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# Corporate Governance

Corporate Governance Statement  
SulNOx Group plc (the “Company”)

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March 2021

## Policy Reference

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## Background

The Company is committed to maintaining the highest standards in corporate governance throughout its operations and to ensure all of its practices are conducted transparently, ethically and efficiently. The Company believes scrutinising all aspects of its business and reflecting, analysing and improving its procedures will result in the continued success of the Company and deliver value to shareholders. Therefore, and in accordance with the Aquis Growth Market Apex Rule Book, (the "AQSE Rules"), the Company has chosen to formalise its governance policies by complying with the UK's Quoted Companies Alliance Corporate Governance Code 2018 (the "QCA Code").

The Board currently consists of five Directors: a Chief Executive Officer (Radu Florescu) a Chief Operating Officer (Ben Richardson), a Chief Financial Officer (Nigel Armitt) and two independent Non-Executive Directors (NEDs) being Tony Granger as Non- Executive Chairman and Kiesha Robinson. The Board considers that appropriate oversight of the Company is provided by the currently constituted Board.

### QCA Code

The 10 principles set out in the QCA Code are listed below, with an explanation of how the Company applies each of the principles and the reason for any aspect of non-compliance.

#### Principle 1 - Establish a strategy and business model, which promotes long-term value for shareholders

The strategic vision of the Company is:

***"Enabling hydrocarbon fuel users to dramatically reduce their emissions - Helping to achieve a greener, healthier existence for all"***

*Our Mission is:*

***"To provide immediate and tangible steps towards Carbon Neutrality for hydrocarbon fuel users – saving them money whilst saving the planet"***

The company is an Environmental, Social, and Governance (ESG) enabler, helping others to accelerate and meet their ESG ambitions and timelines for net zero emissions. The company provides solutions to make hydrocarbon fuels burn more efficiently whilst simultaneously lowering toxic emissions, thereby improving air quality.

The Company strategy is to sell our products to individuals, businesses, and governments globally both directly and through our Independent Sales Organisations (ISOs). SulNOx customer sectors are diverse and include transport (cars, trucks, buses, trains etc.), mining, pipelines, power stations, agriculture, marine, generators, fuel storage et al.

Our patent-pending technologies are made exclusively by Nouryon (formerly AkzoNobel) which is a multinational speciality chemical company who have a worldwide license to manufacture the products. This will enable global distribution of products in bulk quantities with short lead times.

Our business model, which outlines immediate reduction of noxious emissions, is seen as the transition between fossil fuels and other green solutions. Our low-cost infrastructure business model will produce increasing revenues with long-term value for shareholders.

The Company's business model and strategy is outlined on a yearly basis in the Chief Executive's report in the Annual Report, which will also contain Corporate Governance content in accordance with both UK legislation and the QCA Code.

## Principle 2 - Seek to understand and meet shareholder needs and expectations

The Board values the importance of interacting with our shareholders, explaining strategy and developments in the business and seeking shareholder views and opinions. We also value the input of our advisers, including our AQSE Growth Market Corporate Adviser and broker and auditors. The Board is committed to maintaining good communications and having constructive dialogue with its shareholders. Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company. As a policy, all shareholders are encouraged to attend the Company's Annual General Meeting and any other General Meetings that are held throughout the year, although the Directors recognise that this has not been possible during the pandemic lockdown and that future such meetings will be held in accordance with UK public health guidance.

Investors also have access to current information on the Company through its website [www.sulnoxgroup.com](http://www.sulnoxgroup.com) and through the Chief Executive Officer who is available to answer investor relations enquiries at: [info@sulnoxgroupplc.com](mailto:info@sulnoxgroupplc.com)

The Company provides regulatory, financial and business news updates through the Regulatory News Service in accordance with AQSE Rules.

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

There are a number of key relationships and resources that are fundamental to the Company's success, which include, amongst other things, relationships with, professional advisors, manufacturers, suppliers, contractors, ISO's (Independent Sales Organisations), employees and potential investors. These relationships are key components to the successful running of the Company's operations and are reviewed by the Board and management on a regular basis to ensure that all potential risks are mitigated. To the extent any issues or concerns come to light following such review, or upon engagement with such stakeholders, the Company seeks to address matters in an expeditious manner in order to preserve and strengthen relationships.

The Board recognises that the long-term success of the Company will be enhanced by good relations with different internal and external groups and to understand their needs, interests and expectations. The Board has established a range of processes and systems to ensure that there is ongoing two-way communication, control and feedback processes in place with to enable appropriate and timely response.

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

The Board regularly reviews the risks to which the Company is exposed and ensures through its meetings and regular reporting that these risks are minimised as far as possible whilst recognising that its business opportunities may carry an inherently high level of risk. The principal risks and uncertainties facing the Company are detailed in the Risk Factors report of the Company's Admission Document and updated in the annual report and accounts, which are available on the Company's website [www.sulnoxgroup.com](http://www.sulnoxgroup.com)

The Board has established an audit committee with formally delegated duties and responsibilities, details of which are included below. There is a report on the Audit Committee in the Annual Report.

