

## Investor relations

### Our DNA

Here at Silent Edge we have a deep-seated belief that the future of training will be based around evidence. Organisations will need their spend to go further, they will need to become more productive and by using evidence they can create a meritocracy – a place where regardless of gender, race or background everyone is judged by the same standards and individually developed.

### Our mission

We love to help people realise their potential – to be the best they can be throughout their career. We provide our clients with evidence on the capability of their people, combined with the power to coach. This makes transformation in sales performance become a lasting reality.

Our best practice sales methodology and data has been analysed by the **Cranfield School of Management** and the findings published in the **Harvard Business Review**.

### Board of Directors

Led by Bryan Taylor as Non-Executive Chairman, the board currently constitutes two executive directors Alistair Agnew Chief Executive Officer and Stuart Fowlie Chief Operating Officer. The Board are seeking two further non-executives and an executive sales director to join the board in 2018. The Board are conscious that there is an imbalance of men and will be seeking female executives to join the board.

#### Director Profiles

##### **Bryan Taylor Non-Executive Chairman**

Joined the Board

2<sup>nd</sup> April 2014

Areas of experience

International, sales, hardware and software technologies, IT digital media, Business services

Background

An experienced Chairman for over 20 years. Previously working with Nixdorf and Fujitsu as a sales leader. More recently operating as Chairman of Private Equity backed businesses.

##### **Alistair Agnew Chief Executive Officer**

Joined the Board

1<sup>st</sup> July 2014, Appointed Chief Executive Officer 1<sup>st</sup> January 2017

Areas of experience

International, Sales & Marketing, Operational, Retail (founder of cashier number 3).

## Background

Career at Yamaha Corporation culminating in becoming sales and marketing director, led MBO of QM Group and subsequent sale, became CEO of Qmatic UK, operated at Group Board level for Qmatic AB

## **Stuart Fowlie Chief Operating Officer**

Joined the Board

2<sup>nd</sup> April 2014

Areas of experience

International, Finance, M&A, IT, HR and Operations, Pharmaceuticals, Media, IT, Outsourcing, Consumer Products.

Background

A seasoned CFO/COO having worked with USA corporates (Revlon, Helene Curtis), several business start ups/business recoveries (Nexus Media Communications, Patey Doyle Publishing, Optima Data).

## Governance

We are committed to high standards of corporate governance. The Board takes seriously its responsibility for promoting our core values and for ensuring that all employees are aware of their responsibility to act lawfully and conduct themselves in accordance with high standards of business integrity. This, combined with our clear and consistent strategy, equips the business well to continue generating value for shareholders.

Some of the key points the Board have considered and have agreed plans in situ

Board and Leadership structure

Succession planning

Appetite for risk

Strategy and growth

Brexit

Shareholders

Committees

## Board and Leadership Structure

The Board relies on executive management to run the business and monitor management activities and holds them accountable against targets and standards. The Board also approves long-term corporate and strategic plans after a full review and assessment of market and technology trends, business drivers and risks.

Having a senior management team that is capable of executing the strategic plans is a key focus for the Board. Silent Edge is a post revenue start-up technology business with a blue

chip user base. The strategic plans for the business demands a steady recruitment plan of experienced executives in the areas of Sales, Marketing, Finance and Service delivery. For senior appointments the Board approve all hires.

The Non-Executive Directors provide independent challenge and review, bringing wide experience, specific expertise and a fresh objective perspective. The Board meets as often as is necessary to discharge its duties but at least quarterly. All Directors are expected to attend all Board meetings and relevant Committee meetings unless prevented by prior commitments, illness or a conflict of interest. Directors unable to attend specific Board or Committee meetings are sent the relevant papers and asked to provide comments in advance of the meeting to the Chairman of the Board or Committee.

In addition, all Board and Committee members receive the minutes of meetings as a matter of course.

The Non-Executive Directors meet without the Executive Directors present to discuss the Executive Directors' performance and other matters. The Senior Independent Director is available to discuss concerns with shareholders, in addition to the normal channels of the Chairman, Group Chief Executive or the Chief Operating Officer.

