

## **TORM plc – Corporate Governance practices related to the UK Corporate Governance Code, as issued by the Financial Reporting Council in April 2016 (the “Code”)**

TORM plc (the “**Company**”) has elected to adopt the Code, a copy of which is available on [www.frc.org.uk](http://www.frc.org.uk).

As a company incorporated in the UK and listed on Nasdaq Copenhagen, the Company is required to report on its compliance with the Code in accordance with the “comply or explain” principle. The Company’s position with respect to compliance (or non-compliance) with the individual recommendations of the Code is required to be included in the directors’ report forming part of the Company’s Annual Report and Accounts (the “**Annual Report**”), the contents of which are summarized in more detail in this corporate governance statement. Prior to publication of the 2017 Annual Report, any references to the Annual Report should be viewed as reference to details which will appear in that Annual Report.

The Company has a one-tier board governance structure in accordance with UK legislation and is governed, subject to its Articles of Association, by its board of directors, consisting of both executive and non-executive directors, which undertakes both the management and monitoring functions of the Company (the “**Board**”).

Practices of the Board in general of the Company and any Executive Director(s):

- The Directors are entrusted with overall responsibility for the Company. The duties of the Directors include establishing policies for strategy, accounting, organization and finance and the appointment of executive officers. The primary responsibilities of the Directors are to manage the business and affairs of the Company within the limits prescribed by the Company’s Articles of Association or by special resolution of the shareholders. The Directors must act in what they consider the best interests of the Company consistent with their fiduciary duties.
- The non-Executive Directors of the Board select the Executive Director(s) and determine the terms and conditions of employment and the duties of the Executive Director(s). The Executive Director(s), together with the other members of the Group’s Senior Management (together, the “**Senior Management**”) is/are responsible for the day-to-day management of the Company, including the Company’s operational development, results and internal development, and for implementing the strategies and overall decisions approved by the Board.
- The Board has established an Audit Committee, a Remuneration Committee, a Nomination Committee and a Risk Committee. Terms of reference for each of these committees are available on the Company’s website ([www.torm.com](http://www.torm.com)).

This Corporate Governance statement provides a detailed account of how the Company has applied the Code’s principles and how it complies with its provisions. It sets out the Company’s approach to governance and supplements the information given in the Company’s Annual Report, as approved by the Board.

6 November 2017

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<b>Section A: Leadership</b>			
<b>A.1: The Role of the Board</b>			
<p><b>Main Principle</b> – Every company should be headed by an effective board which is collectively responsible for the long-term success of the company.</p>			<p>The Board agrees with the role for boards given in the Code, which it contemplates in its internal Rules of Procedure:</p> <ul style="list-style-type: none"> <li>• To provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enables risks to be assessed and managed;</li> <li>• To set the Company's strategic aims, ensuring that the necessary financial and human resources are in place for the Company to meet its objectives and review management performance; and</li> <li>• To set the Company's values and standards and ensure that its obligations to its shareholders and others are understood and met.</li> </ul> <p>All of the Company's Directors are briefed on the duties they owe as Directors of an English public company when they join the Board, including their statutory duties under the Companies Act 2006.</p> <p>The central duty of the Directors is the duty to act in good faith and in a way most likely to promote the success of the Company for the benefit of its members as a whole. In fulfilling this duty, Directors should have regard (amongst other matters) to the likely consequences of any decision in the long term:</p> <ul style="list-style-type: none"> <li>• the interests of employees</li> <li>• the need to foster business relationships with suppliers, customers and others</li> <li>• the impact of operations on the community and the environment</li> <li>• the desirability of maintaining a reputation for high standards of business</li> <li>• the need to act fairly between members of the Company.</li> </ul> <p>The Rules of Procedure and internal board policies for the Company's Board of Directors and Executive Management define the Board's most important tasks related to financial and managerial control of the Company.</p>

