

DATED July 2017

**ALTUS STRATEGIES PLC**

---

**AIM COMPLIANCE CODE**

---



Tel +44 (0)370 903 1000 Fax +44 (0)370 904 1099 mail@gowlingwlg.com www.gowlingwlg.com

## CONTENTS

CLAUSE	HEADING	PAGE
	ALTUS STRATEGIES PLC.....	1
	AIM RULES COMPLIANCE CODE .....	1
1	INTRODUCTION.....	1
2	PRINCIPLES .....	2
3	GENERAL OBLIGATION TO DISCLOSE PRICE SENSITIVE INFORMATION (AIM RULES 10 & 11).....	3
4	ROUTINE OBLIGATIONS TO DISCLOSE (AIM RULE 17).....	5
5	REPORTING AND FINANCIAL INFORMATION .....	8
6	MAINTENANCE OF WEB SITE (AIM RULE 26) .....	9
7	RESTRICTIONS ON DEALINGS (AIM RULE 21) .....	11
8	DISCLOSURE OF CERTAIN TRANSACTIONS (AIM RULES 12 TO 16).....	13
9	RESPONSIBILITIES.....	16
	APPENDIX 1 AIM RULES.....	1
	APPENDIX 2 NOMAD RULES.....	1
	APPENDIX 3 AIM DISCIPLINARY PROCEDURES AND APPEALS HANDBOOK.....	1

## ALTUS STRATEGIES PLC

### AIM RULES COMPLIANCE CODE

Adopted by Resolution of the Board of Directors of Altus Strategies plc in July 2017.

#### 1 INTRODUCTION

- 1.1 This document sets out the policy of Altus Strategies plc (the "**Company**") on compliance with the AIM Rules for Companies (the "**AIM Rules**") issued by the London Stock Exchange plc ("**LSE**"). The policy applies whilst the Company is quoted on AIM.
- 1.2 The Directors are responsible for ensuring compliance by the Company with its obligations under the AIM Rules from the date of its shares being admitted to trading on AIM, which state at Rule 31 that an AIM company must:
- (a) have in place sufficient procedures, resources and controls to enable it to comply with the AIM Rules;
  - (b) seek advice from its nominated adviser regarding its compliance with the AIM Rules whenever appropriate and take that advice into account;
  - (c) provide its nominated adviser with any information it reasonably requests or requires in order for that nominated adviser to carry out its responsibilities under the AIM Rules and the AIM Rules for Nominated Advisers ("**Nomad Rules**") and the, including any proposed changes to the board of directors and provision of draft notifications in advance;
  - (d) ensure that each of its directors accepts full responsibility, collectively and individually, for its compliance with the AIM Rules; and
  - (e) ensure that each director discloses to the AIM company without delay all information which it needs in order to comply with AIM Rule 17 insofar as that information is known to the director or could with reasonable diligence be ascertained by the director.

- 1.3 Sections 3 to 8 of this document summarise the principal obligations to be observed by the Company. These obligations are contained in the AIM Rules. References to the Rules, or any particular Rule in these sections are references to the AIM Rules or the specific rule of the AIM Rules.
- 1.4 In particular, compliance with the obligations relating to disclosure is regarded by the LSE as essential to the maintenance of an orderly market in securities and ensures that all users of the market have simultaneous access to the same information.
- 1.5 Failure by the Company to comply with the AIM Rules may result in the LSE taking one or more courses of action. These include issuing a warning notice, fining or censuring the Company and even suspending trading in, or cancelling the admission of, the Company's securities. In each case, it is open to the LSE to publish the fact of the measures taken against the Company.
- 1.6 The LSE may, from time to time, amend the AIM Rules and the Company will be expected to comply with any such amendments.
- 1.7 In addition to the AIM Rules, the Company and its Directors should also be aware of the Nomad Rules, which set out the responsibilities and obligations of the Company's Nominated Adviser (the "**Nomad**"), and the AIM Disciplinary Procedures and Appeals Handbook, each of which are appended hereto.

