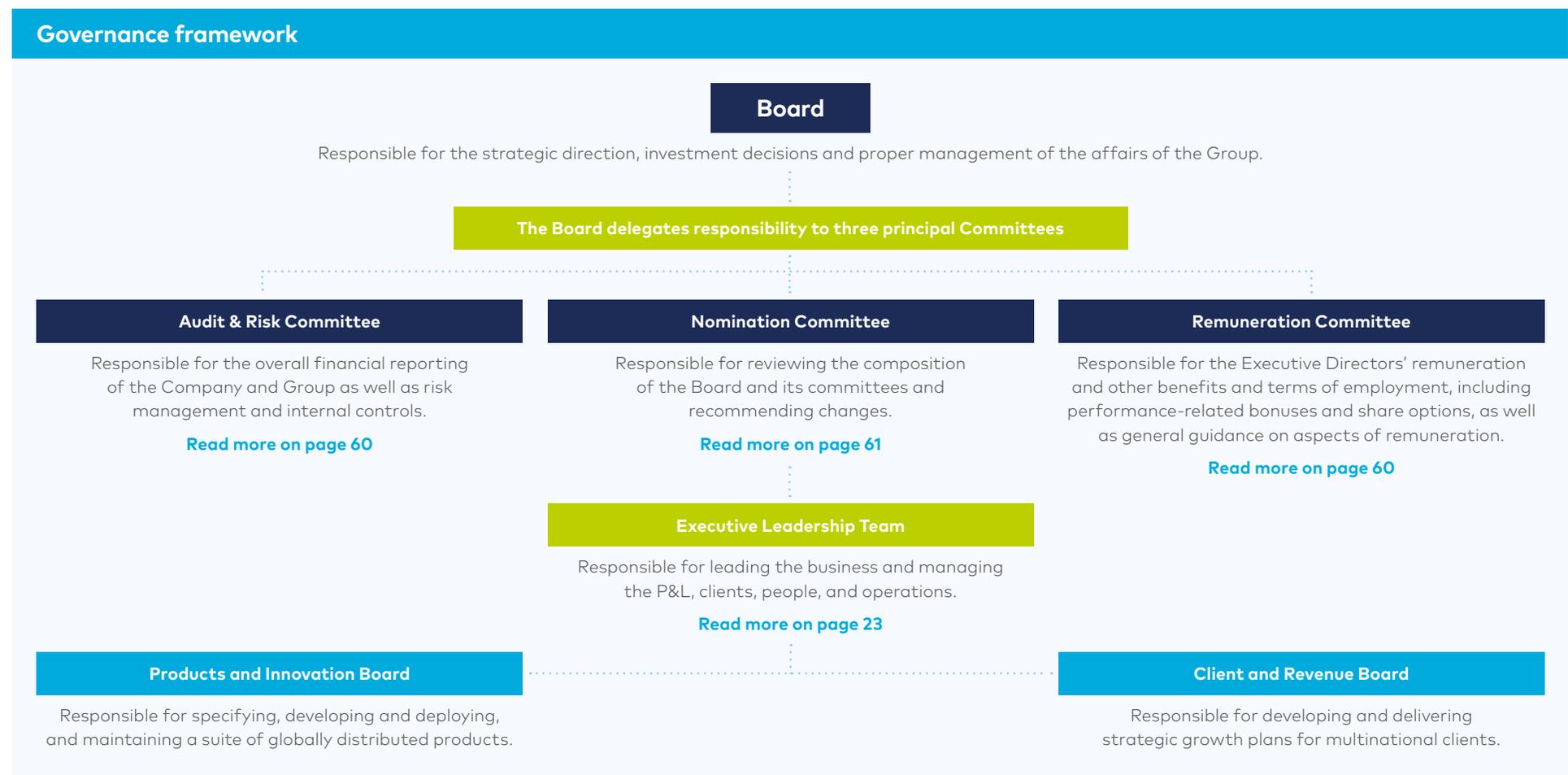
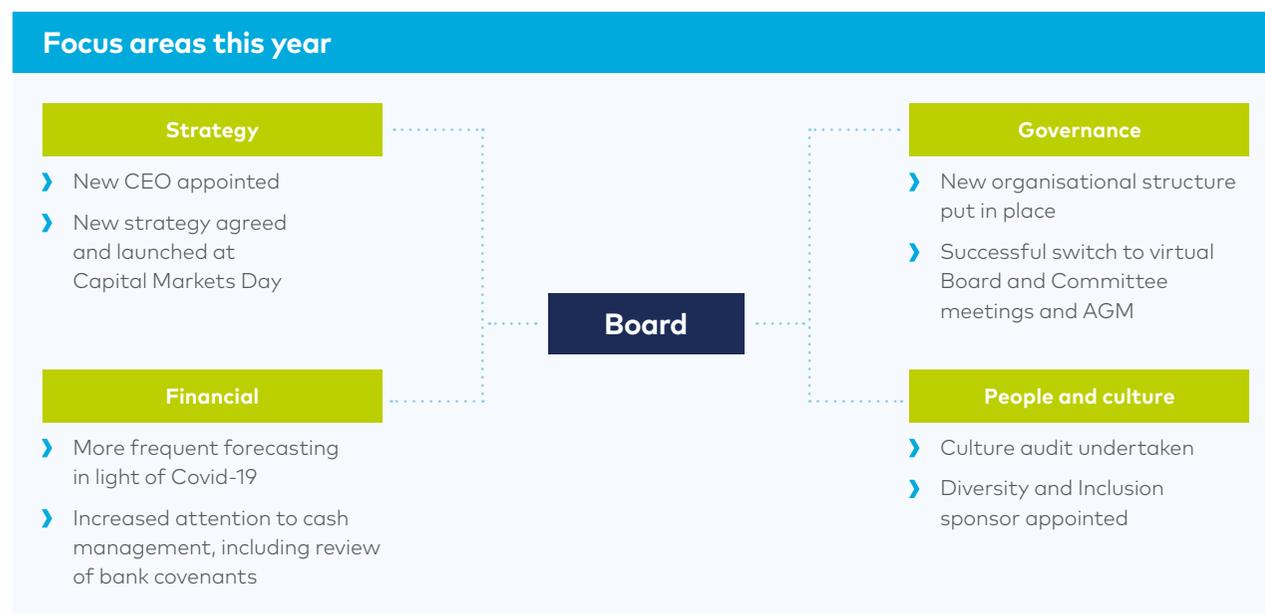


