

iAMCAPITAL

IAM CAPITAL CORPORATE GOVERNANCE POLICY

2022



IAM Invest Limited – Corporate Governance

The Board

The Board of iAM Capital Group Ltd consists of professionals with over 150 years of combined experience in the financial and alternative investments sector, including investment banking, real estate, renewable energy and funds of hedge funds.

The Board has one executive and four non-executive members, and it is responsible for the proper management of the Group and for its system of corporate governance.

The Board's responsibilities include the following:

- Overall strategy of the Group
- Investment, disinvestment and acquisition policy undertaken by the Group
- Approval of the annual budget and significant items of expenditure
- Consideration of significant financing matters pertaining to the Group
- Compliance with applicable laws and regulation

Remuneration Report

The remuneration of Directors is determined on behalf of the Board by the Remuneration Committee. The aim of the remuneration policy is to provide, in the context of the Group's business strategy, remuneration which will attract and retain high calibre executives and staff. In order to achieve this, total rewards are set at levels that are competitive within the relevant market. Potential rewards are earned through the achievement of objectives based on measures consistent with shareholders' interests. The terms of reference of the Remuneration Committee include (but are not limited to) the following:

- Determining and agreeing with the Board the framework or broad policy for the remuneration of the Company's Chief Executive, the Chairman, the Executive Directors, the Company Secretary and such other members of the executive management as it is designated to consider;
- Reviewing the ongoing appropriateness and relevance of the remuneration policy;
- Approving the design of and determining targets for, any performance-related pay schemes operated by the Company and approving the total annual payments made under such schemes;
- Reviewing the design of all share incentive plans and share option schemes and arrangements for approval by the Board and shareholders; and
- Overseeing any major changes in employee benefits structures throughout the Company or Group.

HR and Personnel Aspects

iAM Capital Group Ltd and its subsidiary operate a policy of equal opportunities in recruitment, promotion, and training for all their employees. The Group believes that all individuals should be treated fairly, with respect and that they are appropriately valued for their contribution to the organisation.

Internal Financial Control

The Board recognises its responsibility for the Company's system of internal control. In accepting that no system of internal control can provide absolute assurance against material loss or mis-statement, the current system of control is designed to manage risks which are inherent in the Group's business. The Board confirms that there is an ongoing process for identifying, evaluating and managing the significant risks faced by the Group.

The Audit Committee is responsible for the review of the Group's system of internal financial control for the financial year and the period up to the date of approval of the financial statements. The committee is responsible for the following:

- Monitoring the integrity of the financial statements of the Company, including its annual and interim reports, preliminary results announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues.
- Reviewing and challenging where necessary:
 - The consistency of, and any changes to, accounting policies both on a year-on-year basis and across the Company/Group
 - The methods used to account for significant or unusual transactions where different approaches are possible
 - Whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor
 - The clarity of disclosure in the Company's financial reports and the context in which statements are made
 - All material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management)

The Board has reviewed the operation and effectiveness of the Group's system of internal financial control for the financial year and the period up to the date of approval of the financial statements.

International Financial Reporting Standards ("IFRS")

Given that iAM Capital (previously known as Integrated Asset Management) was once AIM listed, it has reported its results according to IFRS since 2007.

Risk Management

The respective boards of Directors of iAM Capital and iAM Invest are responsible for the ongoing reviews of the risk management policies. Our policies ensure adherence to the investment mandate and risk profile of each individual fund we manage. In addition, we strive to ensure compliance with legal requirements and industry standards in the jurisdictions and sectors in which we operate.

Directors and Officers Insurance

The Group holds an annual Professional Indemnity and Directors and Officers insurance policy to protect the Group and its principals/employees, for claims made against it arising out of wrongful acts as defined in the policy. The policy is periodically reviewed and updated in accordance with new lines of business, legal requirements, and prevailing industry standards. All Directors and Officers within the Group are covered by this policy.

Environmental, Social, and Governance

The Group considers ESG factors in its decision-making and with regards to all asset management activities. For further details please see the firm's ESG policy.