#### Principle 5 - Maintain the Board as a well-functioning, balanced team led by the Non-Executive Chairman

The Board's role is to agree the Company's long-term direction and strategy and monitor achievement of key milestones against its business objectives. The Board meets formally at least four times a year for these purposes and holds additional meetings when necessary to transact other business. The Board receives reports for consideration on all significant strategic, operational and financial matters.

The Board is comprised of a Chief Executive Officer (CEO), a Chief Operating Officer (COO), Chief Finance Officer (CFO) and two independent Non-Executive Directors (NEDs) of which one is Non- Executive Chairman. Each Director serves on the Board until the Annual General Meeting following his election or appointment. Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director. The Board meets regularly throughout the year as deemed appropriate formally and informally, in person, through video conferencing and by telephone.

The Company constantly keeps under review the constitution of the Board and may seek to add more members as required as the Company grows and develops.

The Board as a whole considers the NEDs to be independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.

The Board has implemented an effective committee structure to assist in the discharge of its responsibilities. All committees of the Board have written terms of reference dealing with their authority and duties. Membership of the Audit and Remuneration Committees is comprised of Non-Executive Directors. The Company Secretary acts as secretary to each of these committees.

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

The Board considers the current balance of sector, financial and public market skills and experience which it embodies is appropriate for the size and stage of development of the Company and that the Board has the skills and requisite experience necessary to execute the Company's strategy and business plan whilst also enabling each Director to discharge their fiduciary duties effectively. Biographies for each member of the Board is provided on the Company's website [www.sulnoxgroup.com](http://www.sulnoxgroup.com)

All Directors, through their involvement in other listed companies as well as the Company, including attendance at seminars, forums and industry events and through their memberships of various professional bodies, keep their skill sets up to date.

The Board reviews annually, and when required, the appropriateness of its mix of skills and experience to ensure that it meets the changing needs of the Company.

The Board has access to advisory shareholders to assist in its formulation of policy with regard to its shareholders and wider interests where specific expertise is required.

The Company has a professional Company Secretary in the UK who assists the Chief Executive Officer in preparing for and running effective Board meetings, including the timely dissemination of appropriate information. The Company Secretary provides advice and guidance to the extent required by the Board on the legal and regulatory environment. In addition, the Board's finance function is supported by a CFO who is engaged by the Company to provide accounting and finance services.

#### **Principle 7 - Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement**

Review of the Company's progress against the long-term strategy and aims of the business provides a means to measure the effectiveness of the Board. This progress is reviewed in Board meetings held at least four times a year. The Chief Executive Officer's performance is reviewed once a year by the rest of the Board and measured against a definitive list of short, medium and long-term strategic targets set by the Board.

The Company conducts periodic reviews of its Board succession planning protocols which includes an assessment of the number of Board members and relative experience of each Board member vis-a-vis the Company's requirements given its stage of development, with the goal of having in place an adequate and sufficiently experienced Board at all times.

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

The corporate culture of the Company is promoted throughout its employees, contractors and advisers and is underpinned by compliance with local regulations and the implementation and regular review and enforcement of various policies including a Share Dealing Policy and Code, Anti-Corruption and Anti-Bribery and Media and Communications Policy so that all aspects of the Company are run in a robust and responsible way. This includes adherence to the principles of ESG and GDPR rules and regulations.

The Board recognises that its decisions regarding strategy and risk will impact the corporate culture of the Company and that this will impact performance. The Board is very aware that the tone and culture set by the Board will greatly impact all aspects of the Company and the way that employees behave. The development of new technologies within the carbon reduction of greenhouse gases, and the globalisation of sales and penetration of new markets can have a significant impact in the areas where the Company and its products are active, and it is important that the communities view its activities positively. Therefore, the importance of sound ethical values and behaviours is crucial to the ability of the Company to successfully achieve its corporate objectives. The Board places great importance on this aspect of corporate life and seeks to ensure that this is reflected in all the Company does.

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

The Board is responsible for setting the vision and strategy for the Company to deliver value to the Company's shareholders by effectively putting in place its business model.

The roles and responsibility of the Chief Executive Officer, Non-Executive Chairman and other Directors are laid out below:

- The Chief Executive Officer's primary responsibilities are to: implement the Company's strategy in consultation with the Board; take responsibility for the Company's projects; run the Company on a day-by-day basis; implement the decisions of the Board; monitor, review and manage key risks; act as the Company's primary spokesman; communicate with external audiences such as investors, analysts and media; and be responsible for the administration of all aspects of the Company.
- The Non-Executive Chairman's primary responsibilities are to: lead the Board and to ensure the effective working of the Board; in consultation with the Board, ensure good corporate governance and set clear expectations with regards to the Company culture, values and behaviour; set the Board's agenda and ensures that all Directors are encouraged to participate fully in the decision-making process of the Board and take responsibility for relationships with the Company's professional advisers and major shareholders.
- The other Executive Directors primary responsibilities are within their job functions remit concomitant with their roles in the Company and the Board. They participate fully in all Board level decisions and regularly report on their field of operation to the Board.
- The Company's NEDs participate in all Board level decisions and play a particular role in the determination and articulation of strategy. The Company's NEDs provide oversight and scrutiny of the performance of the Executive Directors, whilst both constructively challenging and inspiring them, thereby ensuring the business develops, communicate and execute the agreed strategy and operate within the risk management framework.
- The Company Secretary is responsible for ensuring that Board procedures are followed, and applicable rules and regulations are complied with.

