

Dianomi plc**Statement of Compliance with the QCA Corporate Governance Code Corporate governance policy**

As a company admitted to trading to AIM, the Company is not required to comply with a particular corporate governance code. However, it is required to provide details of the corporate governance code it has decided to apply and state how it will comply with that code or explain where it departs from compliance with that code.

The Directors support high standards of corporate governance and have decided to comply with the QCA Code. Set out below are details of how the Company complies with the QCA Code.

The QCA Code is constructed around ten broad principles which Dianomi adheres to wherever possible.

Set out below is an explanation of how the Company currently complies with the principles of the QCA Code and, to the extent applicable, those areas where the Company's corporate governance structures and practices differ from the expectations set out in the QCA Code. Annual updates will be provided on the Company's compliance with the QCA Code.

Principle 1: Establish a strategy and business model which promote long-term value for shareholders

The Group's business model and strategy is set out in the Company's annual report and accounts. The Board holds at least one session each year dedicated to strategy, which includes input from senior members of the Dianomi team and any necessary external advisers.

The principal risks facing the Group are also set out the annual report and accounts. The Board identifies and deploys mitigation steps to manage these risks and confront day-to-day challenges of the business. See in addition, Principle 4 below.

Principle 2: Seek to understand and meet shareholder needs and expectations

The Board is committed to open and ongoing engagement with the Company's Shareholders. The Board communicates with Shareholders through:

- the annual report and accounts;
- the interim and full-year results announcements;
- trading updates (where required or appropriate);
- the annual general meetings; and
- the Company's investor relations website (in particular, the "RNS News" and "AIM Rule 26" pages).

Regular meetings are held between the Chief Executive Officer, Chief Financial Officer and institutional investors and analysts to ensure that the Company's strategy, financials and business developments are communicated effectively.

The Board will look to engage with Shareholders who do not vote in favour of resolutions at annual general meetings to understand their motivation.

Principle 3: Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Group takes its corporate social responsibilities very seriously and is focused on maintaining effective working relationships across a wide range of stakeholders including employees, existing and new customers and suppliers and industry organisations in order to achieve long-term success.

The Executive Directors will maintain an ongoing dialogue with stakeholders to inform strategy and the day-to-day running of the business.

Principle 4: Embed effective risk management, considering both opportunities and threats, throughout the organisation

The principal risks facing the Group and the industry in which it operates are set out in the annual report and accounts and are reviewed at least once a year.

The Company currently operates a risk framework including a risk register that is managed by Charlotte Stranner, the Chief Financial Officer. The Chief Executive Officer and Audit Committee review the risk register regularly throughout the year.

Principle 5: Maintain the board as a well-functioning, balanced team led by the chair

The Board comprises five directors:

- Michael Kelly (Chair), Laura Shesgreen, Paul Gibson and Matthew Singh as Non-Executive Directors; and
- Rupert Hodson and Charlotte Stranner as Chief Executive Officer and Chief Financial Officer respectively.

The biographies of the Directors can be found on the Company's website and in the Company's annual report and accounts.

Michael Kelly, Paul Gibson and Laura Shesgreen are considered by the Board to be independent Non-Executive Directors and were selected with the objective of bringing experience and independent judgement to the Board.

The Board has been constructed to ensure that it has the right balance of skills, experience, independence and knowledge of the business.

The Board is also supported by the Audit Committee and Remuneration Committee. Details of these committees are set out on the Company's website.

The Board meets regularly and at least ten times a year. Processes are in place to ensure that each member of the Board is, at all times, provided with such information as is necessary for him/her to discharge his/her duties.

The Group is satisfied that the current Board is sufficiently resourced to discharge its governance obligations on behalf of all stakeholders.

Principle 6: Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities

The skills and experience of the Directors are summarised in their biographies which can be found on the Company's website and in the Company's annual report and accounts.

The Directors believe that the Board has the appropriate balance of diverse skills and experience in order to deliver on its core objectives. The Board is not dominated by one individual and all Directors have the ability to challenge proposals put forward to the meeting, democratically. The Directors have also received a briefing from the Company's Nominated Adviser in respect of continued compliance with, inter alia, the AIM Rules and the Company's Solicitors in respect of continued compliance with, inter alia, MAR.

Principle 7: Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

The Independent Non-executive Chairman undertakes the responsibility of assessing and monitoring the performance of the executive directors. The Board evaluates its performance on intervals considered sufficient to ensure continuous Board effectiveness.

Principle 8: Promote a corporate culture that is based on ethical values and behaviours

The Group promotes a culture of integrity, honesty, trust and respect and all employees of the Group are expected to operate in an ethical manner in all of their internal and external dealings. The staff handbook and policies promote this culture and include such matters as whistleblowing, social media, anti-bribery and corruption, communication and general conduct of employees.

The Board takes responsibility for the promotion of ethical values and behaviours throughout the Group, and for ensuring that such values and behaviours guide the objectives and strategy of the Company.

Principle 9: Maintain governance structures and processes that are fit for purpose and support good decision-making by the board

The Independent Non-Executive Chair leads the Board and is responsible for its governance structures, performance and effectiveness. The Non-Executive Directors are responsible for bringing independent and objective judgement to Board decisions. The Chief Financial Officer is the primary contact for the Company's Shareholders and is responsible for ensuring that the link between the Board and the shareholders is strong and efficient. The Executive Directors are responsible for the operation of the business and delivering the strategic goals agreed by the Board.

The Board has adopted Terms of Reference, which have a clear and specific schedule of matters reserved for the Board, including corporate governance, strategy, major investments, financial reporting and internal controls.

The Board is supported by the Audit Committee and Remuneration Committee. Details of these committees and their responsibilities can be found on the Company's website. From time to time, separate committees may be set up by the Board in order to consider and address specific issues, as and when they arise.

The Board intends to review the governance framework on an annual basis to ensure it remains effective and appropriate for the business going forward.

Principle 10: Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Company uses the following principal methods of communication with its Shareholders:

- the annual report and accounts;
- the interim and full-year results announcements;
- trading updates (where required or appropriate)
- the annual general meetings; and
- the Company's investor relations website (in particular, the "RNS News" and "AIM Rule 26" pages).

The Company's website is updated on a regular basis with information regarding the Group's activities and performance. The Company's reports, presentations, notices of annual general meetings, and results of voting at shareholder meetings are available on the website.