

PRINCIPLES TO DELIVER GROWTH

	PRINCIPLE	OVERVIEW	APPLICATION
1	Establish a strategy and business model which promote long-term value for Shareholders	<p>The board acknowledges that they need to express a shared view of the company's purpose, business model and strategy. This view must go beyond the simple description of products and corporate structures by setting out how the company intends to deliver shareholder value in the medium to long-term and demonstrating that the delivery of long-term growth is underpinned by a clear set of values aimed at protecting the company from unnecessary risk and securing its long-term future.</p>	<p>The Board is collectively responsible for the long-term success of the Company and provides effective leadership by setting the strategic aim of the Company and overseeing the efficient implementation of these aims in order to achieve a successful and sustainable business. In practise the Executive Directors prepare and present the strategic plan to the Board, which the Board challenges in order to determine the strategic priorities.</p> <p>The Company's strategy and business model is set out in the Group's annual report on pages 2 to 9 which explains how the Company generates and preserves value over the longer term and the strategy for delivering the objectives of the Company. Updates to this are provided annually within the report.</p>
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2.	Seek to understand and meet shareholder needs and expectations	<p>The Directors have developed a good understanding of the needs and expectations of all elements of the company's shareholder base. The board acknowledged it must manage shareholders' expectations and should seek to understand the motivations behind shareholder voting decisions.</p>	<p>The Company engages with its shareholders in the following ways</p> <ul style="list-style-type: none"> • Through regular RNS communications to provide updates on financial and commercial matters • Through producing comprehensive and informative reports at the half year and the year end • Through statutory meetings of shareholders which provide the opportunity for shareholder to ask questions or voice concerns • Through institutional and private shareholder and analyst meetings and events, held by our brokers, at which the Company presents. <p>Engagement success is measured by written and verbal feedback from institutional and retail shareholders. The company manages shareholder interaction using its own resources and in conjunction with its broker. The key points of contact for shareholder liaison are the Company's Chairman; Richard Cunningham, CEO; Simon Crowther and CFO; Drew Whibley.</p>

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3.	Take into account wider stakeholder and social responsibilities and their implications for long-term success	<p>The board understands that long-term success relies upon good relations with a range of different stakeholder groups both internal (workforce) and external (suppliers, customers, regulators and others).</p> <p>The board has identified the company's stakeholders and understand their needs, interests and expectations and also acknowledges within its strategy and business model matters that relate to the company's impact on society, the communities within which it operates or the environment.</p> <p>The board takes stakeholder feedback seriously and has implemented systems to garner the views from both its internal and external stakeholders.</p>	<p>The Company's business model identifies the key resources and relationships on which the business relies through its internal team structure and analysis of which takes place as part of the Company's regular board meetings.</p> <p>The Company obtains feedback from internal stakeholders through regular management and internal team meetings, employee appraisals and post project delivery evaluation sessions for its contracted suppliers. Suggestions are passed to the senior management teams via line managers.</p> <p>The Company's key external stakeholders are shareholders (dealt with above) and customers. As customer renewals are essential for the success of the Group, customer success teams have regular interactions with the customer during the course of implementation of the Group's solution and during the life of a customer contract to ensure that feedback can be provided and responded to.</p>
4.	Embed effective risk management, considering both opportunities and threats, throughout the organisation	<p>The board ensures that the company's risk management framework identifies and addresses all relevant risks in order to execute and deliver strategy;</p> <p>The company considers extended business, including the company's supply chain, from key suppliers to end-customer. When setting strategy, this includes determining the extent of the company's risk tolerance and risk appetite.</p>	<p>The key risks relating to the Company and its business are set out in the Annual Report on pages 10 to 17. The Company's board and senior management meet to assess ongoing risk and the management thereof on a regular basis.</p>

