

# Corporate Governance

The Company has adopted the Quoted Companies Alliance Corporate Governance Code (the 'QCA Code'), which consists of 10 principles, including clear guidance from the QCA on how those principles should be applied. To show how DP Poland applies the QCA code a simple table has been completed, including 'What we do and why' against each principle. That table can be downloaded here: [DPP Corporate Governance statement 24-Sept-18](#)

## Committees

The Directors have established an Audit Committee and a Remuneration Committee with formally delegated rules and responsibilities. The Audit Committee of the Company, comprising Rob Morrish and Nick Donaldson (both non-executive directors) is chaired by Rob Morrish and meets at least twice a year. The Audit Committee is responsible for ensuring that the Company's financial performance is properly monitored, controlled and reported. It also meets the auditors and reviews reports from the auditors relating to accounts and internal control systems. The Audit Committee meets once a year with the auditors.

The Remuneration Committee of the Company, comprising Rob Morrish, Nick Donaldson and Gerry Ford (all non-executive directors) is chaired by Rob Morrish and sets and reviews the scale and structure of the executive directors' remuneration packages, including any share based incentives, including a Long Term Incentive Plan, and the terms of their service contracts. The Company's Share Incentive Plan (SIP) is administered by the Remuneration Committee. The remuneration and the terms and conditions of the non-executive directors are determined by the Chief Executive, in consultation with the Directors, and with due regard to the interests of the

Shareholders and the performance of the Group.

## **Share dealing code**

The Company has adopted a share dealing code for Directors' dealings which is appropriate for an AIM quoted company. The Directors will comply with Rule 21 of the AIM Rules relating to Directors' dealings and will also take all reasonable steps to ensure compliance by the Company's applicable employees.

## **The City Code**

The Takeover Code is issued and administered by the Takeover Panel. The Company is subject to the Takeover Code and therefore all Shareholders will benefit from the protections afforded by it.