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<p>A.1.1. The board should meet sufficiently regularly to discharge its duties effectively. There should be a formal schedule of matters specifically reserved for its decision. The annual report should include a statement of how the board operates, including a high level statement of which types of decisions are to be taken by the board and which are to be delegated to management.</p>	<p>In compliance</p>		<p>The Board plans its meetings in advance in line with its annual general meeting calendar. The Board has a formal schedule of matters reserved for its decision and delegates matters to committees as set out below.</p> <p>The Rules of Procedure for the Board as well as the annual general meeting calendar serve the purpose of defining the Board 's most important tasks related to financial and managerial control of the Company. This includes how to supervise the work of the Executive Director(s) and Senior Management.</p> <p>At least once a year, the Rules of Procedure for the Board and the Executive Management are reviewed.</p> <p>The Annual Report includes a statement of how the Board operates, including a high level statement of which types of decisions are to be taken by the Board and which are to be delegated to the Executive Director.</p>
<p>A.1.2. The annual report should identify the chairman, the deputy chairman (where there is one), the chief executive, the senior independent director and the chairmen and members of the board committees. It should also set out the number of meetings of the board and those committees and individual attendance by directors.</p>	<p>In compliance</p>		<p>The Annual Report contains information on the chairman of the Board (the “<b>Chairman</b>”), the deputy chairman, the Executive Director and the chairmen and members of all committees appointed or established by the Board.</p> <p>The Annual Report provides information regarding the number of meetings of the Board and the individual attendance by Directors. Likewise, the Annual Report provides information regarding number of meetings of the committees and the individual attendance by the Directors.</p> <p>Any Director who is unable to attend a Board or committee meeting will still be provided with an opportunity to review the relevant papers and to provide comments in advance to the Chairman or the chairman of the relevant committee, as appropriate.</p> <p>The Company's annual report lists important activities of the committees during the year, and it includes a summary of the role for each of the Audit Committee, the Remuneration Committee, the Risk Committee and the Nomination Committee.</p>

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
A.1.3. The company should arrange appropriate insurance cover in respect of legal action against its directors.	In compliance		The Company has appropriate Directors' and Officers' insurance in place.
<i>A.2: Division of responsibilities</i>			
<b>Main Principle</b> – There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision.			The Directors are entrusted with overall responsibility for the Company. The division of the responsibility between the running of the Board and the Executive Director is outlined in the Board's Rules of procedures.
A.2.1 The roles of chairman and chief executive should not be exercised by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established, set out in writing and agreed by the board.	In compliance		The Chairman will be a different person to any CEO or sole Executive Director appointed from time to time. The division of responsibilities between the Chairman and any CEO or sole Executive Director is stated in the Rules of Procedure for the Board, which has been reviewed and approved by the Board.
<i>A.3: The Chairman</i>			
<b>Main Principle</b> – The chairman is responsible for leadership of the board and ensuring its effectiveness on all aspects of its role.			The Chairman leads the Board and ensures that the Board's work is carried out effectively.
A.3.1. The chairman should on appointment meet the independence criteria set out in B.1.1 below. A chief executive should not go on to be chairman of the same company. If exceptionally a board decides that a chief executive should become chairman, the board should consult major shareholders in advance and should set out its reasons to shareholders at the time of the appointment and in the next annual report. <sup>1</sup>	In compliance		The Chairman was appointed on 13 October 2015 and was not considered independent under the Code on appointment, as Mr. Boehringer is a partner and managing director of the major shareholder in the Company, Oaktree Capital Management. However, following the appointment the test of independence is not appropriate in relation to the Chairman.
<i>A.4: Non-Executive Directors</i>			

<sup>1</sup> Compliance or otherwise with this provision need only be reported on for the year in which the appointment is made.

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<b>Main Principle</b> – As part of their role as members of a unitary board, non-executive directors should constructively challenge and help develop proposals on strategy			The non-Executive Directors are committed to contribute to constructively challenge and help develop proposals on strategy.
A.4.1. The board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the chairman and to serve as an intermediary for the other directors when necessary. The senior independent director should be available to shareholders if they have concerns which contact through the normal channels of chairman, chief executive or other executive directors has failed to resolve or for which such contact is inappropriate.	In compliance		<p>The Company has issued one B share with a nominal value of USD 0.01, which is held by a trustee on behalf of the minority shareholders of the Company. Under the Company's Articles of Association, the holder of the B share has the right to elect one member of the Board (in the role of a "B Director" and also as Deputy Chairman) as well as one Board Observer.</p> <p>Given the responsibilities of the B Director contemplated in the Articles of Association with respect to the protection of the rights of the minority shareholders, the Company has appointed the B Director as the Senior Independent Director.</p> <p>The Senior Independent Director ensures that the views of each non-Executive Director are given due consideration and is available to shareholders if they have concerns which contact through the normal channels of Chairman, Chief Executive or other Executive Directors has failed to resolve or for which such contact is inappropriate.</p>
A.4.2. The chairman should hold meetings with the non-executive directors without the executives present. Led by the senior independent director, the non-executive directors should meet without the chairman present at least annually to appraise the chairman's performance and on such other occasions as are deemed appropriate.	In compliance		<p>Each year, the Board conducts a self-evaluation which addresses performance and achievements of the Board as a collective body and its individual members.</p> <p>The Chairman has the responsibility for the continuous evaluation of the Board. The Chairman also conducts the self-assessment of the Board. In addition on every ordinary board meeting there is an agenda item which is the designed for the board to meet without the presence of the Executive Director.</p>
A.4.3. Where directors have concerns which cannot be resolved about the running of the company or a proposed action, they should ensure that their concerns are recorded in the board minutes. On resignation, a non-executive	In compliance		Directors' concerns which cannot be resolved about the running of the Company or a proposed action will be recorded in the Board minutes.

