non-executive Chairman
10 August 2023

QCA Corporate Governance Principles

Principle One

*Establish a strategy and business model which promote
long-term value for shareholders*

The Company's objective is to deliver shareholder value through generating substantial increases in net asset value. We aim to achieve this by acquiring significant equity interests in potentially large oil & gas prospects where there is the opportunity for high impact exploration and appraisal activity at low entry costs.

We believe we have assembled a strong portfolio of assets for the future, especially in Timor-Leste, where we have a large appraisal asset in terms of resources, ownership and potential value and an exploration asset with significant prospective potential in the UK.

As a non-operator of early stage oil & gas assets, it is expedient to run Baron as a virtual company. At the Group level, Baron has only three direct employees, two of whom are Directors, a Consultant, who manages the Timor Leste project, who is also a Board Director and a director of Baron's two subsidiaries in Asia along with two independent non-executive Directors. The Board believes that it has the requisite skills and experience to direct and control operations with all other functions being outsourced. It should be noted that at the project level the designated Operator will have an appropriately qualified team working on behalf of its partners.

Principle Two

*Seek to understand and meet shareholder
needs and expectations*

The Company remains committed to listening and communicating openly with its shareholders. This communication is achieved through company presentations, timely and considered news flow, meetings and correspondence, investor roadshows, attending and speaking at investor conferences, and supported by our regulatory reporting calendar.

The Annual General Meeting ("AGM") is the main open forum for dialogue between shareholders and the Board and all shareholders are encouraged to attend. All Directors are expected to attend and make themselves available to answer questions raised by shareholders. As part of the regulatory process, the results of the AGM are subsequently published on the Company's corporate website (<http://www.baronoilplc.com/>).

Shareholder relations are managed primarily by the Chief Executive. All communications are subject to legal and regulatory requirements including the Market Abuse Regulation ("MAR").

Principle Three

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

Engaging with stakeholders strengthens the Company's relationships and enables the Board to make better business decisions to deliver on its commitments. The Board recognises that this is fundamental to ensuring sustainability and delivering long-term value to shareholders.

Under Section 172 of the Companies Act 2006, the Directors have a duty to behave and carry out their activities to promote the long-term success of the Group for the benefit of the Company's shareholders, employees, suppliers and other stakeholders. They engage with shareholders, employees, suppliers and other stakeholders to reflect their insights and views when making decisions on strategy; delivering operational effectiveness; making plans; driving initiatives; and committing to deliver outcomes that enhance social value. The culture and values promoted by the Directors create a focus across the Group on observing and maintaining the highest standards of business conduct whilst promoting the long-term success of the Company.

As an oil & gas company, Baron Oil has a particular responsibility to ensure safe and sustainable operations, in a way that minimises any adverse environmental and social impacts and achieves the highest standards of health and safety.

Baron has adopted its own Health, Safety and Environment (HSE) Plan which is designed to achieve safe and reliable conduct of operations and activities, to avoid significant and unintended impact on the safety and health of people, on property and on the environment, and to comply with laws and regulations relating to HSE. The goal is to ensure that Baron's joint venture partners and third-party companies that operate on Baron's behalf also plan, design and conduct joint operations and operate joint property consistent with Baron's HSE Plan and with the laws and regulations relating to HSE while behaving in a manner consistent with standards and procedures generally followed in the international petroleum industry.

The Company is committed to safeguarding the environment and minimising risk to its employees, contractors and the communities in which it operates. Through developing sustainable long-term relationships with its partners and the community, Baron aims to conduct business and enhance value in a responsible manner. Both the Company and its employees will try to be recognised by regulatory agencies, environmental groups and governments in each jurisdiction where its business is conducted for its efforts to safeguard the environment.

The Board believes in its responsibility to act as a good corporate citizen to improve the quality of life in the communities in which it operates and seeks to contribute towards local cultural and educational organisations. The local community is vital to ensuring Baron's longevity and success and community members are treated with the utmost respect.

