



Chair's Introduction

As Chair of Big Technologies Plc, I am responsible for ensuring the Board has a high-quality level of governance. As required under the AIM Rules for Companies, the Company has adopted the Quoted Companies Alliance' Corporate Governance Code (**QCA Code**).

The QCA Code has been agreed to be the most suitable code for the Company to adopt, given its size and maturity. The Board is cognisant that the code is a 'comply or explain' and has therefore approached application through this lens. It is the Board's intention to apply all principles as appropriate to the Company, given its size and circumstances. It is through this approach we can embed a strong culture of governance.

By adopting a corporate governance code and ensuring compliance where appropriate, we are working towards ensuring Big Technologies integrates a culture of transparency, responsibility and accountability. It is through these principles that we can build a successful and sustainable business for all our stakeholders.

The QCA Code is constructed around ten broad principles, and this page addresses the required disclosures. Compliance with the code will be reviewed and updated regularly.

Principle 1: Establish a Purpose, Strategy and Business Model which promotes long-term value for shareholders

The Group delivers innovative, remote, people monitoring solutions to improve people's quality of life. We are committed to using technology to make society safer. Our mission is to be the most trusted provider of electronic monitoring technologies and services, which enable our customers to better manage and improve the lives of the people they monitor. We are proactive, forward-thinking and driven by a desire to serve society.

The Group's business model operates through leasing software and devices to customers on a software as a service basis. Pricing scales depending on the level of service customers wish to engage the Group on. With the preference to engage on long-term contracts to ensure strategic partnerships with customers the Group can help develop a diversified pipeline of income streams from jurisdictions around the world.

Further information on our approach and mission can be found [here](#), and within in our 2025 Annual Report & Accounts/ without our Strategic Report in the 2025 Annual Report & Accounts.

Principle 2: Promote a Corporate culture that is based on ethical values and behaviours

The Group has our core values that we endeavour to demonstrate in every action we take. These are: Customer Centric, Innovative, Trusted, Integrity, Quality, One Team.



Through demonstrating these to each other can we embody these values to our customers and achieve our mission of being the most trusted provider of electronic monitoring solutions. It is the role of the directors to exhibit the core values to the wider team to ensure corporate awareness.

The Board promotes and encourages, across the Group the core values and regularly monitors the results through discussion at Board Meetings. The Board is cognisant of the potential for external pressures and therefore ensuring actions and decisions of the Board are in line with these core values is a regular consideration.

In the wider corporate environment, examples of behaviour which fall below the expected standard are encouraged to be reported either through a dedicated anonymous channel or otherwise to members of the leadership teams. These are then reviewed by the relevant element of the Company's Governance Framework, e.g. directors or committee, and investigated as necessary.

Further details are provided [here](#).

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

The Company's investor relations are managed by the Chief Executive Officer and Chief Financial Officer with the support and assistance of the Company's brokers, Singer Capital Markets and Zeus Capital. The Company maintains regular contact with its major shareholders to communicate the Group's objectives. Shareholders wishing to get in contact with Management should refer to the contact information here which includes a dedicated investors email address: [Shareholder Information – Buddi](#).

The Board continues to have regular discussions in with its shareholders with many topics under discussion including ongoing performance, board composition as well as the now settled Buddi Litigation. Shareholder views on these matters were taken into consideration and discussed by the Board.

Specifically relating to environmental and social matters, the Board has been focussing on canvassing shareholder views on more business-critical concerns. As such, environmental and social focusses have been those considered important by the Board and Company as a whole. The Board is committed to reducing its environmental footprint where able and ensuring it operates in a socially conscious way for all stakeholders.

Further information of the approach to shareholder engagement is detailed in the [s.172 Statement](#) and our [Responsible Business Report](#), available on pages 10-11 and 12-14 of our 2025 Annual Report and Accounts respectively.



Principle 4: Take into account wider stakeholder and social and environmental responsibilities and their implications for long-term success

The Group takes its corporate social responsibilities, including its wider ESG responsibilities, very seriously and is focused on maintaining effective working relationships across a wide range of stakeholders including shareholders, employees, customers, suppliers and the communities in which the Group operates, in order to achieve long term success.

The Board has previously been cautious of selecting numerous KPI's with which to monitor its performance for ESG purposes. However, this will be a matter for Board discussion as the Board wishes the Company to be a proactive supporter of ESG initiatives in the near future.

The Director's consider its key stakeholders to be its customers, its investors, its employees, its suppliers, and the communities in which it operates. It has identified these through analysis of the Company's key relationships and resources, and reviews at Board level. All of the Company's customers have dedicated account managers who act as a primary point of contact and remain responsible for aspects of their service delivery. The CEO, CFO and COO make presentations at least twice a year to the Company's major shareholders and take questions from them in order to understand their thoughts and views on the business. Suppliers are also engaged with regularly to ensure good relationships are maintained, and so that the Group's customers and wider community are exposed to undue risks.

The Board further intends to establish an ESG committee to ensure comprehensive measurement, monitoring and implementation of ESG initiatives across the Group. This will help the Group in its efforts to further understand the needs of its local communities and wider stakeholders, and take those needs into account when determining future strategy and growth plans.

Formal feedback from investors is provided by the Group's nominated advisor, Zeus Capital, and any feedback received is discussed during Board meetings regularly. The Company intends to continue its active engagement with all its stakeholders, and ensuring that any significant views or concerns are discussed at the Board level and actions taken where appropriate.

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Principle 5: Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board has overall responsibility for the management of risk within the Group. Principal risks are those that the Board believes may materially affect the future prospects or reputation of the Group, including those that could threaten its business model, future performance, solvency or liquidity. Identifying these potential risks assists in ensuring risk



management procedures and internal controls exist to prevent them from occurring or, should they occur, mitigate their impact.