## **2 PRINCIPLES**

- 2.1 The Company will:
- (a) comply at all times with the AIM Rules;
  - (b) maintain in place sufficient procedures, resources and controls to ensure compliance with the AIM Rules; and
  - (c) seek advice from its Nomad in this regard and, where appropriate, act upon such advice.

- 2.2 The Board will seek advice and guidance **without delay** from its Nomad at all times in relation to any announcement that the Company may be required to make under the AIM Rules.
- 2.3 The Company is required to provide to the Nomad such information as the Nomad may reasonably request or require to enable it to carry out its responsibilities under the AIM Rules and the Nomad Rules. Specifically, the Company must inform the Nomad in advance of any proposed change to the Board.
- 2.4 The Board will promptly inform the Nomad in respect of any new developments which are not public knowledge concerning a change in:
- (a) the Company's financial condition;
  - (b) the Company's sphere of activity;
  - (c) the performance of the Company's business; or
  - (d) the expectation of the Company's performance.
- 2.5 The Board will supply any information requested by the Nomad **without delay**.
- 2.6 The Nomad will be able to contact at least one member of the Board at any time.
- 2.7 The Board will ensure that all meetings of the Board and Shareholders are properly and accurately minuted. If required, minutes of the meetings will be provided to the Nomad and the LSE.

### **3 GENERAL OBLIGATION TO DISCLOSE PRICE SENSITIVE INFORMATION (AIM RULES 10 & 11)**

- 3.1 Rule 11 of the AIM Rules contains general obligations of disclosure that require the Company to notify a Regulatory Information Service provider ("**RIS**") (usually undertaken by the Company's Nomad or PR adviser) approved by the FCA for the distribution to the public of

regulatory announcements without delay of any new developments which are not public knowledge, such as a change in:

- (a) its financial condition;
- (b) its sphere of activity;
- (c) the performance of its business; or
- (d) its expectation of its performance;

which, if made public, would be likely to lead to a substantial movement in the price of the Company's securities. This general duty underlies many of the more specific obligations to make announcements set out in the AIM Rules, but the general requirements are additional to this and may be invoked where none of the specific obligations is relevant. If Directors are uncertain as to whether any information may affect the market price of the Company's securities, they should consult the Company's Nomad as soon as possible.

- 3.2 Information which is expected to be price-sensitive should be released immediately and should be notified to an RIS, which the Company is under a duty to appoint and retain under Rule 10 of the AIM Rules (although, in practice, this is usually undertaken by the Company's Nomad).
- 3.3 The Directors must also make more routine announcements (some of which are contained in more specific obligations in the AIM Rules (see the summary in Clause 4 below)).
- 3.4 Any announcement must not be misleading, false or deceptive and must not omit anything likely to affect the import of such information and must be notified to an RIS provider no later than it is published elsewhere (Rule 10). However, care should be taken to avoid making a premature announcement when the whole picture cannot be revealed which might result in the market being misled. Every circumstance must be judged on its merits and early consultation with the Company's Nomad is essential.

3.5 As a general rule, Directors should also take extreme care over what is said to analysts or they risk, at the very least, censure by the LSE. Directors should not disclose information falling within the definition of "price sensitive information" as described in Rule 11 to such persons unless an announcement is also made to the market as a whole at the same time. In any event, before the Company discloses any information to analysts, it must first discuss the proposed disclosure with its Nomad.

#### **4 ROUTINE OBLIGATIONS TO DISCLOSE (AIM RULE 17)**

4.1 Rule 17 provides that the Company must notify an RIS **without delay** (or as stated) on the happening of certain events, as listed below. It is generally accepted that "**without delay**" means that an RIS must be notified as soon as possible and, in any event, prior to the close of the business day following the day on which information was known or should have been known.