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
director should provide a written statement to the chairman, for circulation to the board, if they have any such concerns.			On resignation, a Director with such concerns would be expected to provide a written statement to the Chairman, for circulation to the Board. No such concerns have been highlighted.
<b>Section B: Effectiveness</b>			
<i>B.1: The Composition of the Board</i>			
<b>Main Principle</b> – The board and its committees should have the appropriate balance of skills, experience, independence and knowledge of the company to enable them to discharge their respective duties and responsibilities effectively.			The Board considers itself to be composed of Directors with knowledge of the Company and a broad range of skills and experience of relevance for running the Company's business.
<p>B.1.1. The board should identify in the annual report each non-executive director it considers to be independent. The board should determine whether the director is independent in character and judgement and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the director's judgement. The board should state its reasons if it determines that a director is independent notwithstanding the existence of relationships or circumstances which may appear relevant to its determination, including if the director:</p> <ul style="list-style-type: none"> <li>• has been an employee of the company or group within the last five years;</li> <li>• has, or has had within the last three years, a material business relationship with the company either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the company;</li> <li>• has received or receives additional remuneration from the company apart from a director's fee, participates in the company's share option or a performance related pay scheme, or is a member of the company's pension scheme;</li> <li>• has close family ties with any of the company's advisers, directors or senior employees;</li> </ul>	In compliance		<p>Three of the non-Executive Directors are considered to be independent.</p> <p>The Chairman is not considered independent under the Code, as Mr. Boehringer is a partner and managing director of the major shareholder, Oaktree Capital Management.</p> <p>The Board has determined that each non-Executive Director is independent in character and judgments; commits sufficient time and energy to the role and continues to make a valuable contribution to the Board and its committees. The Board keeps under review whether there are relationships or circumstances which are likely to affect or could appear to affect their independence.</p> <p>The rights of the C share enable the C shareholder to elect all of the directors other than the B Director. Mr. Trapp and Mr. Janholt were originally nominated to the Board of TORM plc by the C shareholder (as they have served in an equivalent capacity on the Board of TORM A/S) but are nevertheless considered by the Board to be independent.</p> <p>Mr. Weinstein is appointed by the holder of the B share. The B share is held by a trustee on behalf of independent A shareholders. Accordingly, Mr. Weinstein does not represent the B shareholder and so is considered by the Board to be independent.</p>

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<ul style="list-style-type: none"> <li>holds cross-directorships or has significant links with other directors through involvement in other companies or bodies;</li> <li>represents a significant shareholder; or</li> <li>has served on the board for more than nine years from the date of their first election.</li> </ul>			
B.1.2. At least half the board, excluding the chairman, should comprise non-executive directors determined by the board to be independent.	In compliance		The Board excluding the Chairman, consists of three non-executive directors, all of whom are considered to be independent.
<i>B.2: Appointments to the Board</i>			
<b>Main Principle</b> – There should be a formal, rigorous and transparent procedure for the appointment of new directors to the Board.			The Company's procedures for the appointment of new Directors to the Board are set out in the Annual Report and the Articles of Association (available on the Company's website).
B.2.1. There should be a nomination committee which should lead the process for board appointments and make recommendations to the board. A majority of members of the nomination committee should be independent non-executive directors. The chairman or an independent non-executive director should chair the committee, but the chairman should not chair the nomination committee when it is dealing with the appointment of a successor to the chairmanship. The nomination committee should make available its terms of reference, explaining its role and the authority delegated to it by the board.	In compliance		<p>The Board of Directors has established a Nomination Committee. The Nomination Committee consists of two independent non-Executive Directors and the Chairman, who is not considered by the Board to be independent. Accordingly, all members of the Nomination Committee are non-Executive Directors.</p> <p>The Nomination Committee consists of Christopher H. Boehringer, as Chairman, Torben Janholt and David Weinstein.</p> <p>If the Nomination Committee is considering the appointment of a successor to the Chairmanship of the Company, the terms of reference of the Nomination Committee provide that the Chairman shall not chair the committee in such circumstances. The Nomination Committee's terms of reference are available on the Company's website.</p>
B.2.2. The nomination committee should evaluate the balance of skills, experience, independence and knowledge on the board and, in the light of this evaluation, prepare a	In compliance		The relevant and desired competency profiles of potential candidates for new Board members will be discussed by the Board as part of the preparation for each Annual General Meeting. The need for integration of new talent and the

