

## CORPORATE GOVERNANCE STATEMENT

### Corporate structure

RentGuarantor Holdings PLC is the holding company to the Group and was incorporated in England and Wales.

The Group has the following subsidiaries:

Name	Country of incorporation and place of business	Nature of business	Proportion of ordinary shares held by parent and Group (%)
Ezylet Ltd	Gibraltar	Online property portal	100.00
RentGuarantor Limited (acquired 17 October 2018)	UK	Online property portal	100.00

### Shareholders

The Board recognises the importance of maintaining good communications with its shareholders. Throughout the year, the Board maintains a regular dialogue with institutional investors and brokers' analysts, providing them with such information on the Company's progress as is permitted within the guidelines of the AQSE rules and requirements of the relevant legislation. In particular, twice a year, at the time of announcing the Group's half and full year results, they are invited to briefings given by the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer.

The Board believes that the Annual Report and financial statements play an important part in presenting all shareholders with an assessment of the Group's position and prospects. The Annual General Meeting is the principal opportunity for shareholders to meet and discuss the Group's business with the Directors. There is an open question and answer session during which shareholders may ask questions both about the resolutions being proposed and the business in general.

### Corporate Governance

The Board believes that good corporate governance, actively applied, promotes, inter-alia, accountability, integrity, clear communication, a performance-based culture and a clear understanding of roles and responsibilities. These features of the Company's culture underpin the execution of the Company's strategy and therefore the long-term success of the Company.

The Board is committed to achieving and maintaining high standards of corporate governance and, so far as is practicable given the Company's size and nature, aims to comply with the QCA Code. The QCA Code identifies ten principles that enable companies to deliver growth in long-term shareholder value by maintaining a flexible, efficient and effective management framework within an entrepreneurial environment.

Audit and risk management issues are addressed by the Directors as a whole, rather than by separate committees. As the Company develops, the Board will consider establishing separate audit and risk management committees and a remuneration committee and will consider developing further policies and procedures, which reflect the principles of good governance.

The Company has adopted a share dealing code for dealings in securities of the Company by the Directors and Persons Discharging Managerial Responsibility which is appropriate for a company whose shares are traded on the Access segment of the AQSE Growth Market.

The Company has implemented an anti-bribery and corruption policy and also implemented appropriate procedures to ensure that the Board, employees and consultants comply with the UK Bribery Act 2010.

The Directors have established financial controls and reporting procedures, which are considered appropriate given the size of and structure of the Company. These controls will be reviewed in the light of an investment or acquisition and adjusted accordingly.

## **Appendix - QCA Code compliance statement**

The QCA Code sets out ten principles by which the code may be applied to any company. These principles are outlined below as a demonstration of how the Company meets these requirements. The Board follows and applies the principles of the QCA Code, and the Company will provide annual updates on its compliance with the QCA Code in its Annual Report

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

The principal activity of the Group is the provision of an online platform offering rent guarantor services to the property rental sector in the United Kingdom. The success of the Company's business strategy is dependent on growing the customer base, developing its technology and strategic partnerships. To mitigate these risks, the Company has continued to develop its technology, enhance its marketing capabilities and signed strategic partner initiatives.

The Company seeks to deploy capital in a prudent way for the long-term benefit of shareholders. In the short-term, investment in infrastructure (people, technology and strategic partnerships) may impact negatively on profits. However, the Board believes the market potential supports its long-term investment plans which are underpinned by ensuring capital adequacy and clearly defined budget plans.

The Company intends to achieve these goals while maintaining corporate governance principles in line with those outlined in the QCA Code. The key challenges in achieving this are set out below.

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

The Board considers that good communication with shareholders, based on the mutual understanding of objectives, is important. In addition to the information included in the Company's annual and interim reports and required public announcements, there is regular dialogue between the Board and senior management and shareholders including regular presentations to investors, one-to-one meetings with major shareholders, in addition to specific meetings with shareholders relating to major transactions.

Through shareholder feedback the Company ensures that it remains in touch with the information requirements of our shareholders, their expectations regarding their investment, and the motivation behind their voting decisions. The Directors consider shareholder's motivations and expectations to be broadly correlated with that of the Company and the Company's strategy.

The Company aims to provide updates on key events within these categories frequently, and in a timely manner as events materialise. Directors recognise that shareholders require complete and timely information as a necessary input to their investment decisions. An up-to-date information flow is also maintained on the Company's website <https://www.rentguarantor.com/about-us> which contains all RNS announcements, financial reports, as well as operational information on the Company's activities.