The Board has a conflicts of interest policy and has put in place procedures for the disclosure and review of any potential or actual conflicts.

## Succession Planning

As employees reach the age of 55 years, the Board are notified of any significant business risks should those employees seek early retirement. A succession plan is considered for each employee.

Similarly, employees holding business critical roles are reviewed annually to ensure that a succession plan is ready in the event they resign from their post or are unable to continue to work.

## Appetite for Risk

We recognise that risk is an inherent part of business and, in order to achieve our business aims, we must accept certain risks. We seek to implement a balanced approach to risk, ensuring that our resources are protected while still pursuing opportunities to accelerate and deliver growth.

The decision to take opportunity-based risks should, to the greatest extent possible, be deliberate and calculated. We aim to confirm that the level of risk is commensurate with the strategic and economic benefits the risk might bring; we evaluate our ability to control the risk or mitigate its effects, should that risk materialise; and we always assess the potential ethical considerations arising from knowingly accepting some level of risk.

The Board considers potential risks. The Board has a very low appetite for risks that could lead to violations of health, safety, data legislation, and environmental legislation, or to breaches of legal and regulatory requirements. In contrast, the Board has a high-risk appetite in relation to seeking high growth opportunities; with decades of experience in successfully managing operations in such markets.

As an organisation we are risk aware, but not risk averse. We continually monitor and assess the risks facing the business and evaluate our ability to control them and mitigate their effects. Focusing on our strategic objectives, we evaluate our risk appetite and decisions to accept risk in a way that will ensure the ongoing financial health of the business.

## Strategy and growth

The Board have approved the building commercial relationships with an international network of distributors, resellers and professional bodies. The strategy is to roll out the technology to relevant end users through these channels. The technology is routinely aligned to changing market demands as well as emerging new software tools. The Board are seeking high volume of end users with a habit forming technology requirement.

## BREXIT

The customers of the business are mostly large corporate organisations. The Board have considered the potential impact of Brexit on the business and are comfortable the Generation 2 technology will the regulatory and commercial pressures Brexit will bring to the business. The Generation 2 software is being written and will be GDPR compliant when released. Generation 1 software will meet the 25<sup>th</sup> May 2018 changeover date for GDPR compliance.

## Shareholders

The Board provide quarterly updates to the shareholders and meet with individual shareholders when requested by the Board, shareholders and or Rockpool Investments. Quarterly updates are distributed to all shareholders registered through Rockpool Investments. Investors through Rockpool Investments are entitled to access to additional information through the secure portal owned and managed by Rockpool Investments.

## Committees

The Chairman is responsible for running the Remuneration, Health & Safety and Audit committees. The Chairman will include all non-executive directors and a representative from Rockpool Investments.

## Charitable and Political donations

No political donations should be made by any company in the Group without the approval of the Chief Executive Officer and the Chief Operating Officer.

Charitable donations must be bona fide third-party requests and we will not support any of the following:

- commercial organisations
- political parties, organisations or political events
- religious organisations where an organisation limits its' activities to a particular faith although an exception if the organisation is carrying out charitable work that is not faith dependent e.g. disaster work, counselling in main stream schools
- organisations that discriminate against religion, race, sexual orientation, gender, age, or disability
- organisations that are involved in human rights abuses
- organisations whose activities contribute to environmental damage
- organisations who cause harm to people or animals
- activities prohibited by law or decency

Commercial sponsorship for the benefit of the business should not be regarded as a charitable donation.

We seek to engage positively with the business and local communities in which we operate and to have a positive impact through making charitable donations to worthwhile causes within those business communities and contributing time, resources and expertise where there is a local need.

We have a strong sense of our community responsibilities and encourage a positive approach to community relations, recognising that this is also in the best long-term interests of the business.

Employees should not request charitable or political donations from suppliers or contractors.