The Board is supported by the audit, remuneration committees as described below.

### Audit Committee

The Audit Committee comprises two NEDs and with the CFO reporting to the Committee.

The Audit Committee reviews reports from management and from the Company's statutory auditor, relating to the interim and annual accounts and to the system of internal financial control.

The Audit Committee is responsible for assisting the Board's oversight of the integrity of the financial statements and other financial reporting, the independence and performance of the statutory auditor, the regulation and risk profile of the Company and the review and approval of any related party transactions. The Audit Committee may hold private sessions with management and the auditor without management present. Further, the Audit Committee is responsible for making recommendations to the Board on the appointment of the auditor and the audit fee and reviews reports from management and the auditor on the financial accounts and internal control systems used throughout the Company.

The Audit Committee meets at least two times a year and is responsible for ensuring that the Company's financial performance is properly monitored, controlled and reported. The Audit Committee is responsible for the scope and effectiveness of the external audit and compliance by the Company with statutory and other regulatory requirements.

With respect to the statutory auditor, the Audit Committee:

- monitors in discussion with the auditor the integrity of the financial statements of the Company, any formal announcements relating to the Company's financial performance and reviews significant financial reporting judgments contained in them;
- reviews the Company's internal financial controls and reviews the Company's internal control and risk management systems;
- considers annually whether there is a need for an internal audit function and makes a recommendation to the Board;
- makes recommendations to the Board for it to put to the shareholders for their approval in the general meeting, in relation to the appointment, re-appointment and removal of the auditor and to approve the remuneration and terms of engagement of the auditor;
- reviews and monitors the auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements;
- develops and implements policy on the engagement of the auditor to supply non-audit services, taking into account relevant external guidance regarding the provision of non-audit services by the auditor; and
- reports to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

The Audit Committee also reviews arrangements by which the staff of the Company and the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensure that arrangements are in place for the proportionate and independent investigation of such matters with appropriate follow-up action.

Where necessary, the Audit Committee obtains specialist external advice from appropriate advisers.

### Remuneration Committee

The Remuneration Committee comprises two NEDs including the Chairman.

The Remuneration Committee is responsible for considering all material elements of remuneration policy, the remuneration and incentivisation of Executive Directors and senior management (as appropriate) and to make recommendations to the Board on the framework for executive remuneration and its cost. The role of the Remuneration Committee is to keep under review the Company's remuneration policies to ensure that the Company attracts, retains and motivates the most qualified talent who will contribute to the long-term success of the Company. The Remuneration Committee also reviews the performance of the Chief Executive Officer and sets the scale and structure of his remuneration, including the implementation of any bonus arrangements, with due regard to the interests of shareholders.

The Remuneration Committee is also responsible for granting options under the Company's share option plan and, in particular, the price per share and the application of the performance standards which may apply to any grant, ensuring in determining such

remuneration packages and arrangements, due regard is given to any relevant legal requirements, the provisions and recommendations in the AQSE Rules and The QCA Code.

The Remuneration Committee:

- determines and agrees with the Board the framework or broad policy for the remuneration of the Chief Executive Officer and senior management;
- determines the remuneration of Non-Executive Directors;
- determines targets for any performance-related pay schemes operated by the Company;
- ensures that contractual terms on termination and any payments made are fair to the individual, the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- determines the total individual remuneration package of the Chief Executive Officer and senior management, including bonuses, incentive payments and share options;
- is aware of and advises on any major changes in employees' benefit structures throughout the Company;
- ensures that provisions regarding disclosure, including pensions, as set out in the (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019, are fulfilled; and
- is exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee.

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

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company.

The Company also provides regular updates on the progress of the Company, detailing recent business and strategy developments, in news releases which is available on the Company's website [www.sulnoxgroup.com](http://www.sulnoxgroup.com).

The Company's financial reports can be found on its website [www.sulnoxgroup.com](http://www.sulnoxgroup.com) The Company has elected to host its AGMs in London. The Directors believe hosting the AGM in London will enhance engagement with the Company's shareholders by making the meeting more accessible, albeit this is not currently possible during the pandemic lockdown.

The Company also participates in various investor events including conferences and presentation evenings, at which shareholders can meet with management in person to answer queries, provide information on current developments and to take into consideration shareholder views and suggestions.

The Board is always open to receiving feedback from shareholders. The Chief Executive Officer has been appointed to manage the relationship between the Company and its shareholders and will review and report to the Board on any communications received.

## Version History

Date	Author	Comments
14 March 2021	Tony Granger	Initial draft
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