
**PUBLIC POLICY HOLDING COMPANY,
INC.**

AUDIT COMMITTEE CHARTER

I. CONSTITUTION

The audit committee has been established by a resolution of the board of directors (the “Board”) of Public Policy Holding Company, Inc. (the “Company”) and is to be known as the Audit Committee (the “Committee”).

II. PURPOSE

The Committee shall:

- A. provide assistance to the Board with respect to its oversight of:
- (i) the quality and integrity of the Company’s financial statements, including oversight of the Company’s accounting and financial reporting processes and financial statement audits;
 - (ii) the effectiveness of the Company’s control environment, including its systems of disclosure controls and procedures and internal controls over financial reporting;
 - (iii) the Company’s compliance with legal and regulatory requirements applicable to financial statements and accounting and financial reporting processes;
 - (iv) the Company’s independent registered public accounting firm’s qualifications, appointment, compensation, retention, engagement, performance and independence; and
 - (v) the design, organization, implementation and performance of the Company’s internal audit function and/or activities;
- B. review any reports or other disclosures required by the applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement and periodic reports within the scope of authority outlined herein, as applicable; and
- C. review annual audited consolidated financial statements, as well as quarterly and half-year financial statements, and any reports or other disclosure required by the AIM rules for Companies published by London Stock Exchange plc (the “AIM Rules”) and any applicable legal requirements and rules, as appropriate, to be included in the Company’s annual report and other reports within the scope and authority as outlined herein.

III. STRUCTURE AND PROCESSES

Membership Requirements

The Committee shall be composed of three (3) or more members of the Board, each of whom must be determined by the Board to be an “independent” director as defined in Nasdaq Rule 5605(a)(2) as imposed by The Nasdaq Stock Market LLC (“Nasdaq”) and meet the criteria for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In addition, each member of the Committee must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and each member must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement.

At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

At least one (1) member of the Committee will be an “audit committee financial expert” as defined by the applicable rules of the SEC. This person may be the same person with the financial sophistication described in the preceding paragraph. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant.

Each member of the Committee shall disclose to the Committee: (i) any personal, financial or other interest in any matter to be decided or discussed by the Committee; and/or (ii) any potential conflict of interest arising from a cross-directorship or otherwise; and any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee or absent himself or herself from all or part of the meeting of the Committee in question. Care should be taken to minimize the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.

No Committee member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee.

Appointment and Removal

The members of the Committee shall be appointed by the Board from amongst the directors of the Company, on the recommendation of the Board in consultation with the Chairman of the Committee (as defined below). Appointment to the Committee shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee. Each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation,

removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board.

Chairman

The Board shall appoint the chairman of the Committee (the “Chairman”). The Chairman shall have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment, and be an “audit committee financial expert” under the rules and regulations of the SEC, in each case, as in effect from time to time. The Chairman will chair all regular sessions of the Committee and is responsible for the operation and effectiveness of the Committee, setting the agendas of Committee meetings and managing the Committee’s agenda. In the absence or vacancy of the Chairman, the Committee shall select another member to preside.

Key responsibilities of the Chairman shall include:

- (a) managing the Committee as a team to perform an effective oversight role within a unitary board structure;
- (b) supporting and, if necessary, mentoring the Chief Financial Officer in the responsibilities arising in a quoted company environment;
- (c) ensuring that the Committee addresses all the tasks delegated to it and that any shortage in skills or experience of committee members is mitigated by the attendance of people with relevant expertise;
- (d) working with the Board to ensure that the Committee members have an appropriate mix of relevant skills and experience in both financial and non-financial matters;
- (e) reporting to the Board on issues and decisions made;
- (f) communicating effectively the performance of the Committee to shareholders through audit committee reports; and
- (g) attending the annual general meeting of the Company and answering shareholder questions about the Committee’s activities.

The Chairman shall work closely with the Chief Financial Officer, audit partner and others to ensure that all relevant information and opinions are brought to the attention of the Committee members, so that they can formulate an accurate assessment of the matters under consideration, and so that appropriate items may be placed on to the agenda of the Board.

Secretary of the Committee

The Secretary of the Company shall act as the Secretary of the Committee. In the absence of the Secretary of the Committee, the members present at the meeting of the Committee shall

elect another person as the Secretary. The Secretary of the Committee shall assist the Chairman to determine the agenda for meetings to ensure that the Committee can effectively discharge its responsibilities. The Secretary of the Committee should not be a member of the Committee and should not be the Chief Financial Officer.