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
description of the role and capabilities required for a particular appointment.			<p>need for diversity in relation to e.g. international experience, gender and age are taken into consideration.</p> <p>The Nomination Committee has the responsibility for conducting the search in connection with selection and nomination of candidates to the Board. Appointments will be made on merit and against objective criteria to ensure that the Board maintains a balance of skills and experience.</p> <p>The Nomination Committee is responsible for assessing the composition, development, risk and succession plans for the Executive Director at least annually.</p> <p>The Nomination Committee also diligently reviews proposals, including those presented at the Annual General Meeting, from shareholders and other stakeholders regarding candidates for executive positions.</p>
B.2.3. Non-executive directors should be appointed for specified terms subject to re-election and to statutory provisions relating to the removal of a director. Any term beyond six years for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the board.		Not in compliance	<p>Under the Company's Articles of Association, apart from the B Director, each Director must retire at the end of the second annual general meeting after his appointment or last re-appointment unless he has been re-appointed at that annual general meeting.</p> <p>The B Director is not appointed for a specified term, but will continue until removed by the B shareholder. The Company believes that continuity in the B Director role is important as he serves as a representative for the minority shareholders. The B Shareholder, representing the minority shareholders, can replace the B Director at any time.</p>
B.2.4. A separate section of the annual report should describe the work of the nomination committee, including the process it has used in relation to board appointments. This section should include a description of the board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives. An explanation should be given if neither an external search consultancy nor open advertising has been used in the appointment of a chairman or a non-	In compliance		<p>The Annual Report provides information on the number of meetings held by the Nomination Committee in the financial year in question as well as the names of the members of the Nomination Committee, including the Chairman of the committee. Additionally, the Annual Report lists which members of the Nomination Committee are independent and which members have special qualifications.</p> <p>The Governance section of the Company's website lists the key activities of the Nomination Committee during the year and includes the terms of reference of</p>



Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<p>executive director. Where an external search consultancy has been used, it should be identified in the annual report and a statement made as to whether it has any other connection with the company.</p>			<p>the Nomination Committee. In view of the Company's recent incorporation and listing, the Nomination Committee's activities were limited during the year as no new Directors have been appointed since the listing.</p> <p>Due to the way the Company was formed, the acquisition of TORM A/S and the importance of leadership and continuity following that event, and due to the combination of its controlling shareholder, Mr. Boehringer was appointed as Chairman of the Board and Messrs. Weinstein, Trapp and Janholt were appointed as non-Executive Directors without the use of any external search company or the use of open advertising.</p> <p>The Company has an obligation to its customers, shareholders, employees, and other stakeholders to develop the Company's talent pool irrespective of attributes such as gender, religion, sexuality, nationality or ethnicity.</p> <p>In terms of gender diversity globally as of December 2016, females constitute 41% of land-based employees (defined as non-managerial individual performers), 27% of middle management and 5% of top management (Vice Presidents and above).</p> <p>With the enforcement of the Company's Leadership Philosophy and the planned sustained investments in diversity-enhancing measures, the Company is seeking to increase diversity within the Company. In 2017, the Company will continue to focus its diversity efforts on encouraging and developing female talent.</p> <p>The Annual Report includes a description of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving the objectives.</p>
<i>B.3: Commitment</i>			
<p><b>Main Principle</b> – All directors should be able to allocate sufficient time to the Company to discharge their responsibilities effectively.</p>			<p>All Directors have committed to allocating sufficient time to the Company.</p>

