

The QCA Corporate Governance Code

The Directors recognise the importance of sound corporate governance principles being embedded into the operations of the Group. Since its listing on 21 December 2021, the Group has applied the Quoted Companies Alliance Corporate Governance Code (the “QCA Code”) as its chosen corporate governance framework and, for the year ended 31 December 2024, reports against the 2023 edition of the QCA Code.

The Co-Chairs are responsible for ensuring that the Board has an effective governance framework in place. The Board believes that the Group’s governance arrangements are proportionate to its size, complexity and stage of development and that they support the delivery of its strategy and long-term value creation. Where the Group does not follow a specific provision of the QCA Code, this is done on a “comply or explain” basis and an explanation is given where relevant in the narrative below.

A more detailed description of the Group’s governance arrangements, including the terms of reference of the Audit and Risk Committee and the Remuneration Committee and matters reserved to the Board, is available on the Group’s website.

Deliver growth

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

Description ATC’s purpose is to create long-term, sustainable value for artists and other creative partners by providing an integrated, entrepreneurial platform across management, live, recording, publishing and related services. The Group has developed a broad service base which enables artists to take an integrated approach to rights creation and financial remuneration by combining many of the “silos” within the Group and offering artists the ability to engage across some or all of the services offered. The Directors believe that this integrated model is attractive to artists and enables the Group to act as a long-term “venturing partner” with creative talent, generating greater commercial opportunities and potentially new business developments across a range of consumer sectors. This was further developed during FY23 with the addition of merchandising business Sandbag.

The Group’s overarching strategic objective is to deliver long-term value to shareholders by:

- delivering organic growth;
- delivering growth through acquisition;
- delivering operating profitability; and

- delivering operational efficiencies.

Governance and mitigation The Board reviews and, where appropriate, refines the Group's purpose and strategy as part of its annual strategy day and regular Board meetings. Clear long-term objectives, supported by financial and non-financial KPIs, allow the Board to monitor execution and make adjustments where needed. The Board considers the risks and opportunities associated with strategic decisions, including those linked to technology, market developments and sustainability, and sets the Group's risk appetite in that context.

Principle 2 – Promote a corporate culture that is based on ethical values and behaviours

Description The Board aims to foster a culture that is inclusive, transparent and collaborative, underpinned by high standards of integrity. The Board believes this culture is consistent with the Company's objectives, strategy and business model and is a key enabler of long-term success. The Directors are satisfied that the Group has a "speak-up" culture and regularly observe this in practice.

The Group has in place a Code of Conduct, Share Dealing Code, Anti-Bribery Policy, Publicity Guidelines, Related Party Transaction Guidelines and a Disclosure Policy, all of which emphasise the Group's commitment to conducting its business with honesty and integrity and to maintaining high standards of behaviour. These policies are shared with employees and are available on internal systems.

Governance and mitigation The Board, led by the Co-Chairs and CEO, sets the "tone from the top" through its own behaviour and decision-making. Culture is monitored through:

- regular open-forum company meetings;
- one-to-one meetings and appraisals;
- anonymous employee surveys; and
- direct engagement between Directors and employees.

Where behaviours fall short of expectations, matters are addressed through the Group's policies and procedures, including HR processes and whistleblowing channels where appropriate. The Board reviews key culture-related indicators (such as staff turnover, engagement insights and conduct issues) as part of its oversight of people-related risks.

Principle 3 – Seek to understand and meet shareholder needs and expectations

Description The Board maintains high levels of communication and constructive dialogue with shareholders on a regular basis. The Company understands the need for effective communication with investors and financial media and provides information

through its annual and interim reports, Regulatory News Service announcements and its corporate website.

The CEO is the Company's principal spokesperson with investors, fund managers, the press and other interested parties and acts as the general liaison for shareholders. All Directors attend the Annual General Meeting ("AGM"), where private investors are given the opportunity to speak to and question the Board. AGMs, results roadshows, investor presentations and any Capital Markets Days provide important opportunities for two-way engagement.

Governance and mitigation The Company is contactable by email, and relevant shareholder queries are passed to the Board for discussion. Feedback from institutional and retail shareholders, as well as from analysts, is considered by the Board when assessing the effectiveness of its strategy and governance arrangements. Where significant themes or concerns are identified, the Board considers what actions or further disclosures are appropriate.