Role of the Chief Financial Officer

The Company's finance team shall prepare many of the papers required by the Committee. The Chief Financial Officer, while not a member of the Committee, shall work closely with the chair of the Committee to ensure that papers for meetings are both comprehensive and comprehensible and are available for distribution sufficiently in advance of Committee meetings. The Chief Financial Officer, at the Board's discretion, will have responsibility for developing and implementing all necessary policies and procedures for sound financial management and control. The Chief Financial Officer shall attend most Committee meetings in order to participate in discussions on papers prepared by the finance team and decisions which he/she will be involved in implementing.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its independent members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate, to the extent consistent with the Company's Certificate of Incorporation, Bylaws, the Nasdaq listing rules, the AIM rules and other applicable law.

IV. MEETINGS

Attendance at Meetings

All non-executive directors who are not members of the Committee may attend Committee meetings and participate in discussions, but they may not vote. Additionally, the Committee may invite to its meetings other individuals, such as the Chief Financial Officer, the Chairman of the Board, the Chief Executive Officer, other directors and representatives from the finance function, external advisers and such other persons as it deems appropriate in order to carry out its responsibilities, but such persons have no right of attendance. The Committee may also exclude from its meetings any person (other than a member of the Committee) it deems appropriate in order to carry out its responsibilities.

A representative of the external auditors shall be invited to attend each Committee meeting (unless it would be inappropriate for them to attend a particular meeting). At least once in each year the members of the Committee shall meet the external auditors without the presence of any executive director or other employee of the Company and the Committee shall decide if the executive directors (or any of them) should be present or not at any other meeting attended by the external auditors.

Unless otherwise restricted by the Company's Certificate of Incorporation or Bylaws, the laws of the State of Delaware or other applicable law, meetings of the Committee may be held telephonically or by any means of communications by which all persons participating in the

meeting can hear each other. In addition, unless otherwise restricted by the Company's Certificate of Incorporation or Bylaws or applicable law, the Committee may act by unanimous written consent in lieu of a meeting. Should any member of the Committee wish to attend a meeting by telephone or through other means of electronic communication, prior arrangements should be made with the Secretary of the Committee.

Frequency of Meetings

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The Chairman of the Board, any member of the Committee, the internal auditors or the external auditors may call meetings of the Committee if they consider that one is necessary. In addition to its formal meetings, the Committee shall (primarily through the Chairman) maintain an ongoing dialogue with key individuals involved in the Company's governance (including the Chairman of the Board, the Chief Executive Officer, the Chief Financial Officer, the lead partner of the external auditor and the head of any internal audit function). The Committee should also meet with the independent registered public accounting firm and management quarterly to review the Company's financial statements in a manner consistent with that outlined in Section V of this charter ("Charter").

Proceedings at Meetings

A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. Any quorum should include a member with recent relevant financial experience. 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. Subject to any need to abstain from voting as provided in Section III above, each member of the Committee shall have one vote.

Notice of Meetings

Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members or at the request of external or internal auditors (if applicable) if they consider it necessary.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded by the Secretary of the Committee to each member of the Committee, any other person required to attend, the external auditors and all other non-executive directors no later than five working days (which notice may be waived by any director) before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Minutes of Meetings

The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes

should be circulated to all other members of the Board unless, exceptionally, it would be inappropriate to do so.

The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

V. RESPONSIBILITIES AND DUTIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as are consistent with its purpose and may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role, is authorized by the Board to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the authority, in its sole discretion, to engage and terminate consultants, independent counsel and other advisors, as it determines necessary or appropriate to carry out its duties. The Committee may also utilize the services of the Company's regular internal and/or external consultants, counsel or other advisors to the Company. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and any advisors that the Committee chooses to engage, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall be given full access to the Company's internal auditors (or other personnel or service providers responsible for the internal audit function), Board, corporate executives, employees and independent registered public accounting firm as necessary to carry out these responsibilities.

Notwithstanding the foregoing, the Committee is not responsible for certifying the Company's financial statements or endorsing the independent registered public accounting firm's report. The Company's management is responsible for establishing and maintaining accounting policies and procedures in accordance with U.S. generally accepted accounting principles ("GAAP") and other applicable reporting and disclosure standards and for preparing the Company's financial statements. The fundamental responsibility for the Company's financial statements and disclosures rests with management while the independent registered public accounting firm is responsible for conducting the annual audit in accordance with the standards of the Public Company Accounting Oversight Board (the "PCAOB"). Consequently, in carrying out its oversight responsibilities, the Committee does not provide special assurance regarding the Company's financial statements, internal controls, or any professional certification regarding the work of the independent registered public accounting firm.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's Certificate of Incorporation or Bylaws, applicable Nasdaq listing rules or the AIM Rules.