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<p>B.3.1. For the appointment of a chairman, the nomination committee should prepare a job specification, including an assessment of the time commitment expected, recognizing the need for availability in the event of crises. A chairman's other significant commitments should be disclosed to the board before appointment and included in the annual report. Changes to such commitments should be reported to the board as they arise, and their impact explained in the next annual report.</p>	<p>In compliance</p>		<p>Upon appointment, each of the Board members committed to allocating sufficient time to fulfill his/her responsibilities towards the Company.</p> <p>The Chairman's other significant commitments were disclosed to the Board before appointment. Changes to such commitments are reported to the Board as they arise, and details of these commitments and their impact are included in the Annual Report.</p>
<p>B.3.2. The terms and conditions of appointment of non-executive directors should be made available for inspection.<sup>2</sup> The letter of appointment should set out the expected time commitment. Non-executive directors should undertake that they will have sufficient time to meet what is expected of them. Their other significant commitments should be disclosed to the board before appointment, with a broad indication of the time involved and the board should be informed of subsequent changes.</p>	<p>In compliance</p>		<p>Per the Companies Act 2006, Chapter 5, Section 228 (1) b, the Company has chosen to issue a written memorandum setting out the terms of the non-executive and executive directors' contracts. The memorandum is available for viewing at the Companies registered office upon demand.</p> <p>The non-Executive Directors have undertaken that they have sufficient time to carry out their duties.</p> <p>The other significant commitments of each non-Executive Director were disclosed to the Board before appointment. Changes to such commitments are reported to the Board as they arise, and details of these commitments are included in the Annual Report.</p>
<p>B.3.3. The board should not agree to a full time executive director taking on more than one non-executive directorship in a FTSE 100 company nor the chairmanship of such a company.</p>	<p>In compliance</p>		<p>The Executive Director does not hold any non-executive directorships in FTSE 100 companies, and his other directorships are stated in the Annual Report.</p>
<p><i>B.4: Development</i></p>			

<sup>2</sup> The terms and conditions of appointment of non-executive directors should be made available for inspection by any person at the company's registered office during normal business hours and at the AGM

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<b>Main Principle</b> – All directors should receive induction on joining the board and should regularly update and refresh their skills and knowledge.			On appointment, new Directors will receive an introduction to the Company.
B.4.1. The chairman should ensure that new directors receive a full, formal and tailored induction on joining the board. As part of this, directors should avail themselves of opportunities to meet major shareholders.	In compliance		The Company has arranged for a full onboarding program for each new Director. Directors have availed themselves of opportunities to meet major shareholders.
B.4.2. The chairman should regularly review and agree with each director their training and development needs.	In compliance		The Board conducts an annual self-evaluation, which includes evaluation of the individual Directors, during which, training and development needs are reviewed and agreed.
<i>B.5: Information and Support</i>			
<b>Main Principle</b> – The board should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties.			The Executive Director and Senior Management ensure that the Directors receive accurate, timely and clear information. The Board receives regular updates on business performance against the annual business plan, details of strategic and investment decisions, and presentations from members of the Senior Management Team at Board meetings.
B.5.1. The board should ensure that directors, especially non-executive directors, have access to independent professional advice at the company's expense where they judge it necessary to discharge their responsibilities as directors. Committees should be provided with sufficient resources to undertake their duties.	In compliance		There is an established procedure providing individual members of the Board with access to independent professional advisers at the Company's expense and access to other resources necessary for them to undertake their duties.
B.5.2. All directors should have access to the advice and services of the company secretary, who is responsible to the board for ensuring that board procedures are complied with. Both the appointment and removal of the company secretary should be a matter for the board as a whole.	In compliance		The Company Secretary is responsible to the Board for keeping all statutory minutes and records. The directors have access to advice and services from the Company Secretary.  The appointment or removal of the Company Secretary is a matter for the Board as a whole.
<i>B.6: Evaluation</i>			