# Corporate governance at a glance

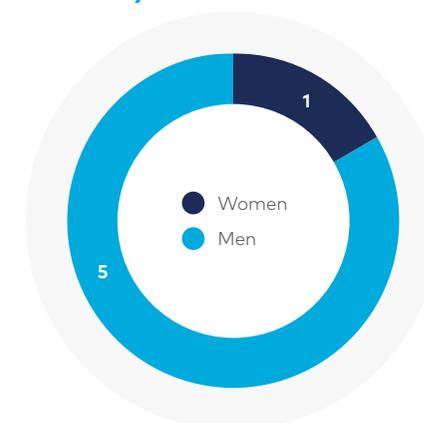
The Board supports the QCA Code's corporate governance principles.



# Corporate governance at a glance continued



## Gender diversity



## Tenure



## Attendance at Board and Committee meetings in 2020

Board member	Board	Audit & Risk Committee	Nomination Committee	Remuneration Committee
Rob Woodward	10/10	4/4	1/1	4/4
Nick Waters	5/5	—	—	—
Alan Newman	10/10	—	—	—
Tom Alexander	10/10	4/4	1/1	4/4
Julie Baddeley	10/10	—	1/1	4/4
Richard Nichols	10/10	4/4	1/1	—

# Corporate governance report



As Chair I am responsible for the governance of the Group and ensuring that the Board is effective.

## Rob Woodward

Chair

### Chair's governance overview

I am pleased to present the corporate governance report for the year ended 31 December 2020.