4.2 Each Director shall ensure that that he discloses to the Company all information of which he is aware and is required to be disclosed pursuant to Rule 17. This includes *inter alia* the following information:

- (a) any unspent convictions in relation to indictable offences;
- (b) details of any bankruptcies or individual voluntary arrangements;
- (c) details of any receiverships, compulsory liquidations, creditors' voluntary liquidations, administrations, company voluntary arrangements or any composition or arrangement with its creditors generally or any class of its creditors of any company where the Director was a director at the time of or within the twelve months preceding such events;
- (d) details of any compulsory liquidations, administrations or partnership voluntary arrangements of any partnerships where the Director was a partner at the time of or within the twelve months preceding such events;

- (e) details of receiverships of any asset of such director or of a partnership of which the Director was a partner at the time of or within the twelve months preceding such events; and
- (f) details of any public criticisms of such director by statutory or regulatory authorities (including recognised professional bodies), and whether the Director has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

#### **Change in Nomad and/or Broker**

- 4.3 Upon the resignation, dismissal or appointment of its Nomad or broker, the Company must notify an RIS without delay.
- 4.4 Under AIM Rule 17, the Company must notify an RIS without delay of any changes to any significant shareholders' voting rights (significant shareholders being persons holding 3 per cent. or more of a class of quoted securities in the Company) if the percentage of voting rights which he holds (directly or indirectly) reaches, exceeds or falls below 3 per cent., and each 1 per cent. threshold thereafter up to 100 per cent. Such notifications should include the information specified in Schedule 5 of the AIM Rules, insofar as it has such information.

#### **Notification of Directors' Dealings**

- 4.5 Article 19 (1) of MAR imposes notification requirements for all Directors, Applicable Employees or persons discharging managerial responsibilities ("**PDMRs**") (together considered to be "**Relevant Persons**") and persons closely associated with them ("**Persons Closely Associated**").
- 4.6 Article 19(3) of MAR also imposes notification requirements on the Company. The Company must ensure that the information that it is notified (in accordance with article 19(1) of MAR) of transactions by all Relevant Persons and Persons Closely Associated is made public by notifying an RIS promptly and no later than within three business days of the transaction date. MAR introduces a de minimis threshold of €5,000 per calendar year below which transactions by Relevant Persons and Persons Closely Associated do not need to be reported. The

threshold must be calculated by adding, without netting, all relevant share dealings in the Company. Once this threshold has been reached, any subsequent transaction will trigger a notification to the FCA (and the public) no later than three business days after the date of the transaction.

- 4.7 Given that Article 19 of MAR includes notification requirements which apply to issuers, Director's dealings have been deleted from the list of information in AIM Rule 17 which is required to be notified without delay and instead new guidance to AIM Rule 17 in respect of Directors' dealings signposts an AIM Company's obligations under Article 19 of MAR. As noted above, the Company will (and is obliged to) notify its nominated adviser of all dealings by Relevant Persons or Persons Closely Associated in the Securities of the Company and all notifications received pursuant to AIM Rule 17 for release to a RIS.

### **Board Changes**

- 4.8 The Company should notify its Nomad without delay of any intention to appoint a Director, allowing sufficient time for appropriate due diligence procedures to be undertaken and required disclosure under the AIM Rules to be agreed, prior to the appointment being made.
- 4.9 Upon the resignation, dismissal or appointment of any Director, the Company must notify an RIS without delay.
- 4.10 The notification must include the date of such occurrence and, for an appointment, the information set out in Schedule 2 of the AIM Rules, relating to all directorships held by that new Director over the previous five years, any unspent convictions, details of bankruptcies, receiverships or any public criticisms of that new Director by any statutory or regulatory authorities (see paragraph (g) of Schedule 2 of the AIM Rules for further details) as well as any changes in these details for any director.

### **Material Changes in Performance**

- 4.11 The Company must notify an RIS without delay of any material change between its actual trading performance or financial condition and any profit forecast, estimate or projection included in an admission document or otherwise made public on its behalf.

## **Other Disclosures**

4.12 The Company must also notify an RIS without delay of:

- (a) any decision to make any payment in respect of its quoted securities (specifying the net amount payable per security, the payment date and the record date). This includes any dividends the Company makes;
- (b) the reason for the issue or cancellation of any quoted securities by the Company, and the admission to trading (or cancellation from trading) of any securities in the Company on any other exchange or trading platform;
- (c) any change in the website address at which the information required by Rule 26 of the AIM Rules is available;
- (d) the occurrence and number of any shares taken into and out of treasury;
- (e) the admission to (or cancellation from trading) of its shares on any other exchange or trading platform; and
- (f) any change in the accounting reference date, registered office address or legal name of the Company.

