

Beta Glass Plc

POLICY ON INDEPENDENCE OF DIRECTORS

Policy Number:

Review Number (new document)

Responsible Person:

Approved by the Board on: 24th day of March, 2022

1 Introduction

The Company is committed to adopting the standards of Corporate Governance applicable to the Company which lead to the best outcome from a governance perspective for the Company's stakeholders. Those standards require that at least one member of the Board of Directors is independent of the Company, and that at least one member of the Risk and Audit Committee, and of the Governance and Remuneration Committee, of the Board, is similarly independent.

2 Purpose

2.1 The purpose of this policy is to:

- ✓ specify the test that will be used by the Board to assess the independence of each Director;
- ✓ identify the information that will be collected from each Director to make the assessment of independence; and outline the disclosure to shareholders of the assessment of independence of Directors, including the disclosure of any relationships and associations that may be perceived to affect the independence or objectivity of a Director.

3 Test of Independence

3.1 The test of independence that will be used by the Board to determine the independence of Directors is whether the Director is:

“Independent of management and free of any pecuniary interest, (other than approved directors’ remuneration and sitting fees), position, association or other relationship that could materially influence (or be reasonably perceived to materially influence) the exercise of objective, unfettered or independent judgement by the Director or the Director’s ability to act in the best interests of the Group or its shareholders generally.”

4. Information collected by the Board to assess independence

4.1 All facts and circumstances will be considered in determining the independence of a Director. It is not possible to explicitly provide for all circumstances that will indicate a conflict of interest or a material relationship. However, a Director will normally be considered to be independent if he or she meets all the criteria described below.

The Board may consider a Director to be independent notwithstanding that the Director does not meet one or more of the criteria specified below or where any other relationships or circumstances exist which appear relevant to the Board’s assessment of independence. The Board reserves its right to make such an assessment and disclose it.

Directors will update the Board with any new information in relation to interests or relationships relevant to independence. The Governance and Remuneration Committee will assess and make recommendations to the Board in relation to the independence of non-executive directors and then annually and as soon as practicable whenever any new interests or relationships are disclosed by a Director.

4.2 When assessing independence, regard will be given to whether the Director or a close family member has any of the following relationships:

- a) Does not own more than 0.01% of the paid-up share capital.
- b) Does not represent a shareholder which can significantly influence management.
- c) Does not receive additional remuneration from the company other than standard directors' fees and sitting allowances.

- d) Has not been employed by the company or group within the last five years.
- e) Has not make or received from the Company the payment of more than N20 million (Twenty Million Naira).
- f) Does not own more than a 30% of any type of share directly or indirectly or other ownership interest directly or indirectly in any entity that that made to or received from the company payment of not more that N20, million or act as a partner, director or officer of a partnership or company that to or received from the company payment of more than such amount.
- g) Has not had a material business relationship with the company in the last five years and/or is not in any material business relationship (including as a supplier or customer) with the Company or an Officer of, or otherwise associated with, someone that has such a relationship.
- h) Has not served at directorate level or above at the company's regulator within the last five years.
- i) Has not served on the Board for more than nine years and/or is not closely related to any of the company's directors, employees, substantial shareholders, customers, consultants, or other professional partners.

The test of whether a relationship or business is “material” will be based on the nature, circumstances and activities of the Director having regard to guidelines above.

Materiality will be considered from the perspective of the Company, the persons or organisations with which the Director has an affiliation, and from the perspective of the Director in consonance with the provisions of extant regulations and guideline on the dependence of Directors.

All Directors – whether independent or not – are expected to bring an independent judgement to bear on Board decisions.

5. Disclosure

5.1 The Board will make the following disclosures to shareholders in the Company's Annual Report:

- ✓ Independent and non-independent Directors (and any change in status that occurred during the year) will be identified and their period of office will be stated.
- ✓ Any assessment of independence for a Director who does not meet the criteria above, or any other relationships or circumstances exist which appear relevant to the Board's assessment of independence, will be specifically explained.

6. Applicable Laws

The laws, regulations and guidelines that govern the Company shall complement and apply to this Policy and all parties to this Policy are expected to know and comply with these laws and regulations at all times.

7. Amendment & Review

This Policy shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the Board


8. Questions

For any questions about this Policy, the Company Secretary should be contacted.

9. Approval

This Policy was approved by the Board of Directors of Beta Glass PLC

this 24th day of March, 2022



Chairman



Secretary