Principle Four

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

Exploration for hydrocarbons is highly speculative and involves significant degrees of risk. The Board constantly monitors the operational and financial aspects of the Company's activities and is responsible for the ongoing review of business risks and implementation of appropriate internal controls. While risks cannot be eliminated entirely, internal controls are implemented so as to reasonably minimise losses.

The optimisation of capital resources, combined with careful cost management, allows us to achieve the appropriate balance between short and long-term goals.

As a matter of course, the Company continues to review its principal risks. A number of these risks are discussed within the Strategic Report in the Company's Annual Report & Accounts along with the potential impact on the Company and the action that the Board needs to take in order to minimise these risks to an acceptable level.

At present, the Company considers its principal risks - business, financial and operational – to be the following:

- Ability to deliver a successful farmout campaign in Timor-Leste
- Cost overruns and delays, both structural and operational
- Exchange rate fluctuations – now mostly related to US\$ exposure
- Exploration and drilling uncertainties
- Oil & gas market conditions
- Management of liquid resources, cash flow and bank guarantees
- Management of fiscal regimes

- Government, regulatory and community actions

The Company adheres to its financial position and prospects procedures memorandum (FPPPM), which sets out a framework of internal financial controls, the effectiveness of which is reviewed by the executive management, the Audit Committee, and the Board in light of an ongoing assessment of significant risks facing the Company.

The Board is responsible for reviewing and approving overall Company strategy, approving revenue, capital budgets and plans, and for determining the financial structure of the Company. All material contracts and expenditures are approved by the Board. Monthly results and variances from plans and forecasts are reported to the Board, together with forecasts for the current financial year and into the following year.

The Audit Committee assists the Board in discharging its duties regarding financial statements, accounting policies and the maintenance of proper internal business, operational and financial controls.

In addition, Directors are covered by the relevant Directors' and Officers' liability insurance and all drilling operations are appropriately insured.

Baron Oil's company policies include guidance on matters such as business integrity and include a separate policy relating to anti-bribery and corruption issues.

Principle Five

Maintaining the Board as a well-functioning, balanced team led by the Chair

The Baron board consists of two executive directors, a consultant who manages the Timor-Leste project, who is also a Board Director and two independent non-executive Directors.

- John Wakefield, a solicitor by training, is the independent non-executive Chairman;
- Andrew (Andy) Yeo, an experienced financier, is Chief Executive Officer;
- Jon Ford, a senior geological explorationist, is Technical Director;
- Dr Andrew (Andy) Butler, an experienced consultant geologist is Director, Asia Pacific;
- Keith Bush, an experienced petroleum engineer, is an independent non-executive director
- Geoffrey Barnes, previously the Company's Finance Director, continues to be employed part-time as Financial Controller and Company Secretary.

The Directors are not obliged to commit the whole of their time to the Company's business and are entitled to hold other directorships as well as being able to enter consultancy arrangements. They are, however, required to devote such proportion of their time, attention and abilities during normal business hours as may be reasonable and necessary for the proper performance of their duties as Directors and to ensure that they continue to discharge such duties in a timely manner. They are required to inform the Company of any proposed arrangements for work outside the Company prior to taking such positions. At the date of this Statement, each of the Directors has other private interests and duties.

The Board is satisfied that it has a suitable balance between independence on the one hand and knowledge of the Company and industry on the other to enable it to discharge its duties and responsibilities effectively. Together, the Board combines a broad range of business, commercial and other relevant experience.

The Company has effective procedures in place to monitor and deal with conflicts of interest. The Board is aware of the other commitments and interests of its Directors, and changes to these commitments and interests are reported to and, where appropriate, agreed with the rest of the Board.

The Board delegates certain decisions to an Audit Committee and Remuneration Committee. Details of these committees can be found under Principle Nine below and in the Company's Annual Report & Accounts.