The Board has a cautious approach to risk, in order to ensure clients' critical services are not disrupted

Risk identification is conducted on a location level, and all team members are expected to have cognisance of risk identification. Following identification, the leadership team is informed of any risks newly identified which are then assessed for impact. The resulting risk register is then reviewed regularly by the Company's Audit and Risk Committee and Board with results of any mitigation activity reported.

The [principle risks](#) that the Board has identified are set out on pages 15 to 18 of our 2025 Annual Report and Accounts.

The Board is cognisant of risk faced by global climate concerns and regularly monitors these and any impact on the Company. The Board is confident that should any environmental risks develop such that they could be considered 'principal' or 'material' to the Company, the current framework would identify and raise awareness to the Board. The Board intends to conduct a more in-depth review on its current approach to ESG in the coming years.

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

It is the role of the Board to lead the Company for the benefit of shareholders and to ensure that there are adequate frameworks in place for effective decision making.

An important element of this is ensuring the Board is made up of directors with the skills needed for the Company's current mission and stage in its lifecycle. Since the Company began trading on AIM in 2021, there have been several changes to the composition of the Board but it is the belief that the Board is made up of individuals with complimentary skills sets to help the Company in its next stage in life. The current directors are diverse in their backgrounds both social and employment meaning that a rounded discussion on points is had and group-think can be avoided. However, all are aligned in the focus on ensuring that the Company is run for the benefit of the wide shareholder base.

The Nomination Committee keeps the composition of the Board under regular review, taking into account the relevant skills, experience, independence, knowledge and gender balance of the Board. The biographies of the current Directors are available to view [here](#).

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

The Board is cognisant of the requirement to ensure its directors remain up to date with industry developments and technical knowledge to ensure that they can effectively



discharge their duties. Whilst it is not possible to mandate specific behaviours, each director is encouraged to develop their skills as necessary through sector specific events or otherwise. Furthermore, specific briefings and training is provided as necessary and required, with the Company's Nominated Advisor running technical briefings prior to Board Meetings on important topics.

The roles and responsibilities of the Chair and the Chief Executive are well defined and understood by the Board:

Chair

The Chair is ultimately responsible for the Group's corporate governance, ensuring compliance with the QCA Code and that any departures are clearly understood, acknowledged, and explained. The Chair also ensures that Board meetings are run efficiently and transparently, with timely, well-structured information provided to the Board and its committees to support effective decision-making.

Chief Executive

The Chief Executive is responsible for the leadership and management of the Group, setting objectives and strategy and ensuring the Board is fully informed of performance and strategy. The Chief Executive also oversees key risks and maintains effective communication with key stakeholders, alongside the other members of the Group's senior management.

During the year the Board, and its committees, have sought the input of external advice where required. Our advisors and their details are available to view here: [Shareholder Information – Buddi](#).

The Company's governance structures consist of the Board alongside three subcommittees: Audit & Risk; Remuneration; and Nomination. Further details on each can be found here: [Board of Directors – Buddi](#)

The Company's governance framework is reviewed annually against the Company's growth plans, and assessed for whether it continues to meet current shareholder expectations.

Principle 8: Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

The Board and its Committees review their skills, experience, independence and knowledge to enable the discharge of their duties and responsibilities effectively.

Previous reviews have focussed on informal discussion on the important topics, for example efficacy of decision making, preparedness of directors and board and committee support. As such improvements year on year have been more organic as opposed to following outcomes of specific evaluation processes. The Board intends to formalise its approach and begin carrying out annual reviews shortly following each financial year end of the performance of its members and committees.



Succession planning for the Board and other members of the senior leadership team is a topic of regular consideration at the Board. The pipeline of suitable candidates within the business for non-Board leadership positions is monitored at Board level as well as team level and Board member succession planning is reviewed and considered whilst noting the need to ensure stability for the Company moving forwards. Candidates for succession are scrutinised to ensure they meet the right criteria to succeed to non-Board leadership positions. These criteria include their current performance, their potential in the respective leadership role, their managerial skills and their stakeholder management, amongst others.

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

The Board's Remuneration Committee is comprised of independent Non-Executive Directors, and meets multiple times throughout the year

Remuneration policies are determined by having regard to the Group's risk appetite and long-term strategic goals. Directors' service contracts are reviewed for appropriateness, and targets for performance-related pay are designed with the appropriate and necessary consideration. It is the Board's policy that there should be alignment between Directors' remuneration and the interests of shareholders.

The Board intends to follow the best practice by submitting its Remuneration Policy to an advisory vote at the Company's AGM every three years, and its retrospective Remuneration Report every year. The current version is available to view on page 2025 Annual Report and Accounts on page 37, available here: [Remuneration Policy](#).

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

The financial year has been challenging to the business as set out in the Strategic Report in the 2025 Annual Report & Accounts. As a result, there have been a number of board changes to help right-side the business and One Advisory has been retained to assist with governance procedures and advice. The Board is confident that it is in a position to further grow the business on the back of a year of change but success.

Within this statement, the necessary disclosures as required by the QCA Code have been considered and included as far as the Company is able. Cross referencing has been included to direct readers to other areas of the Company's website or its latest Annual Report & Accounts.

Historic Annual Report & Accounts can be located [here](#).



Information on all of the votes held at the Company's general meetings can be found here: [Regulatory News – Buddi](#). The Board intends to engage with shareholders whenever a significant proportion of votes cast by independents against a resolution, in order to understand the reasons behind the vote and how the Board can address any issues.