## **5 REPORTING AND FINANCIAL INFORMATION**

5.1 Half-Yearly Reports (AIM Rule 18)

- (a) Rule 18 of the AIM Rules states that the Company must prepare a half-yearly report in respect of the six-month period from the end of the financial period for which financial information has been disclosed in the admission document, and at least every subsequent six months thereafter (other than for the period covered by the annual audited accounts).

- (b) These reports must be notified to an RIS without delay and, in any event, within three months of the end of the relevant period. Failure to do this could lead to the Company's suspension from AIM.

## 5.2 Annual Accounts (AIM Rule 19)

Rule 19 of the AIM Rules requires the Company to publish its annual audited accounts, prepared in accordance with International Accounting Standards. These accounts must be sent to the holders of the Company's shares without delay and, in any event, not later than six months after the end of the financial period to which they relate. Failure to comply means the Company will be suspended from AIM.

## 5.3 Publication of Documents sent to Shareholders (AIM Rule 20)

Any document provided by the Company to its shareholders (including the accounts) must also be made available on the Company's website, pursuant to Rule 26 (see below), and an electronic copy must be sent to the LSE.

## 6 MAINTENANCE OF WEB SITE (AIM RULE 26)

6.1 Rule 26 of the AIM Rules requires the Company to maintain a website on which the following information should be available free of charge:

- (a) a description of the Company's business and (where it is an investing company) its investing policy and details of any investment manager and/or key personnel;
- (b) the names and brief biographies of each of its Directors;
- (c) a description of the responsibilities of the members of the Board and details of any committees of the Board and their responsibilities;
- (d) the Company's country of incorporation and main country of operation;
- (e) a copy of the Company's articles of association;

- (f) details of any other exchanges or trading platforms on which the Company has applied or agreed to have any of its securities (including its AIM shares) admitted or traded;
- (g) the number of AIM shares in issue (noting any held as treasury shares) and, insofar as it is aware, the percentage of AIM shares that is not in public hands, together with the identity and percentage holdings of its significant shareholders. This information should be updated at least every six months and the date that it was last updated should be included;
- (h) details of any restrictions on the transferability of its AIM shares;
- (i) its annual accounts (published pursuant to Rule 19) for the last three years (or since admission if a shorter period) and all half-yearly, quarterly or similar reports published since the last annual accounts (pursuant to Rule 18);
- (j) all notifications made by the Company in the past 12 months;
- (k) the Company's most recent admission document, together with any circulars or similar publications sent to shareholders within the past 12 months;
- (l) details of the corporate governance code that the Company has decided to apply, how it complies with that code, or if no code has been adopted this should be stated together with its current corporate governance arrangements;
- (m) the fact that the Company is subject to the UK City Code on Takeovers and Mergers; and
- (n) details of its Nomad and other key advisers (as might normally be found in an admission document).

6.2 The information must be:

- (a) kept up-to-date and the website should include information as to the last date that it was updated; and
- (b) easily accessible from one part of the website, and any redirection to the user to another part of the website should be by way of a specific link.

6.3 The website should also include a statement that the information is being supplied for the purposes of Rule 26 of the AIM Rules.

## **7 RESTRICTIONS ON DEALINGS (AIM RULE 21)**

7.1 Rule 21 of the AIM Rules stipulates that an AIM company must have in place from admission a reasonable and effective share dealing policy which sets out the dealing requirements for directors and applicable employees and must, as a minimum, include the following:

- (a) the AIM company's close periods during which directors and applicable employees cannot deal;
- (b) when a director or applicable employee must obtain clearance to deal in the AIM securities of the AIM company;
- (c) an appropriate person(s) within the AIM company to grant clearance requests;
- (d) procedures for obtaining clearance for dealing;
- (e) the appropriate timeframe for a director or applicable employee to deal once they have received clearance;
- (f) how the AIM company will assess whether clearance to deal may be given; and
- (g) procedures on how the AIM company will notify deals required to be made public under MAR.

