



## QCA Corporate Governance Code

### Compliance Statement

#### Chairman's introduction

I am pleased to present our corporate governance report following our IPO in February 2021. The Board of Directors ("the Board") is committed to effective corporate governance and all Directors are fully aware of their duties and responsibilities. In accordance with Rule 26 of the AIM Rules for Companies, the Company has adopted and observes the Quoted Companies Alliance ("QCA") Corporate Governance Code (the "QCA Code"). The Board believes that adherence to the QCA Code provides a strong foundation for delivering shareholder value.

It is the role of the Board, led by the Chairman, to ensure that the Company is managed in a way that nurtures and protects the medium to long-term benefit of all shareholders, supported by effective and efficient decision-making. Applying the QCA Code forms an important part of this process, which serves to mitigate and minimise risk and add value to our business.

Set out on pages 24 to 25 of the Company's Annual Report and Accounts for the year ended 31 March 2021 is a description of each of the principles of the QCA Code, together with an explanation of how these are applied by the Company.

Following Admission in February 2021, a number of key corporate governance changes have taken place, including the review and publication of the Company's strategic pillars, and an assessment of the risk management framework. Given the short time the Board have been together, a formal board evaluation has not yet taken place.

This statement was issued on 25 August 2021 and will be reviewed and updated at least annually.

**Paul McDonald, Chairman**



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

The Board has a clear strategy for delivering long-term shareholder value.

Supreme is committed to being Europe's leading distributor of fast-moving consumer goods, delivering well-known brands at attractive prices with honesty and exceeding expectations at all times. This will enable our customers to achieve high margins per square foot in their outlets for our products.

Our team are recognised as passionate, professional and motivated in the industry.

We will continue to develop our people by building on our success in a challenging and learning environment.

The Company's strategy is to continue its profitable growth in the following ways:

- concentrate on high growth and high margin categories such as vaping and sports and nutrition, which have strong market tailwinds;
- expand our international footprint through existing customer relationships and strategic acquisitions;
- broaden our customer base and increase penetration through cross-sell and increasing the average revenue per customer;
- continue to develop innovative products and enter additional verticals to cater for Supreme's broad customer base, focused on a high quality yet good value consumer proposition;
- increase our manufacturing efficiencies through further economies of scale and bringing the manufacture of certain products and raw materials in-house;
- evaluate complementary acquisitions to add immediate value, through increased efficiencies and synergies with the Group's existing activities; and
- enhance online distribution and services to further grow our B2B and D2C sales channels.

The Board holds at least one strategy session each year. There is a risk management framework in place (as set out on pages 18 to 19 of the Company's 2021 Annual Report and Accounts) through which the risk of any adverse effects in the implementation of the strategy are monitored.

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

Prior to Admission, the Company's executive management undertook a roadshow which has informed the Company as to its shareholders' expectations following Admission. An active dialogue has been maintained with shareholders since Admission through an investor relations programme. This activity is a keystone of the Company's corporate communications programme and is headed by the Chief Executive Officer and Chief Financial Officer of the Group.

The Company has engaged advisers to support the Group Finance team with both presentation of key information to the market and to provide feedback directly to the Board from investor meetings,



webinars, and events. An update on investor sentiment and or shareholding changes is provided at every Board meeting.

There is also a designated email address for Investor Relations, [investors@supreme.co.uk](mailto:investors@supreme.co.uk), and all contact details are included on the Company's website.

The CEO and CFO will regularly meet with shareholders and analysts following the release of key information (including financial information) to the market, as occurred at the recent final results, and the Chairman is also available to meet with major shareholders as required. All members of the Board are available to answer questions by contacting [investors@supreme.co.uk](mailto:investors@supreme.co.uk).



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

We recognise that we are responsible not only to our shareholders and employees, but to a wider group of stakeholders (including our customers and suppliers) and the communities in which we operate.

The Company is committed to the highest standards of corporate social responsibility.

The Company's key stakeholder groups are:

- Employees
- Shareholders (both institutional and private)
- Customers
- Suppliers

Further details on how the Company engages with these key stakeholder groups are detailed in Section 172 on pages 20 to 21 of the Company's 2021 Annual Report and Accounts.

*Social responsibility*

The Company is committed to sourcing and offering products which support social responsibility and environmental sustainability. The Company collaborates with all stakeholders including its customers and suppliers to ensure the integrity and reputation of the brands it works with. The Directors consider it important to create and maintain an environmental management system to ensure that the Company's environmental impact is minimised. Over the medium term, the Company will strive to enhance its environmental and social reporting to provide investors and the wider public with further transparency on the Company's commitment to positive environmental and social impact.

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

The Board uses a considered approach to risk management with the need to accept a certain level of strategic risk to achieve its objectives of capital growth for shareholders. The risks facing the business along with the monitoring processes and mitigating actions in place are set out on pages 18 to 19 of the Company's 2021 Annual Report and Accounts.

The Company has in place a risk management framework and risk register which assists the Board in identifying, assessing, and mitigating the risks faced by the Company to an acceptable level. This covers:

- The Board's appetite to risk,
- The responsibility for internal control,
- The Board process for the review of processes and controls, including independent checking by other departments or a formal internal audit function,
- Risk responsibility, mitigating actions and monitoring processes in place.



The risk management framework is reviewed at Audit Committee meetings and reported to the Board on a bi-annual basis.



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

The Directors acknowledge the importance of high standards of corporate governance and believe the QCA Code provides the best fit for the Company by setting out a standard best practice for small and mid-sized quoted companies, particularly those on AIM.