As Chair I am responsible for the governance of the Group and ensuring that the Board is effective in debating, approving, and monitoring the Company's performance, direction, and strategy. I am also responsible, in consultation with the Company Secretary, for organising the business of the Board and ensuring that proper information is supplied to the Board in a timely way.

The Board is committed to delivering good corporate governance which is appropriate for the size and nature of the Group's activities. I recognise that shareholders look to the Board to promote the long-term success of the Company and that effective governance is crucial to achieve this. As Chair it is my role to provide leadership to enable the Board to do so. The corporate governance report describes the framework for corporate governance and internal controls that the Directors have in place.

The Board has applied the Quoted Companies Alliance Corporate Governance Code (the 'QCA Code') since July 2018 under Rule 26 of the AIM Rules. The Board continues to support the QCA Code's corporate governance principles and believes they provide a mechanism that is sufficiently robust but still flexible, which is appropriate and suitable for our business. The Board believes it complies with all the principles of the QCA Code. A copy of the QCA Code is available from [www.theqca.com](http://www.theqca.com).

Since Nick Waters joined as Group Chief Executive Officer in July 2020, he has worked with the Board and the management team to undertake a fundamental review of the business. This process was approached with the objective to simplify, clarify, and focus the business. The resulting strategy, as set out in this annual report, is one of continuity, evolution, and change. Sound corporate governance will help to ensure the strategy is executed in a way that is positive for all stakeholders.

## Rob Woodward

Chair

25 March 2021

# Corporate governance report continued

## Board of Directors

### Role of the Board

The Board is responsible for the strategic direction of the Group and the appropriate management of its resources. The Directors are also collectively responsible for acting in the way which they consider, in good faith, is most likely to promote the success of the Company for the benefit of its shareholders as a whole. In doing so, the Directors have regard to the interests of employees and the need to foster business relationships with suppliers, customers, and other stakeholders, in addition to other relevant considerations. Further information on how the Directors fulfil their responsibilities and how the Board engages with the Company's key stakeholders can be found in the section 172 report on page 43. A statement of the Directors' responsibilities in relation to the annual report and financial statements is set out on page 77.

### Composition of the Board and roles of the Directors

Nick Waters joined the Board as Group Chief Executive Officer on 1 July 2020. Alan Newman had been Interim Chief Executive Officer and Chief Financial Officer since 12 November 2019 when Michael Karg resigned from the Board. From 1 July 2020, Alan reverted to his previous position as Chief Financial & Operating Officer.

The Board of Directors now comprises an independent Non-Executive Chair, three further independent Non-Executive Directors and two Executive Directors. The Board is satisfied that it has a suitable balance of skills, knowledge, and experience to enable it to discharge its duties and responsibilities effectively.

The Chair's principal role is to lead the Board in determining the Group's future direction and strategy and monitoring the achievement of its agreed goals and objectives. The Chair is responsible for setting the agenda for, and organising the business of, the Board as well as ensuring its effectiveness.

The Chief Executive Officer is responsible for setting long-term strategy, developing appropriate business plans, agreeing management KPIs and leading the Executive Directors and senior leadership team in the day-to-day running of the Group's business. He is responsible for primary shareholder communications and ongoing relationships with investors and the Chair is also actively involved in maintaining communications with investors. The Chief Executive Officer and the Chief Financial & Operating Officer regularly meet with investors and analysts to discuss the performance of the business and its strategy. In addition, once a year, the Chair and Company Secretary invite investors to meet them to discuss corporate governance matters.

### Appointment, election and re-election of Directors

The Company's Articles of Association provide that at each AGM of the Company, one-third of the Directors must retire by rotation. At this year's AGM, Tom Alexander and Julie Baddeley will offer themselves for re-election by shareholders. Having been appointed to the Board since the last AGM, Nick Waters will be subject to election by shareholders at the AGM as well.