- 7.2 MAR imposes a mandatory 'closed period' of 30 calendar days before the announcement of an interim financial report or a year-end report which the issuer is obliged to make public, during which PDMRs and PCAs are not permitted to deal in the Company's shares subject to very limited exceptions and with the Company's approval.
- 7.3 Therefore, in accordance with Article 19 of MAR, dealings are prohibited (save in limited circumstances) during a “**close period**”, which is:
- (a) the period of 30 days preceding the publication of the Company's annual results (or, if shorter, the period from its financial year end to the time of publication);
  - (b) if the Company reports on a half-yearly basis, the period of 30 days immediately preceding the notification of its half yearly report to an RIS (or, if shorter, the period from the relevant financial period up to and including the time of notification);
  - (c) if the Company reports on a quarterly basis, the period of 30 days immediately preceding the notification of its quarterly results (or, if shorter, the period from the relevant financial period end up to and including the time of notification);
  - (d) any other period when the Company is in possession of unpublished price sensitive information; or
  - (e) any other time it has become reasonably probable that such information will be required by the AIM Rules to be notified to an RIS.
- 7.4 The employees who are also subject to this Rule include any employees of the Company or any of its subsidiaries or parent undertakings who are in possession of unpublished price sensitive information relating to the Company as a result of his job (regardless of his own shareholding).
- 7.5 The AIM Rules allow for certain exemptions to the Rule 21 prohibition, which include:
- (a) where Directors or applicable employees have entered into a binding commitment prior to the Company being in a close period where:

- (i) it was not reasonably foreseeable at the time of entering into this commitment that a close period was likely;
- (ii) the commitment was notified to an RIS at the time it was made; and
- (iii) where Directors or applicable employees need to sell their quoted shares in order to alleviate severe personal hardship.

7.6 The Company is to adopt a Share Dealing Code which will satisfy the requirements of Rule 21.

## **8 DISCLOSURE OF CERTAIN TRANSACTIONS (AIM RULES 12 TO 16)**

8.1 Rules 12 to 16 of the AIM Rules set out the disclosure obligations of the Company when proposing to enter into certain transactions. The obligations differ for different “**classes**” of transaction and the class within which any particular transaction falls is determined by so-called “**class tests**”.

### **Class Tests**

8.2 Under Schedule 3 to the AIM Rules, acquisitions and disposals proposed to be entered into by the Company are classified by reference to five percentage ratio tests (or “**class tests**”) which compare the size of the transaction relative to that of the Company. Broadly, the class tests consider gross assets, profits, turnover, consideration to market capitalisation and gross capital. Where any of the class tests exceed 10%, the relevant transaction is deemed to be a “**substantial transaction**”.

8.3 If there is an acquisition or series of acquisitions made during a 12-month period, where the class tests exceed 100%, or which would result in a fundamental change in the business or in a change in its business, board or voting control of the Company or (in the case of an investing company only) a material change in its investing policy, the relevant transaction will be termed a “**reverse takeover**”. Any agreement to enter into what would constitute a reverse takeover must be conditional upon shareholder approval.

- 8.4 Any disposal or series of disposals made during a 12-month period, where the class tests exceed 75% is deemed to be a disposal resulting in a "**fundamental change in business**". Any agreement to enter into what would constitute a fundamental change in business must be conditional upon shareholder approval.
- 8.5 Any transaction with a related party (as defined in the AIM Rules) which exceeds 5% in any of the class tests is termed a "**related party transaction**". Broadly, "**related party**" means any current or recent director or substantial shareholder (or any associate of either). For these purposes "**recent**" means the 12 month period preceding the transaction and "**substantial shareholder**" means anyone who holds an interest in 10% or more of the voting rights or 10% or more of any class of security quoted on AIM.
- 8.6 Transactions of a revenue nature in the ordinary course of business and transactions to raise finance which do not involve a change in the fixed assets of the Company are excluded from the "**class tests**".
- 8.7 The term "**transaction**" should be interpreted as widely as possible. There may be circumstances where a transaction can be classified, notwithstanding the fact that no "**assets**" are being acquired or disposed of. Care should be taken, for example, where the Company proposes to give certain indemnities (i.e. ones which are exceptional and under which the Company agrees to discharge any liabilities for costs, expenses, commissions or losses incurred by or on behalf of another party, whether or not on a contingent basis, and under which the maximum liability is either unlimited or would exceed 10% of the Company's profits).