PRINCIPLES TO MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK

	PRINCIPLE	OVERVIEW	APPLICATION
5	<p>Maintain the board as a well-functioning, balanced team led by the chair</p>	<p>The board members acknowledge that they have a collective responsibility and legal obligation to promote the interests of the company and are collectively responsible for defining corporate governance arrangements.</p> <p>However, the Chair, Richard Cunningham acknowledges that the ultimate responsibility for the quality of, and approach to, corporate governance lies with him.</p> <p>The board and its committees are provided with high quality information in a timely manner to facilitate proper assessment of the matters requiring a decision or insight.</p> <p>The Company's board considers its current mix of executive and independent non-executive directors to present an appropriate balance but keeps this matter under regular review and evaluation and is mindful of the directors committing the time necessary to fulfil their roles.</p> <p>The board are supported by audit and remuneration committees that have the necessary skills and knowledge to discharge their duties and responsibilities effectively.</p>	<p>The application of this principle is set out in the Company's financial results each year.</p>

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6.	Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities	<p>The board acknowledges it must have an appropriate balance of sector, financial and public markets skills and experience, as well as an appropriate balance of personal qualities and capabilities.</p> <p>The board understands and challenges its own diversity, including gender balance, as part of its composition and keeps all elements of its composition under regular review and evaluation to ensure it evolves to reflect the mix of skills and experience required.</p>	<p>The Board is made up of members who have a wealth of necessary experience and capabilities, these are set out in more detail on page 21 of the Annual Report.</p>
7.	Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	<p>The board regularly reviews the effectiveness of its performance as a unit, as well as that of its committees and the individual directors.</p> <p>The board performance review is carried out internally and attempts to identify development or mentoring needs of individual directors or the wider senior management team, along with succession planning issues and additional skills requirements.</p>	<p>The application of this principle is set out in more detail in the Company's admission document, dated 20 June 2018, and is updated as applicable annually in the Company's financial results.</p>

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8.	Promote a corporate culture that is based on ethical values and behaviours	The board embodies and promotes a corporate culture that is based on sound ethical values and behaviours. Corporate values guide the objectives and strategy of the company and are entrenched in every aspect of the business, including recruitment, promotions, training and engagement.	The application of this principle is set out in more detail in the Company's financial statements on page 23.
9.	Maintain governance structures and processes that are fit for purpose and support good decision-making by the board	<p>The company maintains governance structures and processes in line with its corporate culture and appropriate to its:</p> <ul style="list-style-type: none"> • size and complexity; and • capacity, appetite and tolerance for risk. <p>The company's governance structures are evolved over time in parallel with its objectives, strategy and business model to reflect the development of the company.</p>	<p>Role and Responsibilities of Chairman Roles and Responsibilities of CEO Roles and Responsibilities of Non-Executive Directors Role of The Board Role of Audit Committee Role of Remuneration Committee</p> <p>See detailed narrative below</p>
	Role and Responsibilities of Chairman	<p>The Chairman is independent and from an external perspective, regularly engages with shareholders to reinforce the fact that the board is being run with the appropriate level of engagement and time commitment. From an internal perspective, he ensures that the information which flows within the board and its sub committees is accurate, relevant and timely and that meetings concentrate on key operational and financial issues which have a strategic bias, together with monitoring implementation plans surrounding commercial objectives.</p> <p>In relation to corporate governance, his responsibility is to lead the board effectively and to oversee the adoption, delivery and communication of the company's corporate governance model. He also aims to foster a positive governance culture throughout the company.</p>	
	Roles and Responsibilities of CEO	<p>The CEO and CFO, with support from the CIO and senior managers, are charged with the delivery of the business model and financial performance targets within the strategy set by the board.</p> <p>The CEO, CFO and CIO work with the Chairman and NEDs in an open and transparent way and keeps them up-to-date with operational performance, risks and other issues to ensure that the business remains aligned with the strategy.</p>	