Principle 4 – Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success

Description The Directors believe that the main stakeholders of the Company are its clients (artists and partners), its employees, the communities it works with and its shareholders. The Group is mindful of its broader social responsibilities and the need to build and maintain strong relationships across these stakeholder groups.

ATC is committed to providing its clients with the highest levels of service and to seeking regular feedback to ensure concerns are understood and addressed. The Board believes that two-way communication with staff is a key requirement for high levels of engagement and innovation and consciously fosters a work environment where employees are – and consider themselves to be – key stakeholders in the business.

The Company continues to support various collaboration and mentorship programmes with grass-roots youth education institutions, and will endeavour to broaden its network to ensure that under-represented groups are able to access opportunities with the Group.

Governance and mitigation The Board periodically discusses the Group's key stakeholder groups, how their views are captured and how those views inform Board decision-making. In particular:

- employees can raise concerns in confidence and anonymously through informal channels and formal processes;

- the Board reviews information on employee engagement and retention;
- the ESG and social impact aspects of business decisions are increasingly considered alongside financial returns, including where relevant the environmental footprint of touring and live events.

The Board recognises that environmental and social matters – including those relating to or stemming from climate change – can affect the Group’s ability to deliver shareholder value over the medium to long-term and is integrating these considerations more explicitly into its strategic and risk discussions.

Principle 5 – Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

Description The Board takes responsibility for the establishment and oversight of the Group’s risk management framework and has established an Audit and Risk Committee to ensure that the Group’s risk management systems, policies and procedures are appropriate. The Committee helps to ensure that risks are identified and analysed, that appropriate risk limits and controls are set and that ongoing risks are monitored.

The Board’s oversight covers all financial and operational controls. Its primary method of monitoring is through reviewing reports from management to consider whether significant risks are identified, evaluated and controlled and whether any significant weaknesses are resolved.

An internal audit function is not currently considered necessary or practical due to the size of the Group and because day-to-day control is exercised by the Executive Directors. The Board keeps this position under review.

Governance and mitigation The Board sets the Group’s risk appetite in the context of its strategy, considering both threats and opportunities. It receives regular updates on principal and emerging risks, including where relevant climate-related and other sustainability-linked risks, and reviews the mitigating actions in place. The Audit and Risk Committee monitors the independence and effectiveness of the external auditors and considers whether additional assurance (for example, on specific risk or control areas) is required.

Maintain a dynamic management framework

Principle 6 – Establish and maintain the Board as a well-functioning, balanced team led by the chair

Description The Board comprises Brian Message and Craig Newman (Executive Co-Chairs), Adam Driscoll (Chief Executive Officer), Debbie Lovegrove (Chief Financial

Officer), Emma Stoker (Director of Legal and Business Affairs) and Andy Glover (Senior Independent Non-Executive Director).

The Board is responsible for the stewardship of the Group and for ensuring that corporate governance arrangements are appropriate for the nature and complexity of the Group's operations. It is responsible for taking all major strategic decisions and addressing any significant operational matters and, together with the Audit and Risk Committee, reviews the Group's risk profile and internal control environment.

The Board currently consists of five Executive Directors and one Independent Non-Executive Director. Plans are in hand to appoint an additional independent Non-Executive Director as a replacement for Shirin Foroutan, who resigned from the Board on 30 November 2022. The Board is contemplating a number of corporate plans which will determine the experience required of the independent director to be appointed.

The Board recognises that, under the 2023 QCA Code, smaller quoted companies are encouraged to have at least half of the Board (including the chair, if independent on appointment) comprised of independent non-executive directors, subject to a minimum of two independent NEDs.

At present the Group has one independent NED and therefore does not fully meet this expectation. The Board considers this appropriate at this stage given the Group's size, ownership structure, sector expertise requirements and growth plans but is committed to strengthening independent representation over time.

Governance and mitigation

- Non-Executive Directors currently spend a minimum of two days a month on Group matters.
- The Senior Independent Non-Executive Director is considered by the Board to be independent of management and free from any business or other relationship that could materially interfere with the exercise of independent judgement.
- The Board meets monthly (and more frequently if necessary) and holds an annual strategy meeting which also includes senior managers.
- The Audit and Risk Committee meets at least twice a year and the Remuneration Committee at least once a year.

The roles of the Co-Chairs and CEO are separate, with their responsibilities clearly defined and set out in writing. The Board acknowledges that having two executive Co-Chairs is not regarded as best practice under the QCA guidelines; however, given the Group's current stage of development and the Co-Chairs' central roles in the business, it

considers this structure appropriate at present. The Board will keep this under review as the Group evolves.