It is expected that the Committee will:

Documents/Reports Review

1. Review and discuss with management and the independent registered public accounting firm prior to public dissemination the Company's annual audited financial statements, as well as quarterly and half-year financial statements to be published pursuant to the AIM rules or filed or furnished with the SEC, as applicable, including the Company's accompanying disclosures under the heading "Operating and Financial Review and Prospects" or "Management's Discussion and Analysis of Financial Condition and Results of Operations", as applicable, in the Company's annual and periodic reports filed in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), respectively.
2. Discuss with the independent registered public accounting firm the matters required to be discussed by the applicable auditing standards adopted by the PCAOB and approved by the SEC from time to time, including any critical audit matters.
3. Review and discuss with management and the independent registered public accounting firm the Company's earnings press releases (including the use of any "pro forma" or "adjusted" non-GAAP information and measures), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (e.g., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide financial information or earnings guidance to analysts and rating agencies.
4. Review and discuss with management and the independent registered public accounting firm any major issues arising as to the adequacy and effectiveness of the Company's internal controls, any actions taken in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
5. Review and discuss with the independent registered public accounting firm a draft of the auditor's report and any critical audit matters to be reported therein.

Independent Registered Public Accounting Firm

6. Be directly responsible for the appointment, compensation, retention, oversight and, when necessary, termination of any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including the resolution of disagreements between management and such firm regarding financial reporting).
7. Inform each independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company that such firm must report directly to the Committee.
8. Pre-approve all auditing services and non-audit services to be provided to the Company by its independent registered public accounting firm, other than: (i) “prohibited non-audit services,” (ii) services entered into pursuant to appropriate preapproval policies established by the Committee; or (iii) services that fall within available exemptions under SEC rules. The Committee may delegate authority to one or more independent members to grant pre-approvals of audit and permitted non-audit services; provided that any such pre-approvals shall be presented to the full Committee at its next scheduled meeting.

Notwithstanding the foregoing, pre-approval is not necessary for minor non-audit services if: (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenue paid by the Company to its independent registered public accounting firm during the fiscal year in which the non-audit services are provided; (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Committee and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

The following shall be “prohibited non-audit services”: (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that the PCAOB or any other relevant regulatory body prohibits through regulation.

9. Review, at least annually, the qualifications, performance and independence of the independent registered public accounting firm and present its conclusions with respect to the independent registered public accounting firm to the Board. In conducting its review and evaluation, the Committee:
 - (a) will obtain and review a report by the Company’s independent registered public accounting firm: (i) describing such firm’s internal quality-control procedures; (ii) describing any material issues raised by the most recent internal quality-control

review, or peer review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such firm, and any steps taken to deal with any such issues; and (iii) assessing the independent registered public accounting firm's independence, delineating all relationships between such firm and the Company;

- (b) will actively engage in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm;
 - (c) should review and evaluate the lead audit partner of the independent registered public accounting firm;
 - (d) will confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law, and should consider whether there should be regular rotation of the independent registered public accounting firm itself; and
 - (e) should take into account the opinions of management and the Company's internal auditors (or other personnel or service providers responsible for the internal audit function).
10. Instruct the independent registered public accounting firm to advise, on at least a quarterly basis, whether the Company's financial statements have been selected by the PCAOB for inspection. The Committee shall be apprised on a "real-time" basis of any material developments in connection with any inspection.
11. Confirm that the independent registered public accounting firm has not detected or otherwise become aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the Company) has or may have occurred.

Accounting and Financial Reporting Processes

12. In consultation with the independent registered public accounting firm, management and the internal auditors (or other personnel or service providers responsible for the internal audit function), review the integrity of the Company's financial reporting processes. In that regard, the Committee must obtain, review and discuss with management and the independent registered public accounting firm reports from management and the independent registered public accounting firm regarding:
- all critical accounting policies and practices to be used by the Company;
 - analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with the Company's

management, the ramifications of the use of the alternative disclosures and treatments on the Company's financial statements, and the treatment preferred by the independent registered public accounting firm;

- major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
 - major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and
 - any other material written communications between the independent registered public accounting firm and the Company's management, such as any management letter or schedule of unadjusted differences.
13. Review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Company.
 14. Review with the independent registered public accounting firm: (i) any problems or difficulties encountered by such firm in the course of the review or audit work, including any restrictions on the scope of its activities or on access to requested information, and any significant disagreements with management; and (ii) management's responses to such matters. Without excluding other possibilities, the Committee may wish to review with the independent registered public accounting firm: (i) any accounting adjustments that were noted or proposed by such firm but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and such firm's national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent registered public accounting firm to the Company.
 15. Where the Committee is not satisfied with any aspect of the accounting and financial reporting process, it shall report its views to the Board. The Committee may also recommend approval of financial statements prepared in connection with the accounting and financial reporting process to the Board.

