

# 22 Governance

Company Number SC521839

Beeks<sup>1</sup>

# Corporate governance policy



The corporate governance framework which The Group operates, including Board leadership and effectiveness, Board remuneration, and internal control is based upon practices which the Board believes are proportional to the size, risks, complexity and operations of the business and is reflective of The Group's values. Of the two widely recognised formal codes, The Group decided, on admission of its shares to AIM in November 2017, to adhere to the Quoted Company Alliance's ("QCA") Corporate Governance Code for Small and Mid-Size Quoted Companies (revised in April 2018 to meet the current requirements of AIM Rule 26).

The QCA Code is constructed around ten broad principles and a set of disclosures. The Group has considered how it applied each principle to the extent that the Board judges these to be appropriate in the circumstances, and below there is an explanation of the approach taken in relation to each. The Board considers that it does not depart from any of the principles of the QCA Code.

Set out below is an explanation at a high level of how The Group currently applies the principles of the QCA Code and, to the extent applicable, those areas where The Group's corporate governance structures and practices differ from the expectations set out in the QCA Code.

We are confident that our approach to corporate governance will underpin the development of a strong organisation, well positioned to take the business to the next phase of growth.

## **Principle 1: Establish a strategy and business model which promote long-term value for shareholders**

Beeks Financial Cloud Plc is a leading managed cloud computing, connectivity and analytics provider exclusively for capital markets and financial services, offering Infrastructure as a Service (IaaS) to global institutional and retail companies across multiple asset classes. Beeks' strategy is to ensure maximum security, optimise performance and deliver ultra-low latency compute power in the exceedingly fast-moving capital markets sector.

### **Beeks provides:**

- / Managed private, hybrid and public cloud solutions
- / Dedicated and virtual servers that host traders and brokers in data centres around the world with secure set up
- / Ultra-low latency connectivity between clients and key financial venues and exchanges
- / Analytics; traditional software-based solutions or hosted in a Beeks environment in key financial data centres

The business model focuses on efficiency and flexibility, offering our clients the ability to scale up and scale down as needed. Due to market fluctuations and the inherent risk involved in algorithmic trading, this makes our services highly attractive to clients.

The Group's strategy can be viewed on pages 4 to 23 of our annual report, which can be found [here](#).

# Corporate governance policy



## **Principle 2: Seek to understand and meet shareholder needs and expectations**

The Group is committed to open communication with all its shareholders to ensure that its strategy, business model and performance are clearly understood. Understanding what analysts and investors think about us, and in turn, helping these audiences understand our business, is a key part of driving our business forward and we actively seek dialogue with the market. We do so via investor roadshows, attending investor conferences and through our regular reporting.

### **INSTITUTIONAL SHAREHOLDERS**

The Directors hold regular meetings with institutional shareholders to discuss and review The Group's activities and objectives. The Chief Executive Officer and CFO meet institutional investors shortly after the annual and interim results, and on an ongoing basis as required. Directors also undertake consultation on certain matters with major shareholders from time to time. Through these consultations, The Group maintains a regular dialogue with institutional shareholders and analysts. Feedback is reported to the Board so that all Directors develop an understanding of the views of major shareholders.

### **PRIVATE SHAREHOLDERS**

Communication with private shareholders is done via investor events during the year such as Mello, IMC and Sharesoc where the Chief Executive Officer and CFO present and are available to speak to private investors on a one to one basis. This is in addition to the Annual General Meeting, where attendance by shareholders is encouraged and where the Board is available to answer questions. The Notice of AGM is sent to shareholders at least 21 days before the meeting. The Chairman of the Board and the committees, together with all other directors attend the AGM and are available to answer questions raised by shareholders. For each vote, the number of proxy votes received for, against and withheld is announced at the meeting. The results of the AGM are subsequently published on the Company's corporate website.

Specific queries may be raised at any time by any shareholder by emailing Beeks' investor relations team at [investor@beeksgroup.com](mailto:investor@beeksgroup.com). The team ensures that the person best placed to address each query responds as soon as possible. The Chief Executive Officer is responsible for overseeing day-to-day communications with shareholders.

The news and investor relations sections of the Beeks website are regularly updated and provide the market with the latest business news and shareholder updates. Following major periods of communications, our advisers consolidate feedback, on an anonymised basis, from the relevant parties which then forms the basis of a briefing pack for the Board to ensure awareness of shareholder opinions.

# Corporate governance policy



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

In addition to its shareholders, the Company believes its main stakeholders are its employees and clients. The Company dedicates significant time to understanding and acting on the needs and requirements of these groups via meetings dedicated to obtaining feedback which is then, where appropriate, considered by the Board and acted upon.