During the year ended 31 December 2022, 10 Board meetings took place. The table below shows the attendance record of each meeting:

Number of Board meetings held in 2022	Number of meetings attended by each Director			
	John Wakefield	Andy Yeo	Jon Ford	Keith Bush*
10	10	10	10	1

* Keith Bush was appointed as a Director on 15 November 2022 after which one further board meeting was held during the year

Principle Six

Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities

The Board is satisfied that, between the Directors, it has the effective and appropriate balance of skills and experience required at this stage of its development, which includes managerial, technical, financial and City expertise. An overview of the Directors' CVs is included below.

John Wakefield (67), Independent Non-executive Chairman

John is an experienced quoted company director, corporate financier and nominated adviser. He qualified as a solicitor with McKenna & Co and lectured in law at the University of Newcastle before moving into corporate finance. He is currently a Non-executive Director of Acuity RM Group plc (LSE:DRUM) and has been a member of the AIM Advisory Group, chairman of the London Stock Exchange Regional Advisory Group for the South West, and chairman of South West Angel and Investor Network Limited (SWAIN). He holds a Bachelor of Civil Law degree from Oxford.

John is Chair of the Audit Committee and a member of the Remuneration Committee

Andrew (Andy) Yeo (60), Chief Executive Officer

Andy has significant expertise in the oil and gas sector, having had a variety of roles including private equity and operational and financial experience in exploration and production activities as CFO of Wessex Exploration PLC. In addition, he brings 20 years' experience in multi-discipline corporate advisory services, having worked for UBS and ABN AMRO Hoare Govett before becoming a founder member of Evolution Securities, where he was a board member and Executive Director. He holds a BA (Hons) in Economics from the University of Essex.

Jon Ford (62), Technical Director

Jon has nearly 40 years' experience in the upstream oil and gas industry in a variety of roles in petroleum geoscience and senior management. Following an initial 10 years with BP in the UK, the Netherlands, Italy and Indonesia, Jon has worked worldwide in the junior sector as a senior technical manager for listed oil companies including Clyde Petroleum, Paladin Resources and Stratic Energy, and advised multiple clients as a consultant. Jon has a BSc in Geology & Geophysics from Durham University and is a Fellow of the Geological Society.

Dr Andrew (Andy) Butler (52), Director, Asia Pacific

Andy has over 27 years of experience in the oil & gas sector and is CEO of SundaGas Pte Ltd ("SGPL"). Previous roles have included VP of business development at Mitra Energy Ltd (now Jadestone Energy Plc) and new ventures manager and a principal consultant geologist at BG Group. He is currently the First Vice President of the South-East Asia Petroleum Exploration Society (SEAPEX) and is a Fellow of the Geological Society and the Society of Petroleum Engineers. He has a Ph.D in Geology from the University of Cambridge and a B.A. in Geology from the University of Oxford.

Keith Bush (54), Independent Non-executive Director

Keith is an experienced quoted company director having worked for over 30 years in the energy industry. He has a petroleum engineering background, with significant experience in the oil and gas sector. Previously he has worked for Amerada Hess, Burlington Resources and E.ON Ruhrgas, before joining AIM quoted Northern Petroleum plc, initially as COO and later as CEO. Keith is currently COO at TelosNRG Limited, an advisory consultancy which he co-owns. He holds a degree in Physics from the University of Manchester.

Keith is Chairman of the Remuneration Committee and a member of the Audit Committee

The Directors' service contracts, appointment letters and consultancy arrangements are available for inspection at the Company's registered office and at the AGM.

Each member of the Board is committed to spending sufficient time on Continuing Professional Development (CPD) activities. CPD is important because it delivers benefits to the individual, their profession and, last but not least, the Company they represent.

In a highly technical industry, the Directors are able to keep their skill sets up to date through membership of their respective professional bodies, which also requires them to maintain ethical

standards, attendance at industry conferences, and as a result of interaction with the academic and industry groups with which they work. In addition, through their involvement with other listed and private companies the Directors are exposed to a diversity of opinions and inputs ensuring that the Company can operate with an open not inwards-looking culture. Continuous engagement in the Company's activities including regular operational updates ensures professional competency is maintained.

The Board is kept abreast of developments of Governance and AIM Market regulatory matters. The Company's lawyers, Armstrong Teasdale LLP, provide updates on corporate & governance matters and the Company's NOMAD, Allenby Capital Limited, provides refresher training as well as initial training as part of a new Director's onboarding programme.