This does not apply to charitable giving campaigns approved by the Chief Executive Officer and the Chief Operating Officer.

## Bribery

Bribery is a criminal offence for which individuals and organisations can be held liable. For this reason, it is strictly forbidden for any Silent Edge employee, worker or associate of the Company:

- to offer a bribe with the intention of getting a third party to act improperly or in order to reward a third party for acting improperly; or
- to accept a bribe from a third party as an inducement or reward for acting improperly.

It is the responsibility of every Silent Edge employee to assist the Company in maintaining appropriate standards and to immediately inform a board director should there be any suspicion of a bribery event having occurred or likely to occur.

In the event of any bribery occurrence involving an individual (or an individual on behalf of the company) and where in the opinion of a board director an employee has committed or attempted to commit a bribery act, then this shall result in immediate termination of employment of that individual.

## Corporate Social Responsibility Policy

Here at Silent Edge we recognise that we must integrate our business values and operations to meet the expectations of our stakeholders. They include customers, employees, investors, suppliers, the community and the environment. We aim to demonstrate these responsibilities through our actions and within our corporate policies.

We take seriously all feedback that we receive from our stakeholders and, where possible, maintain open dialogue to ensure that we fulfil the requirements outlined within this policy. At all times we shall be open and honest in communicating our strategies, targets, performance and governance to our stakeholders in our continual commitment to sustainable development.

The CEO is responsible for the implementation of this policy and will make the necessary resources available to realise our corporate responsibilities. The responsibility for our performance on this policy rests with all employees throughout the company.

## Our partnership focus

We shall ensure a high level of business performance while minimising and effectively managing risk ensuring that we uphold the values of honesty, partnership and fairness in our relationships with all our stakeholders. Silent Edge seeks to support the development of our external stakeholders through formal and informal seminars and meetings, and newsletters. When engaging in contracts, our contracts will clearly set out the agreed terms, conditions and the basis of our relationship and will operate in a way that safeguards against unfair business practices. Silent Edge shall encourage suppliers and contractors to adopt responsible business policies and practices.

We will register and resolve customer complaints in accordance with our standards of service. The company shall operate an equal opportunities policy for all present and potential future employees and will offer our employees clear and fair terms of employment and provide resources to enable their continual development. A clear and fair employee remuneration policy will be maintained and shall maintain forums for employee consultation and business involvement.

Safeguards will be provided to ensure that all employees of whatever nationality, colour, race or religious belief are treated with respect and without sexual, physical or mental harassment. Likewise we shall provide, and strive to maintain, a clean, healthy and safe working environment in line with our Health and Safety policy and safe systems of work. Environmental policies and objectives shall be included as part of the business planning cycle.

## Environmental Policy

### **Mission Statement**

Silent Edge recognises that it has a responsibility to the environment beyond legal and regulatory requirements. We are committed to reducing our environmental impact and continually improving our environmental performance as an integral part of our business strategy and operating methods. We will encourage customers, suppliers and other stakeholders to do the same. Likewise our employees will become involved for greater commitment and improved performance.

As part of our objectives we seek to

Minimise the use of Paper, reduce packaging as much as possible, seek to buy recycled materials and recycle wherever possible.

Reduce the amount of energy consumed including lights and electrical equipment switched off when not in use and to regulate heating with energy consumption in mind. When purchasing new products, the consumption and efficiency will be taken into account when purchasing

Evaluate the need for office supplies including seeking to share rather than have sole use of equipment, consider the environmental impact of products we intend to purchase and favouring environmentally friendly products wherever possible.

Ask our employees to consider the need to travel or for customer and suppliers to do the same. Using other communication methods such as video conferencing and email. In the event travelling is necessary to consider public transport ahead of private transport.

For office maintenance and cleaning Silent Edge will be considerate to select environmental friendly materials and products. Waste disposal will be through registered suppliers.

**Monitoring and Improvement**

Silent Edge recognise the commitment to its environmental policy is a continual improvement performance process. As a business we will comply with and exceed all relevant regulatory requirements.