



## Corporate Governance

Onward Opportunities Limited (the “**Company**”) is a Guernsey registered Company which is listed on AIM. The Board has considered the principles and provisions of the 2019 AIC Code of Corporate Governance (the “**AIC Code**”) and has decided to follow the AIC Code. A full scope review of the Company’s corporate governance policies and procedures has been conducted with reference to the AIC Code by the Board. The AIC Code addresses the relevant principles and provisions set out in the UK Corporate Governance Code (the “**UK Code**”), as well as setting out additional provisions on issues that are of specific relevance to the Company. The Board considers that reporting against the principles and provisions of the AIC Code, which has been endorsed by the Financial Reporting Council and the Guernsey Financial Services Commission, provides the most relevant information to shareholders.

The AIC Code is available on the AIC website ([www.theaic.co.uk](http://www.theaic.co.uk)). It includes an explanation of how the AIC Code adapts the principles and provisions set out in the UK Code to make them relevant for investment companies.

The Company has complied with the Principles and Provisions of the AIC Code, except as set out below:

- Owing to the Board’s size it has not been considered necessary to appoint a senior independent non-executive Director or to establish remuneration or nomination committees at this stage in the Company’s lifecycle. The functions carried out by such committees are dealt with by the full Board.

### Evidence of Compliance with the AIC Code

The AIC Code is centred around five sets of key principles and a set of disclosures. Details of the five sets of principles of the AIC Code along with evidence of how the Company complies with them are as follows:

#### 1. Board leadership and purpose

AIC Code Reference	Principle	Evidence Of Compliance
A	A successful Company is led by an effective Board, whose role is to promote the long-term sustainable success of the Company, generating value for shareholders and contributing to wider society.	The Board is comprised of four non-executive Directors, all of whom are independent of the Investment Manager. The Board schedules formal meetings on at least a quarterly basis and these meetings are attended by representatives of key service providers. Constructive debate is openly encouraged. The Board considers the skills, experience and knowledge of the Directors to be appropriate for it to manage the Company effectively with the goal of delivering long-term success for its shareholders.



AIC Code Reference	Principle	Evidence Of Compliance
B	The Board should establish the Company's purpose, values and strategy, and satisfy itself that these and its culture are aligned. All Directors must act with integrity, lead by example and promote the desired culture.	The Company's purpose, values and strategy are set out in its Admission Document, which can be viewed on the Company's website at <a href="http://www.onwardopportunities.co.uk">www.onwardopportunities.co.uk</a> .
C	The Board should ensure that the necessary resources are in place for the Company to meet its objectives and measure performance against them. The Board should also establish a framework of prudent and effective controls, which enable risk to be assessed and managed.	The Board has appointed a range of third-party service providers to carry out the Company's day-to-day activities. It has also compiled a risk register which sets out the key risks to which the Company is exposed and documents the controls and segregation of duties in place within the Company's outsourced support functions in order to mitigate these risks.
D	In order for the Company to meet its responsibilities to shareholders and stakeholders, the Board should ensure effective engagement with, and encourage participation from, these parties.	The Board encourages shareholder engagement and is committed to regular communication with shareholders. Supplemental communication will be made through announcements and the interim and year-end report and accounts which will summarise developments in the Company's strategy and progress to date.

## 2. Division of responsibilities

AIC Code Reference	Principle	Evidence Of Compliance
F	The Chair leads the Board and is responsible for its overall effectiveness in directing the Company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the Chair facilitates constructive Board relations and the effective contribution of all non-executive Directors, and ensures that Directors receive accurate, timely and clear information.	The Chair has the appropriate skills and experience so as to enable him to lead the Board effectively.

AIC Code Reference	Principle	Evidence Of Compliance
G	The Board should consist of an appropriate combination of Directors (and, in particular, independent non-executive Directors) such that no one individual or small group of individuals dominates the Board's decision making.	<p>The Board has been assembled to ensure that the Company has the appropriate breadth of skills and experience in order to ensure that it can be governed effectively.</p> <p>The Board wholly comprises of independent, non-executive directors.</p>
H	Non-executive Directors should have sufficient time to meet their Board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold third party service providers to account.	The existing time commitments of each Director are assessed upon appointment and will be reviewed as part of their annual performance evaluation. The Directors possess a wide range of skills, knowledge and experience relevant to the leadership of the Company and each director has confirmed that they have the time to meet their Board responsibilities.
I	The Board, supported by the Company Secretary, should ensure that it has the policies, processes, information, time, and resources it needs in order to function effectively and efficiently.	The Board is supported by the Company Secretary who ensures that the appropriate policies and procedures are in place in order for the Board to function effectively and efficiently. The Board is comfortable that the policies, procedures, information, and time available to them are adequate for them to carry out their duties effectively.

### 3. Composition, succession and evaluation

AIC Code Reference	Principle	Evidence Of Compliance
J	Appointments to the Board should be subject to a formal, rigorous, and transparent procedure, and an effective succession plan should be maintained. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.	The Board has been assembled to ensure that the Company has the appropriate breadth of skills and experience in order to ensure that it can be governed effectively.



AIC Code Reference	Principle	Evidence Of Compliance
K	The Board and its committees should have a combination of skills, experience, and knowledge. Consideration should be given to the length of service of the Board as a whole and membership regularly refreshed.	The structure, size, gender balance and composition of the Board is reviewed in accordance with the latest corporate governance guidelines. The skills and experience of each Director are summarised in the Company's Admission Document and are available on the Company's website.
L	Annual evaluation of the Board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each Director continues to contribute effectively.	The Board will undertake an annual evaluation of the individual Directors and the performance of the Board as a whole. This process will involve the completion of questionnaires by each Director and follow-up discussions. The Board believes it operates in an efficient manner with all Directors making a significant contribution to the Board.

#### 4. Audit, risk and internal control

AIC Code Reference	Principle	Evidence Of Compliance
M	The Board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of external audit functions and satisfy itself on the integrity of financial and narrative statements.	The Board has established an Audit Committee in order to ensure the independence and effectiveness of the external audit function and to satisfy itself on the integrity of financial and narrative statements. All members of the Board are members of the Audit Committee. The Audit Committee's Terms of Reference are available on the Company's website.
N	The Board should present a fair, balanced and understandable assessment of the Company's position and prospects.	This will be detailed in the Company's annual report and financial statements.
O	The Board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives.	The Board has compiled a risk register which assesses the Company's investment, operational, governance and regulatory risks and will be reviewed at least annually. The Audit Committee oversees the internal control framework which has been put in place in order to mitigate the risks identified.

## 5. Remuneration

AIC Code Reference	Principle	Evidence Of Compliance
P	Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success.	The remuneration of the Board has been benchmarked against the Company's wider peer group to ensure that it is within industry standards but sufficiently competitive so as to attract individuals who bring the required level of skills and experience to the Board. The remuneration of the Board will be disclosed in the Company's annual reports.
Q	A formal and transparent procedure for developing policy on remuneration should be established. No Director should be involved in deciding their own remuneration outcome.	The Board will put a remuneration policy in place. No Director will be involved in decisions regarding their own remuneration. The remuneration of the Board will be disclosed in the Company's annual reports.
R	Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of Company and individual performance, and wider circumstances.	The Board will put a remuneration policy in place. No Director will be involved in decisions regarding their own remuneration. The remuneration of the Board will be disclosed in the Company's annual reports.