The Directors regularly attend and have previously presented at trade and technical sessions such as BEOS, PETEX, the North American Prospect Expo (NAPE) Summit Conference, the Timor-Leste Oil & Gas Summit, the Oil & Gas Council and Proactive Capital. Company representatives are also active participants in the Petroleum Exploration Society of Great Britain (PESGB); the Energy Group of the Geological Society; the North-West Europe Scout Group (NWES); the Latin America, Caribbean Area Scout Group (LACAS); the Former Soviet Union/Eastern Europe Scout Group (FSU-EE); and the London Asia Oil Scout Group (LAOS).

Last year, the Board completed a bespoke 2 day workshop, led by consultancy firm BluEnergy, around Energy Transition and matters pertaining to Carbon Capture and Storage.

If required, the Board has access to a range of external professional advisers, including but not limited to, accountants, lawyers, technical consultants and a nominated adviser, as required under the AIM Rules.

Principle Seven

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

Key Performance Indicators (KPIs) for 2022 were:

- to complete the analysis of seismic reprocessing and other technical studies so as to be in a position to make a decision whether to drill on Chuditch by Q4 2022 and to advance a farmout process to facilitate a drilling programme in 2023 in accordance with our PSC commitments;
- on the P2478 Dunrobin prospect, complete the seismic reprocessing and other technical studies in good time for subsequent analysis and interpretation so as to satisfy our Licence commitment with a "drill or drop" decision in advance of the July 2023 deadline;
- continue to review and access potentially high impact new ventures that meet our investment criteria.

We successfully progressed the Chuditch and Dunrobin assets to their key evaluation points during 2022 signalled by the publication of CPRs on both assets in early 2023. In particular, the independent assessment of approximately 1.1Tcf of gross Pmean Contingent Resources for the Chuditch-1 discovery underpins the value of the Timor-Leste project.

Our search for new venture opportunities to enhance and complement the existing portfolio resulted in an application as a non-operating partner for a licence in the offshore UK 33rd Round of Licensing.

The KPIs for 2023 are to:

- be in a fully informed position to make appropriate drilling decisions on a Chuditch-1 appraisal well and a Dunrobin West exploration well;
- continue to explore funding opportunities with a view to securing finance to advance these core projects;
- support and progress the UK 33rd Round licence application and actively pursue other new ventures;
- ensure that the company remains sufficiently funded for current operations and thereafter that plans and funding arrangements are in place prior to making major commitments.

Thereafter it is the role of the Non-executive Chairman to assess the individual contributions of each of the members of the team to ensure that their respective contributions are relevant and effective, that they are committed and, where relevant, they have maintained their independence.

Principle Eight

*Promote a culture that is based on
ethical values and behaviours*

The Board recognises that a corporate culture based on sound ethical values and behaviours is an asset. The Company operates in international markets and is careful to ensure it operates in conformity with its listing regulations as well as the social, legal, religious and cultural requirements of the countries in which it operates. Through developing sustainable long-term relationships with its partners and the community, Baron aims to conduct business and enhance value in a responsible manner.

The Company aspires to achieve the highest standards of HSE performance as the Board wishes to earn the confidence of those the Company works with and for it to be a good corporate citizen. To achieve the high standards of health, safety and environmental protection to which the Board is committed, it will:

- Actively protect the environment in its areas of operation by preventing pollution, making efficient use of energy and natural resources, reducing emissions and avoiding waste;
- Comply with all applicable laws, rules and regulations;
- Ensure that all contractors and employees understand their HSE responsibilities, are trained, and have the appropriate resources to meet them;
- Identify, assess and effectively manage risks and re-evaluate those risks following significant changes to operations, facilities or personnel;
- Ensure appropriate preparation and handling of emergencies;
- Ensure that responsibility for health, safety and environmental matters is a condition of employment for all of the Company's personnel, contractors and consultants.