The Board is satisfied that the contributions of all of the Directors who are standing for election and re-election, continue to be effective and they demonstrate sufficient time commitment to their roles. The Board also believes that both Tom Alexander and Julie Baddeley are independent in character and judgement. The Board acknowledges that Richard Nichols reached 12 years' tenure as a Non-Executive Director in November 2020. After evaluation, the Board has determined that Richard remains independent in character and judgement in his role as Non-Executive Director.

Biographical details of the Directors, including the committees on which they serve, are on pages 54 and 55.

## The Board's responsibilities

The principal matters considered by the Board include:

- › the Company's strategy, performance and outlook;
- › approving the annual budget and quarterly reforecasts;
- › the Group's risk management and internal controls;
- › the Group's financial results for the full and half year;
- › the Company's dividend policy;
- › major capital projects; and
- › corporate governance matters including QCA Code compliance.

As part of good governance, there are certain matters which are not appropriate to be delegated to management and should be reserved for consideration by the Board. The Board has formally approved a written list of such matters, which is available on Ebiquity's website at [www.ebiquity.com](http://www.ebiquity.com).

## Board meetings

During the year the Board met formally on 10 occasions. Due to the impact of Covid-19, many of the Board meetings that would ordinarily have been held in person were held by video conference.

The Board receives monthly management accounts and other relevant information as appropriate in advance of each Board meeting. This information is made available electronically via an online Board portal. Directors are able to access this information at any time, including after Board meetings. There are a number of standing agenda items reviewed by the Board at each regular Board meeting, including updates from the Chair, CEO, CFOO and Company Secretary.

Detailed minutes are taken of all Board meetings, which are circulated to the Board and approved at the following Board meeting.

# Corporate governance report continued

## Board of Directors

<b>Chair</b>	<b>Rob Woodward</b> Non-Executive Chair		
<b>Executive Directors</b>	<b>Nick Waters</b> Chief Executive Officer	<b>Alan Newman</b> Chief Financial & Operating Officer	
<b>Non-Executive Directors</b>	<b>Tom Alexander</b> Non-Executive Director	<b>Julie Baddeley</b> Non-Executive Director	<b>Richard Nichols</b> Non-Executive Director

## Board committees

<b>Audit &amp; Risk Committee</b>	<b>Nomination Committee</b>	<b>Remuneration Committee</b>
<b>2020 membership</b>	<b>2020 membership</b>	<b>2020 membership</b>
Richard Nichols (Chair)	Rob Woodward (Chair)	Julie Baddeley (Chair)
Tom Alexander	Tom Alexander	Tom Alexander
Rob Woodward	Julie Baddeley	Rob Woodward
	Richard Nichols	

### Advisers to the Board and its committees

All Directors have access to the advice of the Company Secretary, who attends all Board meetings. The Board seeks advice from external advisers, including legal, tax, and remuneration advisers, on various matters as and when appropriate. The Company's auditors, PricewaterhouseCoopers LLP, attend meetings of the Audit & Risk Committee. Directors may take independent professional advice at the Company's expense as and when necessary to support the performance of their duties as directors of the Company.

### Risk management

The Company's approach to risk is set out on pages 50 to 53.

### Board committees

The Board has constituted several committees to support it in the performance of its functions. The principal committees are the Audit & Risk Committee, the Remuneration Committee, and the Nomination Committee. The Company Secretary acts as secretary to the committees. The terms of reference of each committee are available on the Group's website.

#### Audit & Risk Committee

The Audit & Risk Committee is responsible for the overall financial reporting of the Company and Group.

The Committee currently comprises Richard Nichols (Chair), Tom Alexander, and Rob Woodward. The Board considers Richard Nichols to have recent and relevant financial experience as he is a qualified chartered accountant and has served as the finance director and chief executive officer of listed and private companies. The Chief Financial & Operating Officer also attends most meetings at the invitation of the Committee Chair.