#### **Obligation to Notify**

- 8.8 Substantial transactions (Rule 12) and reverse takeovers (Rule 14) must be notified to an RIS without delay after the terms of the transaction are agreed.
- 8.9 The details which must be notified are contained in Schedule 4 to the AIM Rules:
- (a) particulars of the transaction;

- (b) the consideration;
- (c) the value of the assets which are the subject of the transaction;
- (d) the profits attributable to the assets which are the subject of the transaction; and
- (e) the effect of the transaction on the Company.

8.10 Upon the announcement of a reverse takeover, the LSE will cancel trading in the Company's shares. The Company must then prepare an explanatory circular, giving details of the transaction to its shareholders and the Company, secure the approval of the reverse takeover by its shareholders in a general meeting and then apply for its shares to be re-admitted to AIM by making a formal application in the same manner as any other applicant applying for admission for the first time.

8.11 If the Company (or any of its subsidiaries or undertakings) proposes to enter into a related party transaction, then the Company must notify an RIS of the details of that transaction, disclosing:

- (a) the information specified in Schedule 4 to the AIM Rules;
- (b) the name of the related party concerned and details of the nature and extent of their interest in the transaction; and
- (c) a statement from the independent Directors that, in their opinion, having consulted with the Company's Nomad, the terms of the transaction are fair and reasonable insofar as the Company's shareholders are concerned.

### **Aggregation of Transactions**

8.12 Transactions completed during the 12 months prior to the date of the latest transaction and which:

- (a) are entered into by the Company with the same person or with persons connected with one another;
- (b) involve the acquisition or disposal of securities or an interest in one particular business; or
- (c) together lead to a principal involvement in a business activity which did not previously form part of the Company's principal activities;

must be aggregated for the purpose of determining whether the latest transaction breaches any of the class tests.

### **Consultation with Nomad**

If there is any doubt surrounding whether a transaction could fall within Rules 12 to 16 of the AIM Rules, the Company must consult its Nomad at any early stage.

## **9 RESPONSIBILITIES**

### **9.1 Board Meetings**

- (a) Steven Poulton, Matthew Grainger and Jeffrey Karoly are responsible for preparing reports to each meeting of the Board of the Company. Each is required to include in their reports information material to the operations of the Company.
- (b) The Company Secretary shall attend all Board meetings and is responsible for advising on whether information disclosed in reports to the Board is required to be disclosed under the AIM Rules.
- (c) All other Directors are also required to exercise their judgement as to whether material presented at Board meetings should be disclosed under the AIM Rules.
- (d) There will be a standing item on each agenda headed “**Disclosure Requirements**”.

- (e) The Board shall appoint the Chief Executive Officer (the “**Designated Director**”) to liaise with the Nomad at all times and, in the event that the Designated Director is unavailable, make suitable arrangements for another Director to be available, ensuring that the Nomad is provided with the appropriate contact details.
- (f) The Board must approve all disclosures under this Policy.

9.2 Between Board Meetings

9.3 Steven Poulton, Matthew Grainger and Jeffrey Karoly are required to advise the Chairman, Company Secretary and the Nomad immediately that they become aware of information which they believe should be disclosed under the AIM Rules.

9.4 Board members must notify the Chairman, Company Secretary and Nomad should they become aware of information which they believe should be disclosed under the AIM Rules. A similar procedure set out in Clause 9.1 above will be followed. For the purposes of Clauses 9.1(a) and 9.1(b), this shall include but not be limited to:

- (a) proposals to pay or make any dividend or other distribution;
- (b) proposals to alter the Company’s capital structure or borrowing requirements;
- (c) proposals to acquire or dispose of assets, other than in the ordinary course of the Company’s business;
- (d) proposals that will or might result in a change in the Company’s officers;
- (e) making any preliminary announcement of final results or announcement of interim results;
- (f) proposals by the Directors to deal in any of the Company’s securities, including the exercise of options and/or warrants; and

(g) proposals in relation to any resolution to be put to the Company's shareholders, other than ordinary business at Company's Annual General Meetings of the Company.