The Board is committed to conduct all its business in an honest and ethical manner. The Directors take a zero-tolerance approach to bribery and corruption and are committed to acting

professionally, fairly and with integrity in all the Company's business dealings and relationships, wherever it operates, and to implementing and enforcing effective systems to counter bribery and corruption. Baron Oil upholds all laws relevant to countering bribery and corruption in all the jurisdictions in which it operates. In particular, it adheres to the laws of England & Wales, including the Bribery Act 2010, in respect of conduct in all jurisdictions in which it operates.

Due to the current size of the Company, the Board does not feel it necessary to formally adopt a whistle-blower policy. Instead, the Directors and any employees and consultants are encouraged to raise such matters, initially with the Non-executive Chairman, who can then discuss their concerns with the rest of the Board as appropriate.

The Company seeks to keep employees, contractors and consultants informed and involved in the operations and progress of the business.

The Company is an equal opportunity employer and seeks to hire, promote and retain highly skilled people based on merit, competence, performance, and business needs. The Company is committed to employment policies which follow best practice, based on equal opportunities for all employees, irrespective of ethnic origin, religion, political opinion, gender, marital status, disability, age or sexual orientation. Existing employees who become disabled will have the opportunity to retrain and continue in employment wherever possible.

Principle Nine

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

We believe the Board is adequately staffed and skilled for the current role that is expected of it. As the Company expands, further additions to the team will be made as appropriate.

The Board is responsible for the long-term success of the Company and there is a formal schedule of matters reserved to the Board.

The roles of the Board are as follows:

- The Non-executive Chairman role is to provide a creative contribution to the Board by providing independent oversight and constructive challenge to the Executive Directors.
- The Chief Executive Officer is responsible for running the business of the Board including oversight of the finances and for ensuring appropriate strategic focus and direction.
- The Technical Director is responsible for the technical aspects of the Company including managing operations where required. As an Executive Director he acts alongside and in tandem with the Chief Executive.
- The Independent Non-executive Director (INED) acts as a sounding board for the chairman, serves as an intermediary for the other directors and is available to shareholders if they have concerns. The INED also chairs such board meetings which deal with the succession of the chairman and the chairman's annual performance evaluation.

As part of the workings of the Board, a number of oversight committees are in place to ensure control over certain financial and non-financial matters.

The Audit Committee

The Audit Committee's terms of reference include the review of the Company's Interim and Annual financial statements, review of internal controls, risk management and compliance procedures, consideration of the Company's accounting policies and all issues with the annual audit. As in previous years, the committee has satisfied itself that the most recent Annual Report and financial statements are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's performance, business model and strategy.

The Audit Committee is comprised of its two independent Directors, with John Wakefield as Chairman and Keith Bush as the other member. In line with the norm, the Audit Committee is composed entirely of non-executives. As noted above, we clearly delineate the roles of the Board. The Chief Executive who is responsible for overseeing the financial management of the Company is therefore not a member of the Audit Committee.

The Audit Committee meets at least twice a year. By way of oversight, the external auditors can meet with member(s) of the Audit Committee without any other executive management being present.

Remuneration Committee

As an AIM listed company, the preparation of a Remuneration Committee report is not an obligation. However, the Company seeks to provide information that is appropriate to its size and organisation. As a result, the Remuneration Committee is comprised of its two independent Directors with Keith Bush as Chairman and John Wakefield as the other member. The Remuneration Committee is responsible for the development of policy on Executive, Non-executive and senior management remuneration.

The Committee's policy is to provide a remuneration package which will attract and retain individuals with the ability and experience required to manage the Company. The Remuneration Committee takes into account both Company and individual performance, market value and sector conditions in determining remuneration. This includes benchmarking against the Company's key performance indicators (KPIs), details of which are contained within Principle Seven of this document. The Company maintains a policy of paying fair salaries compared with peer companies in the independent oil and gas sector. All current salaries are without pension benefits. Notice periods for Executive Directors are 12 months.