The Company believe recruiting and maintaining highly talented and motivated staff is key to its success. All staff have objectives and regular communication with management is encouraged as part of the Company's culture. Staff are also encouraged to develop their skills and budget is always identified for staff training and development.

## **Principle 4: Embed effective risk management, considering both opportunities and threats, throughout the organization**

The Board is responsible for risk management and internal controls, supported and informed by the executive team. The Board defines risk appetite and monitors the management of significant risks to ensure that the nature and extent of significant risks taken by The Group are aligned with overall goals and strategic objectives.

The Board takes responsibility for establishing and maintaining reliable systems of control in all areas of operation. These systems of control, especially of financial control, can only provide reasonable but not absolute assurance against material misstatement or loss. The key matters relating to the system of internal control are set out below:

- / Beeks has established an operational management structure with clearly defined responsibilities and regular performance reviews
- / The Group operates a comprehensive system for reporting financial and non-financial information to the Board, including review of strategy plans and annual budgets
- / Financial results are monitored against budgets, forecasts and other performance indicators with action dictated accordingly at each meeting A structured approval process based on assessment of risk and value delivered; and
- / Operational updates highlighting any risks and/or issues are communicated to the Board at Board Meetings by the Chief Executive Officer and the COO
- / Sufficient resource is focused to maintain and develop internal control procedures and information systems, especially in financial management. The Board considers that there have been no substantial weaknesses in internal financial controls that have resulted in any material losses, contingencies or uncertainties that need to be disclosed in the accounts
- / Beeks has implemented an operational risk framework to evaluate how we operate our business. This enables Beeks to measure outcomes and understand the input to business processes and assess risks before making any significant decision based on risk appetite. This will reduce the likelihood of future potential damages as a result of operational impact

# Corporate governance policy



More information on The Group's principal risks and internal control procedures are set out on pages 17-23 of the Company's annual report, which can be found [here](#).

## **Principle 5: Maintain the board as a well-functioning, balanced team led by the chair**

Subject to the Articles of Association, UK legislation and any directions given by special resolution, the business of The Group is managed by the Board. The Code requires The Group to have an effective Board whose role is to develop strategy and provide leadership to The Group as a whole. It sets out a framework of controls that allows the Board to apply these principles for the identification, assessment and management of risk. Additionally, it ensures the Board takes collective responsibility for the success of The Group.

The Board's main roles are to provide leadership to the management of The Group, determine The Group's strategy and ensure that the agreed strategy is implemented. The Board takes responsibility for approving potential acquisitions, annual budgets, annual reports, interim statements and Group financing matters. Ultimate responsibility for the quality of, and approach to, corporate governance lies with the chair of the board.

The Board appoints its members and those of its principal Committees following the recommendations of the Nomination and Remuneration Committee. The Board reviews the financial performance and operation of The Group's businesses. The Board also reviews the identification, evaluation and management of the principal risks faced by The Group, and the effectiveness of The Group's system of internal control.

For the year ended 30 June 2021, the PLC Board comprises the independent Non-Executive Chairman, the Chief Executive Officer, the CFO and the two independent Non-Executive Directors. The Board is highly committed and experienced and is supported by qualified executive and senior management teams. The Chairman, Mark Cubitt holds 70,707 ordinary shares, William Meldrum holds 23,500 ordinary shares. The Company considers the three Non-Executive Directors to be independent. The board believes the current composition enables the board to perform its duties effectively and there is a clear division of responsibilities between the running of the Board and the Executives responsible for the Company's business, to ensure that no one person has unrestricted powers of decision.

The Executive Directors of the Company are full time and do not serve as non-executive directors in any other organisation. The Non-Executive Chairman also serves as a non-executive director of private company RHA Technologies Ltd based in Glasgow and is also a retained advisor to pureLiFi based in Edinburgh. Non-Executive Directors devote as much time as is necessary for the proper performance of their duties. The Non-Executive Directors typically spend one to two days a month on Company-related matters. The Board met 12 times in the year ended 30 June 2021. The attendance of each director is shown on page 39 of our annual report, which can be found [here](#).

# Corporate governance policy

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## ROLE OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Code requires that there should be a clear division of responsibilities between the running of the Board and the executive responsible for The Group's business, so as to ensure that no one person has unrestricted powers of decision. The Chairman is responsible for the leadership of the Board, ensuring its effectiveness and setting its agenda. Once strategic and financial objectives have been agreed by the Board, it is the Chief Executive Officer's responsibility to ensure they are delivered upon. To facilitate this, the Chief Executive Officer regularly meets the Executive Management Team (EMT) which comprises representatives from Operations, Technical Delivery, Finance and Sales. The day to day operations of The Group are managed by the EMT.

## COMPOSITION OF AND APPOINTMENTS TO THE BOARD

The Code requires that there should be a balance of Executive and Non-Executive Directors and when appointing new Directors to the Board, there should be a formal, rigorous and transparent procedure.