Internal Audit

16. Oversee the Company's internal audit function, which may be outsourced to a third-party service provider.
17. Review the significant reports to management prepared by the internal auditors (or other personnel or service providers responsible for the internal audit function) and management's responses.
18. Review and discuss with management, and if appropriate, the independent registered public accounting firm and/or any service provider providing internal audit services to the Company, the responsibilities, budget and staffing of the Company's internal audit function.

Legal Compliance and Risk Oversight / General

19. Review any significant findings noted by external regulatory agencies, as well as periodically review and discuss with the Company's Chief Legal Officer, or the designee of the Company's Chief Legal Officer, any legal matters that have been brought to the Committee's attention and that could have a significant impact on the Company's financial statements.
20. Review and discuss with management (including internal audit) and the independent registered public accounting firm the Company's governance guidelines and policies with respect to risk assessment and risk management. The Committee should discuss the Company's areas of material risk to the operations and financial results of the Company (including, without limitation, major financial and cybersecurity risks and exposures) and the steps management has taken to monitor and control such exposures.
21. Review the Company's technology security and data privacy controls with the Company's principal executive responsible for information technology. Review the Company's procedures for detecting fraud. Evaluate the adequacy of the Company's technology security and data privacy programs, compliance and controls with the principal executive responsible for information technology.
22. Review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance.
23. Review the Company's processes for preparing coordinated plans for business continuity.
24. Review the adequacy and effectiveness of the Company's anti-money laundering systems and controls and receive and review regular reports from the money laundering reporting officer.
25. Set clear policies for the Company's hiring of partners or employees or former partners or employees of the independent registered public accounting firm. At a minimum, these policies must provide that any independent registered public accounting firm may not provide audit services to the Company if the chief executive officer, controller, chief financial officer, chief accounting officer or any person serving in an equivalent capacity for the Company was employed by the independent registered public accounting firm and participated in any capacity in the audit of the Company during the one year preceding the date of the initiation of the audit.
26. Establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Ensure that arrangements are in place for the proportionate and independent investigation of such matters with appropriate follow-up action.
27. Oversee, review and periodically update the Company's Code of Business Conduct and Ethics (the "Code") (including review of requests of waivers thereof by executive officers

and directors), the Company's system to monitor compliance with and enforce the Code, and procedures for the treatment of whistleblower complaints.

28. Unless otherwise approved or ratified pursuant to the Board's "Related Person Transaction Policy," the Committee shall review and approve or ratify all transactions between the Company and any Related Person that are required to be disclosed pursuant to Item 404 of Regulation S-K ("Item 404") or Item 13 of Form 10-K, as applicable. "Related Person" shall have the meaning given to such term in Item 404 or Item 13 of Form 10-K, as amended from time to time. Discuss with the independent registered public accounting firm its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.
29. Give due consideration to the provisions of the Quoted Companies Alliance's ("QCA") Code, as updated from time to time (the "QCA Code"), the QCA Audit Committee Guide, as updated from time to time, as appropriate, and as far as it is determined to be practicable for a company of the Company's size and stage of development, and the AIM Rules and applicable laws and regulations.
30. Ensure the Company has an adequate process for approving market announcements and making these available to Board members for review and comment.
31. Communicate and engage effectively with shareholders on the extent of the Committee's activities.
32. Be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members.

Reports

33. Prepare the audit committee reports required by the SEC to be included in the Company's annual proxy statement, annual and half-yearly reports, quarterly financial statements, and any other formal announcements relating to its financial performance, which are to be filed or furnished with the SEC in accordance with the Exchange Act, as applicable. The Committee shall also prepare any audit committee reports related to annual, half-yearly and quarterly financial statements, as well as any other reports or other disclosure required by the AIM Rules. In compiling such audit committee reports, the Committee shall also give due consideration to the recommendations contained in the QCA Code.
34. Formally report to the Board on how it has discharged its duties, and include in such report:
 - (i) the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed;
 - (ii) the Committee's assessment of the effectiveness of the external audit process, the approach taken to the appointment or reappointment of the external auditor, length of tenure of the audit firm, when a tender was last conducted and advance notice of any retendering plans; and

(iii) any other issues on which the Board has requested the Committee's opinion.

35. Report regularly to the Board, including:

- (i) with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the qualification, performance and independence of the Company's independent registered public accounting firm or the performance of the internal audit function;
- (ii) following meetings and written consents of the Committee; and
- (iii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide recommendations to the Board as it deems appropriate, and if it is not satisfied, it shall report its views to the Board. The report to the Board may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.

36. Maintain minutes or other records of meetings and activities of the Committee.

VI. EVALUATION

The Committee shall conduct an annual review and evaluation of its own performance and that of its members, including an assessment of its compliance with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any proposed changes to this Charter that the Committee considers necessary, desirable or appropriate. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.

The Committee shall make its Charter available for inspection at the registered office of the Company and on the Company's website.

Effective Date: [●], 2025