The purpose of the Audit & Risk Committee is to ensure good financial practices are in place throughout the Group, to monitor that controls are in force to ensure the integrity of financial information, to review the interim and annual financial statements, to assess the adequacy and effectiveness of the Company's risk management systems, and to provide a line of communication between the Board and the external auditors. The Committee has access to the external auditors as well as those responsible for preparing financial information within the Group.

#### Remuneration Committee

The Remuneration Committee currently comprises Julie Baddeley (Chair), Tom Alexander, and Rob Woodward. The Executive Directors attend the meetings at the invitation of the Committee Chair but are not present for any discussions regarding their own remuneration. The Remuneration Committee is responsible for the Executive Directors' remuneration and other benefits and terms of employment, including performance-related bonuses and share options, as well as general guidance on aspects of remuneration.

# Corporate governance report continued

## Board committees continued

### Nomination Committee

The Nomination Committee currently comprises Rob Woodward (Chair), Tom Alexander, Julie Baddeley, and Richard Nichols. It meets as necessary and has responsibility for nominating candidates to the Board for appointment as directors, bearing in mind the benefits of diversity and a broad representation of skills across the Board.

### Board evaluation

The Chair, in conjunction with the Company Secretary, takes on the role of organising an annual Board evaluation. The Company Secretary also co-ordinates an evaluation of the Chair's performance. Feedback is obtained and shared and actions agreed to continuously improve the functioning of the Board. All Directors complete a questionnaire on the structure and the performance of the Board and its committees which is sent to the Company Secretary who collates the scores and provides commentary with suggested recommendations for actions to be taken. The Board discusses the outcome of the review and agrees any future actions arising from it.

### Directors' conflicts of interest

Directors have a statutory duty to avoid conflicts of interest with the Company. The Company Secretary keeps a register of the Directors' other interests and potential conflicts which is regularly reviewed and updated as necessary. At the beginning of each Board meeting the Directors confirm they have no conflicts of interest in relation to the matters being considered.

## Shareholders

The Board recognises the importance of effective communication with its shareholders, to ensure that its strategy and performance are clearly understood. The Company communicates with shareholders through the annual report and financial statements, full-year and half-year results announcements, trading updates, the AGM, and face-to-face meetings. In November 2020, a Capital Markets Day was held, giving shareholders the opportunity to meet key members of the Group's management team, understand the outcome of the strategic review and learn more about the business.

A range of corporate information (including copies of presentations and announcements) is available on the Company's website at [www.ebiquity.com](http://www.ebiquity.com). The Chief Executive Officer, Chief Financial & Operating Officer and the Chair regularly meet with institutional shareholders and the Board is kept informed of their views and any feedback. These meetings have continued by videoconference during the Covid-19 pandemic, when it has not been possible to meet in person. Although the 2020 AGM also had to be held by videoconference, shareholders had the opportunity to attend the meeting and to ask questions. Shareholders were also able to appoint the Chair of the meeting as their proxy to cast their votes on the business before the meeting.

### Whistleblowing and the Bribery Act 2010

The Company has established arrangements by which individuals may, in confidence, raise concerns about possible improprieties in matters of financial reporting and other matters. The Group has a code of conduct, including its anti-bribery policy, which extends to all of its business dealings and transactions everywhere that it operates.

## Corporate governance report continued

The main principles of the QCA Code are set out below together with, in broad terms, how Ebiquity complies with them.