<p>Roles and Responsibilities of Non-Executive Directors</p>	<p>The Company's Non-Executive Directors (NEDs) participate in all board level decisions and play a role in the determination and articulation of strategy. The NEDs provide oversight and scrutiny of the performance of the executive directors, whilst both constructively challenging and inspiring them, thereby ensuring the business develops, communicates and executes the agreed strategy and operates with reference to the risk management framework. In terms of skills, the Company's NEDs possess the critical skills that are relevant to dynamic companies, which includes both technical experience and the ability to positively challenge and to listen in equal measure.</p> <p>The Company's NEDs are independent to be able to provide appropriate oversight and to perform their role.</p> <p>The Company's NEDs are formally appointed with a structured induction and performance assessment process. They are expected to make an appropriate time commitment to the company in terms of being available to shareholders and sitting on board committees that have formal terms of reference.</p> <p>The Company's NEDs do not participate in performance-related remuneration schemes or have a significant interest in a company share option scheme. If performance-related remuneration would ever be considered, it would be proportionate, shareholders would be consulted, and their support would be obtained.</p>
<p>Role of The Board</p>	<p>The board of a company is responsible for setting the vision and strategy for the company to deliver value to its shareholders by effectively putting in place its business model. The board members are collectively responsible for defining corporate governance arrangements to achieve this purpose, under clear leadership by the chair.</p> <p>The Board is authorised to manage the business of the Company on behalf of its shareholders and in accordance with the Company's Articles of Association. The Board is responsible for overseeing the management of the business and for ensuring high standards of corporate governance are maintained throughout the Group.</p> <p>The Company's board is composed of a Chairman, two executive directors, two independent non-executive directors (NEDs) and a company secretary. The senior management team assist the board in delivering the strategy and are invited to board meetings to report and consult on significant developments from time to time.</p> <p>The Board of i-nexus Global plc, which is chaired by Richard Cunningham, meets a set number of times a year and at other times as necessary, to discuss a formal schedule of matters specifically reserved for its decision.</p> <p>These matters routinely include:</p> <ul style="list-style-type: none"> • Group strategy and associated risks. • Financial performance of the business and approval of annual budgets, the half year results and annual report and accounts. • Changes relating to the Group's capital structure.

	<ul style="list-style-type: none"> • Appointments to and removal from the Board and Committees of the Board (no separate nomination committee). • Risk management strategy and risk appetite. • Acquisitions, disposals and other material transactions. • Remuneration strategy. • Actual or potential conflicts of interest relating to any Director.
<p>Role of Audit Committee</p>	<p>The audit committee provides confidence to shareholders on the integrity of the financial results of the company expressed in the annual report and accounts and other relevant public announcements of the company. The audit committee challenges both the external auditors and the management of the company. It keeps the need for internal audit under review. It is responsible for the making recommendations to the board on the engagement of auditors including tendering and the approval of non-audit services for reviewing the conduct and control of the annual audit and for reviewing the operation of the internal financial controls.</p> <p>It also has responsibility for reviewing financial statements prior to publication and reporting to the board on any significant reporting issues, estimates and judgements made in connection with the preparation of the company's financial statements.</p> <p>The audit committee also has a key role in the oversight of the effectiveness of the risk management and internal control systems of the company.</p> <p>Members:</p> <ul style="list-style-type: none"> • David Firth (Chairman of the Audit Committee) • Richard Cunningham
<p>Role of Remuneration Committee</p>	<p>It is the role of the remuneration committee to ensure that remuneration arrangements are aligned to support the implementation of company strategy and effective risk management for the medium to long-term, and to take into account the views of shareholders.</p> <p>The Company's remuneration policy has been designed to ensure that it encourages and rewards the right behaviours, values and culture.</p>

	<p>The remuneration committee reviews the performance of the Executive Directors, sets the scale and structure of their remuneration and the basis of their service agreements with due regard to the interests of shareholders and reviews and approves any proposed bonus entitlement. It also determines the allocation of share options to employees.</p> <p>Members:</p> <ul style="list-style-type: none"> • Richard Cunningham (Chairman of the Remuneration Committee) • David Firth
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PRINCIPLE TO BUILD TRUST

	PRINCIPLE	OVERVIEW	APPLICATION
10	<p>Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders</p>	<p>The methods in place to ensure a healthy dialogue exists between the board and all of its stakeholders, including shareholders, to enable all interested parties to come to informed decisions about the company is described under principles 2. and 8.</p> <p>The board has established a network of communication and reporting structures between itself and all constituent parts of its shareholder base to assist the communication of shareholders' views to the board and the shareholders' understanding of the unique circumstances and constraints faced by the company.</p>	<p>The application of this principle is provided annually in the Company's financial results and the voting results of subsequent annual general and general meetings will be publicised on the Company's website as appropriate following the conclusion of such a meeting.</p>