9.5 All persons under an obligation under this Clause 9.2 are also obliged to ensure that they are conversant with what constitutes information material to the Company's share price. They should contact the Nomad if they require further guidance on this concept.

9.6 If it is not possible to convene a Board meeting to approve an announcement, the Designated Director and the Chairman of the Board must approve the announcement to an RIS provider in conjunction with the Nomad and any press release containing important material information prior to its release to the market. In any event, the announcement shall be sent to all Board members in advance of its release.

### **Standing Requirements**

9.7 The Board will closely monitor the Company's existing financial reporting procedures. As soon as the Board is aware of any information which may require an announcement to be made under AIM Rule 11, the Nomad must be consulted immediately and an announcement shall be made without delay.

9.8 The Board or the Designated Director must, as soon as reasonably practicable, consult with the Nomad if the Company is considering to enter into any substantial transaction falling within AIM Rule 12.

9.9 The Board or the Designated Director must discuss with, and take advice from, the Nomad and the Company's lawyers before entering into or agreeing to enter in to any transaction with a related party which exceeds 5% in any of the Class Tests. After consultation with the Nomad, the Board must issue a notification without delay as soon as the terms of the transaction with a related party are agreed, disclosing the matters referred to in AIM Rule 13.

9.10 The Board or the Designated Director must discuss with, and take advice from, the Nomad as soon as reasonably practicable on any potential acquisition which may be a reverse takeover as defined by AIM Rule 14.

- 9.11 The Board or the Designated Director must discuss and seek guidance from the Nomad in respect of any disposal by the Company, which when aggregated with any other disposals or disposals over the previous 12 months exceeds 75% in any of the class tests as set out in AIM Rule 15.
- 9.12 The Board or the Designated Director must discuss with the Nomad and seek guidance in relation to the aggregation of any transactions for the purposes of determining whether AIM Rules 12, 13, 14 and/or 15 apply.
- 9.13 The Board or the Designated Director must act without delay and give notice to the Nomad in respect of any matter warranting disclosure under AIM Rule 17 and be responsible for the appropriate announcement to be made.
- 9.14 The Chairman will ensure that, under the Company's Share Dealing Code, no Director or Applicable Employee (as defined in the AIM Rules) will deal in the Company's securities in breach of the Share Dealing Code and in particular ensure that all Applicable Employees who are not Directors have been given a copy of the Share Dealing Code and will acknowledge that they have read and understood it.
- 9.15 The Board will provide to the Nomad each month a financial statement and management accounts for the Company and its subsidiaries made up to and as at the end of that month.
- 9.16 The Board or the Designated Director will notify the Nomad immediately if it becomes aware of any breach by the Company and/or any Director of the AIM Rules and request the advice and guidance of the Nomad concerning all matters relevant to the Company's compliance with the AIM Rules, where appropriate taking that advice into account.
- 9.17 The Board or the Designated Director will provide to the Nomad such information as the Nomad may request to enable compliance with the Nomad Rules.
- 9.18 The Board or the Designated Director must ensure that the website is kept up to date, and that it contains at all times the information required by AIM Rule 26 (see Clause 6 above).

### **Process of Disclosure**

- 9.19 Once it has been determined that certain information must be disclosed, the Company Secretary or the Designated Director shall be responsible for liaising with the Nomad to agree and approve the required disclosure, in order for the Nomad to disclose the information to an RIS provider as soon as is practicable.
- 9.20 Once an RIS provider has confirmed the release of the information to the market, the Company will post the information on its website and may disseminate the information to the media and/or public. It shall not do so until the confirmation from an RIS provider has been received

**APPENDIX 1**  
**AIM RULES**

**APPENDIX 2**  
**Nomad Rules**

**APPENDIX 3**  
**AIM Disciplinary Procedures and Appeals Handbook**