The incentive opportunities available for the management team consists of four main elements. Base Salary, Benefits, Share Options and Discretionary Bonuses. As part of these arrangements the Company has created an Enterprise Management Incentive (EMI) share option scheme. The EMI is an HMRC approved tax efficient option scheme that enables companies to attract and retain key staff by rewarding them with equity participation in the business.

Base salaries are reviewed annually or when individuals change positions or responsibility, or the Company's situation changes. The Remuneration Committee meets as required, but at least twice a year. No Director can take part in discussions or vote on matters pertaining to their individual performance or remuneration.

Nominations Committee

Due to the small size of the Company, it is not considered necessary to have a separate Nominations Committee at this time. Instead, this role is fulfilled by the Board as a whole. The Board also reserves to itself the process by which a new Director is appointed.

Each committee has access to such resources, information and advice as it deems necessary, at the cost of the Company, to enable the committee to discharge its duties.

Baron Oil is committed to strict policies governing when Directors or employees wish to deal in the shares of the Company, including the procedures to be followed. These policies also govern the prevention of dissemination of inside information about the Company's activities.

Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall not be less than two but shall not be subject to any maximum number; no shareholding qualification for Directors shall be required.

At the time of publication of this document, John Wakefield owned 20,000,000 ordinary shares; Andy Yeo owned 193,000,000 ordinary shares and held 540,000,000 ordinary shares under option; Jon Ford owned 22,500,000 ordinary shares and held 320,000,000 ordinary shares under option; Dr Andy Butler owned 628,601,442 ordinary shares and held 175,000,000 ordinary shares under option; and Keith Bush, appointed on 15 November 2022, held no ordinary shares. In total, there are 1,357,500,000 ordinary shares under option, which represents 6.6% of the fully diluted share capital of the Company.

The business of the Company shall be managed by the Board which may exercise all powers of the Company. The Board may delegate any of its powers, authorities and discretions to any committee consisting of such person or persons as it thinks fit provided that the majority of the members of the committee are Directors.

At every AGM, one-third of the Directors, or if their number is not three or a multiple of three, the number nearest to but not exceeding one-third (unless there are fewer than three Directors, in which case one of those Directors) shall retire. The Directors to retire by rotation on each occasion (both as to number and identity) shall be determined by the composition of the Board at the start of business on the date of the notice convening the AGM and shall comprise: first, any Director who wishes to retire and not to offer himself for re-election; and secondly, those who have been longest in office since their last appointment or reappointment.

The Board may appoint a person who is willing to act to be a Director, whether to fill a vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with the Company's Articles. Any Director so appointed shall hold office only until the subsequent AGM and shall not be considered in determining the Directors or the number of Directors who are to retire by rotation at the meeting. If not reappointed at such AGM, he shall vacate office at the conclusion of the meeting. No person shall be disqualified from being appointed a Director, and no Director shall be required to vacate his office, by reason only of the fact that he has attained the age of seventy years or any other age.

Questions arising at a Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote; and the quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be two. A meeting of the Board at which a quorum is present shall be

competent to exercise all powers, authorities and discretions for the time being vested in or exercisable by the Board. The Company Secretary shall be appointed by the Board.

All Directors can take independent professional advice in the furtherance of their duties, if necessary, at the Company's expense.

Principle Ten

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

The Company communicates with shareholders through the normal regulatory channels such as the Annual Report and Financial Statements, full-year and half-year announcements, business updates and the AGM. In addition, Baron also conducts company presentations, undertakes one on one meetings and correspondence, investor roadshows and attends and speaks at investor conferences. During 2022, the Board conducted two Webinars for existing and potential new Shareholders.

On 29 June 2023, the Company held its 2023 AGM, where the six resolutions proposed were duly passed unanimously on a show of hands.

The detailed results of voting on all resolutions are not posted to the Group's website or announced, as the Board feels that these results in recent years have been unambiguous and non contentious.