For the year ended 30 June 2021 the PLC Board comprises the Non-Executive Chairman, the Chief Executive Officer, the CFO and the Non-Executive Directors. Short biographies of the Directors are given on pages 24 and 25 of our annual report, which can be found [here](#). The Board is satisfied with the balance between Executive and Non-Executive Directors. The Board considers that its composition is appropriate in view of the size and requirements of The Group's business and the need to maintain a practical balance between Executive and Non-Executive Directors.

Each member of the Board brings different skills and experience to the Board and the Board Committees. The Board is satisfied that there is sufficient diversity in the Board structure to bring a balance of skills, experience, independence and knowledge to The Group.

The Board recognises that to remain effective it must ensure that it has the right balance of skills, experience, knowledge and independence to enable it to discharge its duties and responsibilities. The Company has a highly committed and experienced Board, which is supported by a senior management team, with the qualification and experience necessary to run the Company.

Each member of the Board brings different experience and skills to the Board and its various committees.

The Board composition is kept under review as this mix of skills and business experience is a major contributing factor to the proper functioning of the Board, helping to ensure matters are fully debated and that no individual or group dominates the Board decision-making process.

The Code requires that the Board undertakes a formal and rigorous annual evaluation of its own performance and that of its Committees and Directors. The Board continues to annually

# Corporate governance policy



review its composition, to ensure there is adequate diversity to allow for its proper functioning and that the Board works effectively together as a unit. When a new appointment to the Board is due to be made, consideration will be given to the particular skills, knowledge and experience that a potential new member could add to the existing Board composition.

## BOARD COMMITTEES

The Board has established two committees to deal with specific aspects of the Board's responsibilities: the Audit Committee and the Nomination and Remuneration Committee. The Report of the Audit Committee can be found on pages 44 to 45 of our annual report, which can be found [here](#). The Audit Committee is chaired by Mark Cubitt and includes William Meldrum and Kevin Covington.

The Nomination and Remuneration Committee is chaired by Mark Cubitt and includes William Meldrum and Kevin Covington. The Committee has overall responsibility for making recommendations to the Board of the remuneration packages of the Executive Directors. The Board considers it appropriate, due both to the size of The Group and the experience of the Board members, to have a combined nomination and remuneration committee.

These Board operate under the terms of reference as set out in The Group's Financial Position and Prospects. The Audit Committee and the Nominations and Remuneration Committee met three times during the year.

## RE-ELECTION

Under the Code, Directors should offer themselves for re-election at regular intervals. It is proposed that at least one of the directors will be put forward for re-election at The Group's AGM which will be scheduled during November 2021.

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

### SKILLS AND CAPABILITIES

Biographies of the Board of Directors can be found on pages 24 and 25 of our annual report, which can be found [here](#).

Each member of the Board brings different skills and experience to the Board and the Board Committees. The Board is satisfied that there is sufficient diversity in the Board structure to bring a balance of skills, experience, independence and knowledge to The Group.

The Chief Executive Officer's role is critical in developing and maintaining the sustainability and effectiveness of The Group. Specifically, the Chief Executive Officer's key responsibilities include:

- / Leading the development and execution of The Group's vision and strategy

# Corporate governance policy



- / Senior human resource management: Recruit, retain and motivate an appropriately skilled executive management team
- / Representing The Group: The Chief Executive Officer will be required to consistently present The Group and its objectives to key stakeholders and the market in general
- / Lead and drive overall Merger and Acquisition strategy

The Chief Executive Officer is therefore expected to keep up to date with the industry and market in which the Company operates. The primary function of the CFO is to ensure that The Group's Board is able to make proper judgements as to The Group's financial position. This encompasses responsibility for The Group's financial health, that it has in place an appropriate financial strategy to enable it to achieve its wider strategic plan objectives, its annual budget outcomes and, most importantly, is able to meet its obligations to shareholders, the 'market', banks, creditors, suppliers and other stakeholders as required.

The CFO responsibilities also encompass:

- / Internal and external financial reporting
- / Corporate governance
- / Risk management and the maintenance of effective systems of internal control
- / Responsible for the Company Secretary role
- / Tax compliance and planning
- / Liaising with the Nomad on a regular basis
- / Compliance with AIM Rules and MAR

The CFO is required to keep up to date with any changes to accounting standards and to ensure his skillset is refreshed on an ongoing basis. The Non-Executive Directors hold senior positions with other companies ensuring that their knowledge is continuously refreshed. Specific training will be provided to the Board by the Company when required to support the Directors existing skillset.