The Board also encourages shareholders to attend the Annual General Meeting, at which members of the Board are available to answer questions and present a summary of the year's activity and the corporate outlook for the Company.

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

The Board believes that long-term success relies upon good relations with a range of different stakeholder groups, both internal and external. Most importantly, however, we act with respect for people, communities and the environment wherever possible.

As part of our business model, we identify the relationships on which the Company relies, including suppliers, customers, partners, and other stakeholders, and seek to maintain and improve these relationships in several ways but particularly through direct engagement. We regularly seek to obtain, and act on, feedback from our employees, our suppliers, and other parties with whom we transact, as to how we can best maintain and improve our interactions with each other.

***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 carry an inherent level of risk. The Board is ultimately responsible for the management, governance, controls, risk management, direction, and performance of the Group.

The principal risks and uncertainties facing the Company at this stage in its development and in the foreseeable future are detailed in the Strategic Report prepared by the Company annually, together with risk mitigation strategies employed by the Board. The Company also faces a number of financial risks such as liquidity risks. The Company's financial risk management policies are set out in the Financial Statements.

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

The RentGuarantor Board comprises three Executive Directors, one Non-Executive Director and one Non-Executive Chairman. The composition of the Board is designed to provide an appropriate balance of executive and non-executive experience and skills and will be reviewed regularly. The Board intends to meet in a formal manner on a bi-monthly basis at the principal business office in Gibraltar or by conference call and elsewhere, with additional meetings held as required.

The Chairman is considered by the Board to be independent and is responsible for the running of the Board.

**Board of Directors**

<b>Name</b>	<b>Function</b>	<b>Appointed</b>
Graham Duncan	Non-Executive Chairman	14 February 2017
Paul Foy	Executive Director/CEO	5 December 2016
Kieron Becerra	Executive Director/CFO	10 June 2021
Emma Foy	Executive Director/COO	23 February 2021
Peter Coleman	Non-Executive Director	1 February 2023

The Executive Directors are collectively responsible for promoting the success of RentGuarantor. However, their respective roles are strictly delineated. The Executive Directors have direct responsibility for the business operations of the Group, with the Chairman primarily responsible for the effective running of the Board. The Chief Executive Officer's primary role is to provide the overall management and leadership of the Group and the Chief Financial Officer's primary role is the overall financial management of the Company. The Chief Operating Officer's primary role is the overall operational management of the Company.

It is the responsibility of the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer to ensure that the Directors receive all of the information necessary for the effective performance of their duties. In the furtherance of their duties, the Directors have access to the advice and service of the Corporate Secretary and are permitted to take independent professional advice, where necessary, and to undertake any training considered appropriate, both at the Company's expense. In addition, there are a number of matters reserved for the main Board.

The role of the non-executive Directors is to understand the Group in its entirety and constructively challenge strategy and management performance, set executive remuneration levels and ensure an appropriate succession planning strategy is in place.

The Board regularly reviews the composition of the Board to ensure it has the necessary skills to support the development of the business

Executive directors of the Company are required to work such hours as are required to fulfil their obligations to the Company and have service contracts whereby either party may terminate the appointment upon 30 days' written notice.

The Non-Executive Chairman and Non-Executive Director have a service agreement whereby either party may terminate the appointment upon 30 days' written notice.

All directors are required to be available to attend Board meetings and to deal with both regular and ad hoc matters. Their letters of appointment provide no indicative time commitment, but they are required to devote sufficient time as may reasonably be necessary for the proper performance of their duties.

The Board is satisfied that it has a suitable balance between independence and knowledge of the business to allow it to discharge its duties and responsibilities effectively. The Board receives monthly report updates from the management team through monthly operational and financial reports.

Due to the size and nature of the Company, audit and risk management issues are addressed by the Directors as a whole, rather than by separate committees. As the Company develops, the Board will consider establishing separate audit and risk management committees and will consider developing further policies and procedures, which reflect the principles of good governance.

The Company has adopted a share dealing code for dealings in securities of the Company by the Directors and Persons Discharging Managerial Responsibility which is appropriate for a company whose shares are traded on the Access segment of the AQSE Growth Market. This will constitute the Company's share dealing policy for the purpose of compliance with UK Legislation including the Market Abuse Regulation and Rule 4.14 of the AQSE Rules. It should be noted that the insider dealing legislation set out in the UK Criminal Justice Act 1993, as well as provisions relating to market abuse, will apply to the Company and dealings in Ordinary Shares.