The Board includes a balance of executive and non-executive directors, with three non-executive directors and two executive directors. The Board is managed by the Chairman who has the overall responsibility for strategy, risk, and corporate governance. The Board's activities are supported by Nomination, Audit and Remuneration Committees. The terms of reference of these committees are set out on the corporate governance pages of the Group's website and pages 26 to 30 of the Company's 2021 Annual Report and Accounts. The Board and its committees receive high quality, accurate and timely information on a regular basis (daily, weekly, or monthly as appropriate). The Board meets at least six times per year. All the Directors have appropriate skills and experience for the roles they perform at the Company, including as members of Board Committees. They are subject to re-election at least every three years.

The Company is satisfied that the current Board is sufficiently resourced to discharge its governance obligations on behalf of all stakeholders and will consider the requirement for additional non-executive directors as the Company fulfils its growth objectives.

The Board have determined that notwithstanding the role of Paul McDonald as the former Chief Financial Officer to B&M, one of the Company's largest customers by revenue, he is considered to be independent in character and judgement at the date of his appointment with respect to the Company because (i) his board position at B&M ceased in November 2020 and his employment ceased in January 2021, and (ii) the value of goods supplied by Supreme to B&M represent an immaterial proportion of B&M cost of sales in any given year and as such, any financial impact derived from this trading relationship on his ongoing financial interests in B&M (which include shares and outstanding share awards) is considered inconsequential. The Board believes that the three non-executive directors are independent, with Mark Cashmore fulfilling the role of Senior Independent Director.

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

The Board is represented by an appropriately diverse mix of individuals, given its size. Experiences are varied and contribute to maintaining a balanced board that has the appropriate level and range of skill to push the Company forward. Details of the skills and experience of the Directors are set out on page 23 of this report as well as on the website. The Board is not dominated by any one individual and all Directors have the ability to challenge proposals put forward to the meeting and decisions are reached democratically. The Board and Committees will receive training as appropriate, including technical updates on the latest accounting, auditing, tax, and reporting developments, as well as regulatory updates pertaining to the sectors in which Supreme operates, particularly for battery and vape regulations. The balance of skills of the Board will be reviewed at least on an annual basis. The Board has access to professional advisers at the Company's expense if necessary.

The Directors also receive regular briefings and updates from the Company's Nominated Adviser in respect of continued compliance with, inter alia, the AIM Rules.



The Company's statement on its Audit, Remuneration and Nomination Committees can be found in its Admission Document and on the website.



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

The Board has committed to performing a formal evaluation of performance in its first year of existence as described in this report.

The key assessments that are made in relation to the effectiveness of the Directors are:

- Contributions are relevant and effective;
- Skills remain current and relevant for their role on the Board;
- They are committed and able to devote a suitable amount of time to undertaking their duties as a Director; and
- If their role is as an independent Director, that they remain independent.

The Nomination Committee may use the results of the evaluation process when reviewing the composition of the Board for selecting any new Board members, and in succession planning for the Directors of the Board as well as key executive team members. The Board considers succession planning to be a matter of high priority and this is reviewed annually by the Nomination Committee where recommendations are then presented to the Board for consideration. Succession planning requirements relating to all members of the executive management team are considered by the CEO regularly.

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

The Company has a responsibility towards its employees and other stakeholders. The Board promotes an ethical corporate culture by having a documented Code of Conduct within the Employee Handbook, with any areas of non-compliance reported to the Board.

At Board level, there are terms of reference for each of its committees, requiring regular disclosure of Directors' other interests, and following a share dealing code, all of which require high standards of behaviour.

The Company's employment policies, such as those applying to Whistleblowing and Anti-bribery also assist in embedding a culture of ethical behaviour for all employees and the Company's commitment to upholding human rights of all individuals is clearly documented in its Modern Slavery Act 2015 Statement: [www.supreme.co.uk/msaht/](http://www.supreme.co.uk/msaht/)

The Company's policies set out its zero-tolerance approach towards any form of discrimination or unethical behaviour relating to bribery, corruption, or business conduct.

This culture is set by the Board and regularly considered and discussed at Board meetings.



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

The Board has a formal schedule of matters reserved for its attention, including approval of strategic plans and acquisitions and meets at least six times per year. The role of each member of the Board is clearly defined. The Chairman is responsible for the operation of the Board. The Chief Executive Officer is responsible for proposing the strategic direction of the board and implementing the strategy once approved.

The Chief Financial Officer is responsible for all financial matters and engagement with shareholders. Board roles can be found on the Corporate Governance section of the website and set out on page 23 of the Company's 2021 Annual Report and Accounts. The Board is supported by the Audit, Remuneration and Nomination Committees in discharging its responsibilities. Each of the Committees has access to information and external advice, as necessary, to enable the Committee to fulfil its duties.

The Audit Committee has primary responsibility of monitoring the quality of internal controls to ensure that the financial performance of the Company is properly measured and reported on.

The Remuneration Committee reviews the performance of the executive directors, chairman of the Board and senior management of the Company and make recommendations to the Board on matters relating to their remuneration and terms of service. The Nomination Committee will lead the process for Board appointments and make recommendations to the Board.

The terms of reference of these committees can be found on the Corporate Governance section of this website and set out on pages 26 to 30 of the Company's 2021 Annual Report and Accounts.

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

The Company will communicate with its shareholders through:

- the Annual Report and Accounts
- half-year report announcements
- Regulatory Information Service ("RIS") announcements
- the Annual General Meeting ("AGM")
- one-to-one meetings with large existing or potential new shareholders

As outlined in principle 2, the Company maintains an active dialogue with its shareholders through a planned programme of investor relations.

A range of Company information is included on the website and further information can be requested from [investors@supreme.co.uk](mailto:investors@supreme.co.uk).