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**WARPAINT LONDON PLC**

**TERMS OF REFERENCE  
FOR THE INSIDER COMMITTEE**

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DAC Beachcroft LLP  
100 Fetter Lane London EC4A 1BN UK  
tel: +44 (0) 20 7242 1011 fax: +44 (0) 20 7831 6630  
DX 45 London

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## 1. CONSTITUTION

The insider committee (the "**Committee**") of Warpaint London plc was constituted at a full meeting of the board of directors (the "**Board**") held on 24<sup>th</sup> February 2017 in accordance with the articles of association of the company.

## 2. DUTIES AND TERMS OF REFERENCE

2.1 The Committee shall carry out the duties below for the Company to ensure the Company complies with the disclosure requirements of MAR.

2.2 The Committee shall:

2.2.1 consider information provided to it to decide if it is or is not inside information and in determining this, consider whether a reasonable investor would be likely to use the information as part of the basis of their investment decision;

2.2.2 if it is decided the information is inside information, determine whether it gives rise to an obligation to make an immediate announcement and, if so, the nature and timing of that announcement or whether it is permissible to delay the announcement;

2.2.3 take external advice on the need for an announcement and the form of any announcement where it considers this is appropriate;

2.2.4 consider the requirement for an announcement in the case of rumours relating to the Company or in the case of a leak of inside information and, in particular, the need to issue holding statements;

2.2.5 review any announcement proposed to be made by the Company other than any announcement of a routine nature or to be considered by the Board;

2.2.6 generally review and advise on the scope and content of disclosure;

2.2.7 review the steps taken to ensure that any announcement is not misleading, false or deceptive and does not omit anything material;

2.2.8 alert the Company Secretary to the existence of any inside information that will require an amendment to the Company's insider list or the creation of a new project insider list;

2.2.9 monitor compliance with the Company's disclosure controls and procedures;

2.2.10 ensure that effective arrangements are in place to deny access to inside information to persons other than those who require it for the exercise of their functions in the Company or any of its subsidiaries (the "**Group**");

2.2.11 ensure that procedures are in place for employees with access to inside information to acknowledge the legal and regulatory duties that apply to them and to be aware of the sanctions attaching to the misuse or improper circulation of such information and to recommend appropriate training for such employees in respect of the handling of such information;

- 2.2.12 review other public disclosures by the Company, including those relevant as part of the regular reporting cycles;
- 2.2.13 if practicable, refer to the Board:
- (a) any decision to make an unplanned announcement regarding trading; and
  - (b) any decision to make an unplanned announcement regarding an event or development,
- or, if a meeting of the Board cannot be convened sufficiently quickly, take such decisions; and
- 2.2.14 monitor the market view of the Company and its share price as well as rumours about the Company.
- 2.3 In carrying out its duties the Committee shall give due consideration to all applicable laws and regulations including the requirements of the Market Abuse Regulations, the AIM Rules for Companies and the Disclosure Guidance and Transparency Rules.

### **3. MEMBERSHIP**

- 3.1 The members of the Committee shall be appointed by the board of directors and shall have at least two members.
- 3.2 At the date of formation of the Committee, it has been agreed that the members of the Committee will be Clive Garston (Chairman), Neil Rodol (Chief Financial Director) and Samuel Bazini (Joint Chief Executive Officer) and the Committee shall be chaired by Clive Garston.
- 3.3 A quorum shall be any two members of the Committee, one of who must be an executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.4 The members of the Committee can be varied at any time by a majority resolution of the Board.

### **4. ATTENDANCE AT MEETINGS**

- 4.1 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting.
- 4.2 The Committee may request that any director, officer or other employee of the Group, or any other individuals whose advice and counsel are sought by the Committee, attend all or part of any meeting and provide such relevant information as the Committee requests.

### **5. NOTICE AND FREQUENCY OF MEETINGS**

- 5.1 The Committee shall meet whenever necessary to fulfil its responsibilities.
- 5.2 Meetings of the Committee may be called by the secretary of the Committee at the request of any of its members and may be called at short notice.
- 5.3 Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and

any other person required to attend as soon as reasonably practicable before the time of the meeting.

- 5.4 Meetings of the Committee may be conducted when the members are physically present or in the form of either video or audio conferences.

## 6. COMPANY SECRETARY

- 6.1 The Company Secretary or his or her nominee shall be the secretary of the Committee and will ensure that the Committee receives, whenever possible, information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 6.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3 The secretary shall minute the meeting in accordance with paragraph 8 below.
- 6.4 The Company Secretary shall be responsible for:
- 6.4.1 updating the disclosure of inside information register and arranging for the agreed form RNS announcement to be made; or
  - 6.4.2 updating the delayed disclosure of inside information register and when it is no longer possible to delay the disclosure, arranging for the agreed form RNS announcement to be made and completing the notification of delayed disclosure form on the Financial Conduct Authority website.

## 7. AUTHORITY

- 7.1 The Committee is authorised by the Board to:
- 7.1.1 investigate and undertake any activity within its terms of reference including dealing with all matters concerning:
    - (a) inside information relating to the Company and the obligation of the Company to disclose such side information via an RNS announcement; and
    - (b) any other public announcement of the Company (whether periodic, necessary or otherwise desirable),pursuant to the Company's obligations under the Market Abuse Regulations, the AIM Rules for Company and the Disclosure Guidance and Transparency Rules, or otherwise;
  - 7.1.2 seek any information it requires from any Group employee in order to perform its duties;
  - 7.1.3 obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference and invite those persons to attend at meetings of the Committee;
  - 7.1.4 call any Group employee to be questioned at a meeting of the Committee, as and when required; and
  - 7.1.5 delegate any of its powers to one or more of its members or the secretary.

**8. REPORTING**

- 8.1 The Company Secretary shall minute the proceedings and resolutions of all Committee meetings, including recording:
  - 8.1.1 the names of those present and in attendance;
  - 8.1.2 any inside information including the time and date it arose; and
  - 8.1.3 if any inside information is delayed, who was responsible for that decision and how the reasons for delay are satisfied.
- 8.2 Minutes shall be circulated promptly to the members of the Committee, all other persons attending that meeting and shall be made available on request to members of the Board, unless a conflict of interest exists.
- 8.3 The Committee chair shall report formally to the Board on its proceedings at each Board meeting on all matters within its remit.
- 8.4 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is desirable.