The Company has implemented an anti-bribery and corruption policy and also implemented appropriate procedures to ensure that the Board, employees and consultants comply with the UK Bribery Act 2010. The Directors have established financial controls and reporting procedures, which are considered appropriate given the size of and structure of the Company. These controls will be reviewed in the light of an investment or acquisition and adjusted accordingly.

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

The Board is satisfied that, between its directors, it has an effective balance of skills and experience including technical and commercial industry knowledge and expertise and experience in sales, operations, performance improvement, finance, commercial law, and capital markets. Each Board member brings a mix of different capabilities which blend well into a successful and effective team.

Board members maintain their skillsets through practice in day-to-day roles enhanced with continuing professional development and specific training where required. Biographies for each Board member are published on the Company's website and in the Directors' Report.

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

The Company has not historically undertaken a formal annual evaluation of the performance of the Board or individual Directors but will establish a Remuneration Committee as the size and complexity of its business grows.

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

The Board also believes that a healthy corporate culture both protects and generates value for the Company. We therefore seek to operate within a corporate culture that is based on sound ethical values and behaviours. We do through the behavioural example of individual Board members and senior managers. These values, which we seek to instil throughout the Company, include integrity, respect, honesty, and transparency. As a small company these characteristics are far more visible to staff than might otherwise be the case. We also hold internal meetings at which Directors and staff discuss matters, both formally and informally.

The corporate culture of the Company is promoted throughout its employees and contractors and is underpinned by compliance with local regulations and the implementation and regular review and enforcement of various policies, including a Health & Safety Policy, Share Dealing Policy, and Social Media Policy. The Company policy is that all Company activities are carried out in compliance with safety regulations, in a culture where the safety of personnel is paramount.

The Board recognises that their 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. Therefore, the importance of sound ethical values and behaviour 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 the long-term performance of the Company. There is a formal schedule of matters specifically reserved for the Board, in addition to the formal matters required to be considered by the Board under the Companies Act. This list includes matters relating to:

- a) appointing executive directors and determining their remuneration;
- b) determining strategy and policy;
- c) reviewing and ratifying risk management and compliance systems and controls;
- d) approving major capital expenditure, acquisitions and disposals;
- e) approving and monitoring budgets and the integrity of financial reporting;
- f) approving interim and annual financial reports;
- g) approving significant changes to the organisational structure;
- h) approving any issues of shares or other securities;
- i) ensuring high standards of corporate governance and regulatory compliance; and
- j) the appointment of the Company's auditors.

The Chairman's role involves both the leadership of the Board (including responsibility for the establishment of sound corporate governance principles and practices) and leading the Company's executive management team in the execution of its strategy. He also plays a pivotal role in developing and reviewing the strategy in consultation with the Board.

The QCA Code's recommendation is that the role of Chairman and Chief Executive are not combined, and the Company complies with this recommendation.

The Executive Directors are responsible for implementing and delivering the strategy and operational decisions agreed by the Board, making operational and financial decisions required in day-to-day operations, providing executive leadership to managers, championing the Company's core values and promoting talent management.

Audit and risk management issues are addressed by the Directors as a whole, rather than by separate committees. As the Company develops, the Board will consider establishing separate audit and risk management committees and a remuneration committee and will consider developing further policies and procedures, which reflect the principles of good governance.

The Company's Board has determined that Audit, Remuneration and Nomination Committees will be established to assist the Board in fulfilling its duties once the Board has determined that it is of a sufficient size and structure. These functions are therefore currently carried out by the Board as follows:

- Financial statements are prepared by the CFO with assistance from the finance team and are reviewed by the Chairman before being approved by the Board as a whole. Due to the current, relatively small size of the business, it is not considered appropriate to have an internal audit function.
- Remuneration for both executive and non-executive directors is determined by the Board save that no Director is involved in deciding their own remuneration.

Given its relatively small size, the Company has no formal succession planning process in place. Recommendations for Board-level and other senior appointments are put to the Board for approval by the Chairman.

The Company's corporate governance policies and procedures will continue to be reviewed regularly and may change further as its business develops and in response to further regulatory and other relevant guidance.

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

The Company communicates with shareholders through the Annual Report and Accounts, full-year and half-year announcements, the AGM, RNS announcements, EGMs as required, and one-to-one meetings with large existing or potential new shareholders. A range of corporate information (including all Company announcements and presentations) is also available to shareholders, investors and the public on the Company's corporate website: <https://www.rentguarantor.com/about-us>

The Board receives regular updates on the views of shareholders through briefings and reports from the CEO. The Company communicates with investors frequently through briefings with management to achieve a wide understanding of investors' views.