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

The Company was admitted to trading on AIM on 27 November 2017. The Board was appointed in advance of Admission with the exception of the CFO who was appointed at the Company's AGM on 24 October 2018. Since Admission, evaluation of the performance of the Company's Board has historically been implemented in an informal manner. The Chairman regularly communicates with Board Members outside of Board meetings to ensure that each director is satisfied with the performance of the Board and has the opportunity to raise any issues of concern. Similarly, the Chairman uses his substantial experience of plc boards to evaluate the Board effectiveness on an ongoing basis.



# Corporate governance policy



The Chairman has been tasked with assessing the individual contributions of each of the members of the team to ensure that:

- / Their contribution is relevant= and effective
- / They are committed
- / Where relevant, they have maintained their independence

The Board has established an executive team with strength in depth in each of its core functions of network operations, software development, sales & marketing and finance which it will draw on, together with appropriate external appointments, in regards to succession.

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

The Board places a high degree of value on promoting a corporate culture that reflects The Group's ethical principles and behaviours in order to maximise the quality of service that is passed on to the customer. As The Group works as an international team that is spread across three continents, a lot of importance is placed on a culture of inclusivity and open and honest communication; ensuring that employees are equally understood, trusted, and that individual cultural values and languages are respected. The Company encourages innovation, has flat management structures, open plan offices and a culture of continuous improvement. This helps to ensure that communication and understanding flows well within the Company, and thereby provides the most efficient and highest quality of service to clients.

The Board has implemented formal HR policies and procedures that sets out details and guidelines on the culture of the Company and how this should be reflected in employees' individual conduct

## **Principle 9: Maintain governance structures and processes that are fit for purpose and support good decision making by the board**

The Board comprises three independent Non-executive Directors and two Executive Directors.

### **BOARD PROGRAMME**

The Board is scheduled to meet ten times each year in accordance with its scheduled meeting calendar. The Group has a highly committed and experienced Board and is supported by qualified executive and senior management teams. Board meetings held during the period under review and the attendance of directors is summarised below:

The Board and its Committees receive appropriate and timely information prior to each meeting; a formal agenda is produced for each meeting, and Board and Committee papers are distributed several days before meetings take place. Any Director may challenge Company proposals and decisions are taken democratically after discussion. Any Director who

# Corporate governance policy

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feels that any concern remains unresolved after discussion may ask for that concern to be noted in the minutes of the meeting, which are then circulated to all Directors. Any specific actions arising from such meetings are agreed by the Board or relevant Committee and then followed up by the Company's management.

All Directors receive regular and timely information on The Group's operational and financial performance. Relevant information is circulated to the Directors in advance of meetings. The business reports monthly on its headline performance against its agreed budget and market forecast and the Board reviews the monthly update on performance and any significant variances are reviewed at each meeting.

The Board considers the appropriateness of its accounting policies on an annual basis. The Board believes that its accounting policies, in particular in relation to income recognition and research and development, are appropriate and are informed by its Auditors on future changes to such accounting policies.

During the financial year ended 30 June 2021, the business reviewed matters including the valuation of Velocimetrix Limited including contingent consideration, revenue recognition and capitalisation of R&D activities. Similar to the prior year, technical accounting papers were prepared, reviewed and agreed by the Company's auditor.

Financial results with comparisons to budget and forecast results are reported to the Board on a regular basis, together with a commercial report on strategic and operational issues. Significant variances from budget or strategy are discussed at Board meetings and actions set in place to address them.

There is a clear division of responsibility at the head of the Company. The Chairman is responsible for the leadership of the Board, ensuring its effectiveness and setting its agenda. Once strategic and financial objectives have been agreed by the Board, it is the Chief Executive Officer's responsibility to ensure they are delivered upon.

To facilitate this, the Chief Executive Officer regularly meets the Executive Management Team (EMT) which comprises representatives from Operations, Technical Delivery, Finance, Sales and HR. The day to day operations of The Group are managed by the EMT.

## **BOARD COMMITTEES**

The Board is supported by the Audit, and Remuneration and Nominations committees. 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 duty.

Based on the current stage of growth within the business, the Board do not believe it is requirement to have an internal audit function, but this will be kept this under review as the business continues to grow or equivalent

# Corporate governance policy

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

Trading updates and press releases are issued as appropriate and the Company's brokers provide briefings on shareholder opinion and compile independent feedback from investor meetings. Information offered at the analysts' meetings together with financial press releases are available on the Company's website, [www.beeksgroup.com](http://www.beeksgroup.com).

The Annual General Meeting is used by the Directors to communicate with both institutional and private investors. Every shareholder will have access to a full annual report each year end and an interim report at the half year end. Care is taken to ensure that any price sensitive information is released to all shareholders, institutional and private, at the same time in accordance with London Stock Exchange requirements. The Company strives to give a full, timely and realistic assessment of its business in all price-sensitive reports and presentations.

\* Information correct as of 22 June 2021.