Principle 1	<p><b>Establish a strategy and business model which promote long-term value for shareholders</b></p> <p>Further details of the Company's business model and strategy are set out on pages 15 to 17.</p>
Principle 2	<p><b>Seek to understand and meet shareholder needs and expectations</b></p> <p>As set out in this corporate governance report, the Directors actively seek to build relationships with shareholders. The Chief Executive Officer and the Chief Financial &amp; Operating Officer are responsible for shareholder liaison and present to the major shareholders and analysts after the publication of both the full and half-year results. As well as a presentation of the results, the meetings give shareholders the opportunity to ask any questions and discuss their needs and expectations. The Chair and the Company Secretary also meet with major shareholders as required. Other meetings are welcomed by the Directors as and when the need arises. The AGM is an opportunity for all shareholders to meet the Board and ask any questions.</p>
Principle 3	<p><b>Take into account wider stakeholder and social responsibilities and their implications for long-term success</b></p> <p>The Company's key stakeholders (in addition to shareholders) are employees, clients, suppliers and trade bodies.</p> <p>Details of the Company's stakeholder engagement can be found in the section 172 statement on pages 43 to 45.</p>
Principle 4	<p><b>Embed effective risk management, considering both opportunities and threats, throughout the organisation</b></p> <p>The Board retains ultimate control and responsibility for the risk management of the Group. The risk management approach adopted by the Board is set out on pages 50 to 53.</p>
Principle 5	<p><b>Maintain the Board as a well-functioning, balanced team led by the Chair</b></p> <p>The Board comprises an independent Non-Executive Chair, three independent Non-Executive Directors and two full-time Executive Directors. All Non-Executive Directors have letters of appointment which state their time commitment. Non-Executive Directors are required to commit an average of 12 days per year, including attending Board and committee meetings, the AGM and any other shareholder meetings. The Chair commits to four days per month carrying out his role. Further details about the number of Board and committee meetings held during the year and attendance at those meetings are set out on page 57.</p>
Principle 6	<p><b>Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities</b></p> <p>The Board is satisfied that it has an appropriate mix of skills and experience. The Non-Executive Directors have worked in a variety of industries in different roles and bring valuable knowledge and insight. The Directors have finance, consulting and media expertise and senior management skills. Biographies for each of the Directors are set out on pages 54 and 55.</p> <p>All Directors receive timely information in advance of Board meetings and receive management accounts regularly. The Directors have direct access to the services of the Company Secretary and are able to take external independent advice where required.</p>

# Corporate governance report continued

## Principle 7

### Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Chair, in conjunction with the Company Secretary, organises an annual Board evaluation. Feedback is obtained and shared, which leads to actions to be taken to continuously improve the functioning of the Board. For the year ending 31 December 2020, all Directors completed a questionnaire on the structure and the performance of the Board and its committees. This was sent to the Company Secretary who collated the scores and comments. The Board discussed the outcome of the questionnaire and a set of actions has been put in place to address issues raised.

## Principle 8

### Promote a corporate culture that is based on ethical values and behaviours

The Company ensures that policies and procedures are in place to cover matters such as anti-bribery and corruption, business ethics, and modern slavery. The Company has commissioned a diversity report and has a number of diversity working groups to ensure it functions as a diverse and inclusive organisation. The regular 'all staff' webinars encourage open and honest discussions.

## Principle 9

### Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

The Board is responsible to shareholders for the strategic direction and proper management of the affairs of the Group. The Directors are collectively responsible for acting in a way which they consider is most likely to promote the success of the Company for the benefit of shareholders as a whole.

The roles of the Directors are set out on page 59.

The Board has constituted several committees to help it in the performance of its functions. The principal committees are the Audit & Risk Committee, the Remuneration Committee and the Nomination Committee. Full terms of reference are published on the Company's website ([www.ebiquity.com](http://www.ebiquity.com)) and the principal responsibilities are set out on pages 60 and 61.

As part of good corporate governance there are certain matters which are not appropriate to be delegated to management and should be reserved for consideration by the Board as a whole. The full list of such matters is available on the Company's website ([www.ebiquity.com](http://www.ebiquity.com)) and they include:

- › approving annual budgets and quarterly forecasts;
- › changes to the Group's capital structure;
- › approving the dividend policy; and
- › reviewing non-routine regulatory news announcements made by the Company.

## 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 its annual report and accounts, the Annual General Meeting, face-to-face meetings with major shareholders and results presentations. A range of corporate information (including all regulatory announcements and annual reports and accounts) is available to all shareholders and stakeholders on the Company's website at [www.ebiquity.com](http://www.ebiquity.com).

The website contains details of all votes cast by shareholders at its Annual General Meeting and this is also announced after the meeting.