Principle 7 – Maintain appropriate governance structures and ensure that, individually and collectively, the Directors have the necessary up-to-date experience, skills and capabilities

Description The Executive Co-Chairs, Brian Message and Craig Newman, have each been part of the Group for over 20 years and have extensive music industry experience as managers of globally renowned artists and as developers of the wider array of the Group's businesses. The CEO, Adam Driscoll, has extensive experience of working in and leading businesses in the music industry and quoted companies. The CFO, Debbie Lovegrove has extensive experience in finance leadership roles for public and private companies, including as the CFO of AIM-quoted, Made Tech Group. Emma Stoker has extensive legal experience gained both in private practice and within industry.

The Board is supplemented by an independent Non-Executive Director, Andy Glover, who was an audit partner with Ernst & Young LLP for nearly 22 years with an extensive portfolio of mid-market clients, including music industry companies and quoted companies.

Governance and mitigation The Board considers its current overall size and composition to provide a suitable blend of sector, financial and public markets experience and personal skills and capabilities. The composition of the Board is reviewed annually by the Board itself until it is considered appropriate to implement a dedicated Nomination Committee. One-third of the Directors retire by rotation at each AGM, in accordance with the Company's Articles of Association, thereby allowing shareholders to vote on their re-election.

The Board expects its members to maintain and develop their skills through:

- participation in external training and professional development;
- attendance at relevant industry and governance events; and
- updates from advisers on legal, regulatory, accounting and governance developments (including updates to the QCA Code and ESG expectations).

Board and committee responsibilities, matters reserved for the Board and the terms of reference of the Audit and Risk Committee and Remuneration Committee are documented and available on the Company's website.

Principle 8 – Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

Description The Board is responsible for its own evaluation. An internal Board evaluation takes place annually and is conducted by way of discussions and interviews.

In addition, the Non-Executive Director considers the findings and evaluates the performance of the executives. The results are used by the Board to inform its approach to succession planning and continuous improvement.

Governance and mitigation The Board's evaluation process considers:

- the effectiveness of the Board as a whole and its committees;
- the performance of individual Directors (including the Co-Chairs and CEO);
- the quality and timeliness of information provided to the Board; and
- how well the Board oversees strategy, risk, culture and stakeholder relationships.

The Board will periodically consider whether to commission an externally facilitated review, particularly as the Group increases in scale and complexity, and will report on the timing of such reviews in future Annual Reports.

Principle 9 – Establish a remuneration policy which is supportive of long-term value creation and the Company's purpose, strategy and culture

Description The Board is responsible for establishing an effective remuneration policy which is aligned with the Group's purpose, strategy and culture and is appropriate for its stage of development. The Remuneration Committee oversees the structure of executive remuneration and related policies across the Group.

Governance and mitigation Remuneration arrangements are designed to:

- attract and retain high-quality executives;
- motivate management to deliver sustainable, long-term growth in shareholder value; and
- support and reinforce the Group's desired culture and risk appetite.

Pay structures for senior management are kept as simple and transparent as possible, with an appropriate balance between fixed and variable elements and an emphasis on long-term equity alignment where appropriate. The Remuneration Committee consults with other Board committees as necessary when setting performance measures and targets, and considers feedback from shareholders on remuneration matters. The annual remuneration report is presented to shareholders for an advisory vote at the AGM.

Build trust

Principle 10 – Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders

Description ATC is committed to open communication with all its shareholders. Communications with shareholders are predominantly through the Annual Report and AGM, supported by full-year and half-year announcements, periodic market

announcements, one-to-one meetings and investor roadshows with institutional investors.

The Group's website is regularly updated, and users can register to be alerted via email when announcements or details of presentations and events are posted. Historical annual reports, results presentations and notices of general meetings are made available on the website to support transparency and accessibility.

Governance and mitigation The Company discloses the outcomes of all shareholder votes in a clear and transparent manner. Where a significant proportion of votes is cast against a resolution, the Board will seek to understand the reasons for that vote and, where appropriate, explain any actions it intends to take in response.

The Board keeps its governance arrangements under regular review to ensure that they continue to support the Group's strategy, align with evolving regulatory and best-practice expectations and promote the long-term success of the Company for the benefit of its shareholders and wider stakeholders.