



Governance Policy

Purpose:

The BSA Group of Companies and its Subsidiaries (BSA) are committed to effective governance through the development of a strategic plan and an understanding of its legal, ethical and moral obligations so as to generate the consistent and safe delivery of its products and services in compliance with these obligations. BSA's employees and directors maintain a high standard of personal and corporate ethical conduct that is demonstrated through our behaviours in the workplace. They uphold and promote the Company's values by complying with the Code of Conduct and all laws applicable to our operations. We act with honesty, fairness and integrity, in all that we do. This policy supports and is supported by the Code of Conduct and is part of the BSA Group Business Process Framework.

Approach:

BSA seeks to achieve this purpose through:

- Effective, fair and transparent governance practices.
- Clear, concise and traceable Delegations of Authority, responsibility, accountability and control for the Board of Directors, the Managing Director/Chief Executive Officer and management.
- Reporting mechanisms to track and measure objectives and targets appropriate to the Company and its clients.
- The establishment of practices to ensure that all applicable laws, codes of practice and standards impacting on the operations of the BSA Group are identified, monitored for change, made readily accessible, communicated and reflected in all systems of work and documentation.
- Regular meeting of the Board of Directors to review the Company's strategic direction, identify and respond to any organisational risk and legal obligations, monitor financial, legal and executive management and review the Board's processes and performance.
- Financial budgeting, reporting and monitoring processes that promote Group and individual accountability to enable the ongoing viability of the Group and to make the best use of its resources.
- Monitoring and oversight of management practice, including the implementation of appropriate checks and balances.
- The declaration of any actual, potential or perceived conflicts of interest.
- Ethical standards and a Code of Conduct which guides actions and decisions in a way that is transparent and consistent with the Company's visions and values.
- Reporting and investigating governance incidents and non-conformances and implementing corrective and preventive actions.

Application:

This Policy applies to all BSA operations and covers all our activities and services. The Board and management teams have oversight and accountability to understand the Policy and bring it to life.

The policy is owned by the Board and enacted through the Managing Director. It will be reviewed biennially and/or updated as required due to changes in the business, its leadership or the environment within which we operate.

Nicholas Yates

Managing Director and Chief Executive Officer - BSA Limited - 31st January 2019