In relation to the details of the outcome of voting at the 2023 AGM, the Company has provided percentage proxy voting in favour of the six resolutions, which was as follows:

Resolution	% of ordinary shares voted For*
1. To receive the Accounts for the financial year ended 31 December 2022	99.4
2. To appoint Gravita Audit Limited as auditors of the Company and to authorise the Directors to determine their remuneration.	99.1
3. To re-appoint Mr John Wakefield as a Director of the Company	82.5
4. To re-appoint Mr Keith Bush as a Director of the Company	98.5
5. To authorise the Directors to allot securities	76.3
6. To disapply statutory pre-emption rights	90.7

** Votes 'For' include votes giving the Chairman discretion. 'Votes Withheld' are not votes in law and has not been counted in the calculation of the proportion of the votes 'For' a resolution. The above resolutions are set out in full in the Company's Notice of 2023 AGM dated 22 May 2023.*

Ahead of the 2023 AGM the Company presented an online Q&A session on 20 June 2023, which was open to all existing and prospective shareholders and in the period up to the 2023 AGM the Company reached out to many of its larger shareholders. The Company was pleased with the level of shareholder engagement and interaction at the 2023 AGM and notes the voting in relation to certain of the resolutions above, which were all passed with a clear majority, which the Board has considered. Given the Company's shareholder engagement actions described above, which it intends to continue, the Board does not believe that any further actions are required to understand the reasons behind the voting at the 2023 AGM or otherwise. The Board anticipates that it will conduct a similar pattern of shareholder engagement ahead of next year's AGM. A copy of the Company's 2023 AGM presentation is available from the Company's website.

All Company announcements are released without delay via a regulatory information service (RIS) and the Board ensures that announcements are written in a clear and informative manner. RIS announcements provide updates to stakeholders on all material issues related to the Company, including annual and financial reports, annual and general meeting announcements, voting results of the meetings, Board changes, acquisitions, divestments and operational updates.

The Chief Executive is responsible for ensuring there is appropriate communications with major shareholders and other shareholders who wish to be part of a dialogue. The Company also retains an investor relations adviser to assist with shareholder communications.

A range of corporate information (including all Company announcements and presentations) is also available to shareholders and the public on the Company's corporate website, which include the following:

- Articles of Association
- Health, Safety and Environment Plan and Policy
- Anti-Bribery and Corruption Policy
- AIM Rule 26 Regulatory Information
- Information on the Board of Directors
- Directory of Company Advisers
- Information on Major Shareholders
- Dealing Code and Company Wide Dealing Policy
- Regulatory and Press Releases
- Annual Reports and Accounts
- Unaudited Interim Results (under Regulatory News and Alerts)

A statement of Remuneration Policy is included in the Company's Annual Report & Accounts, accompanying details of the Directors' remuneration. The Company's Audit Committee does not produce a public report on its work over the year, as its work and any key findings are communicated to the Board.

Audit Committee

The Audit Committee is comprised of the two independent Non-executive Directors with John Wakefield as Chairman and Keith Bush as the other member. During the period under review the Audit Committee met to review the Interim Report and the Annual Report, to consider the suitability and monitor the internal control processes and to review the financial procedures of the Company. There were 2 Audit Committee meetings during the year to 31 December 2022. The Audit Committee reviews the findings of the external auditors and reviews accounting policies and material accounting judgements. The independence and effectiveness of the external auditor is reviewed annually, and the Audit Committee meets at least once per financial year with the auditors to discuss their independence and objectivity, the Annual Report, any audit issues arising, internal control processes, auditor appointment and fee levels and other appropriate matters.

Remuneration Committee

The Remuneration Committee is comprised of two independent Non-executive Directors with Keith Bush as Chairman and John Wakefield as the other member. The Remuneration Committee provides a formal and transparent review of the remuneration of the Executive Directors and senior employees and makes recommendations to the Board on individual remuneration packages. There were 2 Remuneration Committee meetings during the year to 31 December 2022. The scope of work includes the award of non-contractual performance related bonuses and share options. Remuneration packages are designed to reward, motivate, retain and recruit individuals. Bonuses are only paid in recognition of performance.

Further information regarding the Audit Committee and Remuneration Committee can be found under Principle Nine and Principle Five above and in the Company's Annual Report & Accounts.