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<b>Main Principle</b> – The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.			The Board undertakes a formal and rigorous annual evaluation of its own performance and that of its committees and individual Directors.
B.6.1. The board should state in the annual report how performance evaluation of the board, its committees and its individual directors has been conducted.	In compliance		<p>Each year, the Board conducts a self-evaluation, which addresses performance and achievements of the Board as a collective body and its individual members. Furthermore, the cooperation between the Board and Senior Management is evaluated at least once a year.</p> <p>The Chairman is responsible for the continuous evaluation of the Board. The Chairman also conducts the self-assessment of the Board.</p> <p>The Annual Report states how the performance evaluation of the Board, its committees and its individual directors has been conducted.</p> <p>Board committee reviews will also be conducted against the principles set out in the Code.</p>
B.6.2. Evaluation of the board of FTSE 350 companies should be externally facilitated at least every three years. The external facilitator should be identified in the annual report and a statement made as to whether they have any other connection with the company.	In compliance		The Company is not at FTSE 350 company and will therefore carry out an annual internally-run evaluation..
B.6.3. The non-executive directors, led by the senior independent director, should be responsible for performance evaluation of the chairman, taking into account the views of executive directors.	In compliance		The non-Executive Directors, led by the Senior Independent Director, annually review the performance of the Chairman, taking into account the views of the Executive Director, against his accountabilities and business objectives..
<i>B.7: Re-election</i>			
<b>Main Principle</b> – All directors should be submitted for re-election at regular intervals, subject to continued satisfactory performance.			The Company's procedures for re-election of Directors are set out in the Company's Articles of Association, which are available on the Company's website.

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<p>B.7.1. All directors of FTSE 350 companies should be subject to annual election by shareholders. All other directors should be subject to election by shareholders at the first annual general meeting after their appointment, and to re-election thereafter at intervals of no more than three years. Non-executive directors who have served longer than nine years should be subject to annual re-election. The names of directors submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable shareholders to take an informed decision on their election.</p>		Not in compliance	<p>Under the Company's Articles of Association, apart from the B Director, each Director must retire at the end of the second annual general meeting after his appointment or last re-appointment unless he has been re-appointed at that annual general meeting.</p> <p>The Board of Directors believes that given its controlling shareholder structure and Articles of Association and the past practices of TORM A/S, it is appropriate for all Directors to seek re-election every second years (except for the B Director).</p> <p>The holder of the B share has the right to elect the B Director to the Board of Directors. Given the role of the B Director in monitoring the rights of the minority shareholders, the Board of Directors does not believe that the B Director should be subject to re-election.</p> <p>Each of the other Directors excluding the B share Director, was re-appointed at the first annual general meeting after their initial appointment.</p> <p>None of the non-Executive Directors have served longer than nine years.</p> <p>Copies of the Directors' biographies are set out in the Annual Report and are available on the Company's website, enabling shareholders to take an informed decision when determining their (re-)election.</p> <p>The Company is not an FTSE 350 company.</p>
<p>B.7.2. The board should set out to shareholders in the papers accompanying a resolution to elect a non-executive director why they believe an individual should be elected. The chairman should confirm to shareholders when proposing re-election that, following formal performance evaluation, the individual's performance continues to be effective and to demonstrate commitment to the role.</p>	In compliance		<p>In the papers accompanying a resolution to elect a non-Executive Director, the Board will explain to shareholders why they believe an individual should be elected.</p> <p>When proposing the re-election of a Director, the Chairman will confirm to the shareholders that, following formal performance evaluation, the individual's performance continues to be effective and to demonstrate commitment to the role.</p>
<b>Section C: Accountability</b>			

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<i>C.1: Financial and Business Reporting</i>			
<b>Main Principle</b> – The board should present a fair, balanced and understandable assessment of the company’s position and prospects.			The Board applies a consistent approach in its financial reporting, which includes interim and other price-sensitive public reports as well as reports to regulators and information required by statute. The Board has established arrangements that enable it to assess that the information presented is fair, balanced and understandable.
C.1.1. The directors should explain in the annual report their responsibility for preparing the annual report and accounts, and state that they consider the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the company’s position and performance, business model and strategy. There should be a statement by the auditor about their reporting responsibilities.	In compliance		In the Annual Report the Directors explain their responsibility for preparing the Annual Report and confirm that they consider that the Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company’s position and performance, business model and strategy.  The Annual Report also includes a statement by the auditor concerning their audit scope and reporting responsibilities.
C.1.2. The directors should include in the annual report an explanation of the basis on which the company generates or preserves value over the longer term (the business model) and the strategy for delivering the objectives of the company.	In compliance		In the Strategic Report within the Annual Report, the Directors have included an explanation of the Company’s business model and the strategy for delivering the objectives of the Company.
C.1.3. In annual and half-yearly financial statements, the directors should state whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and identify any material uncertainties to the company’s ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements.	In compliance		An appropriate statement from the Board is included in the Annual Report and in the Company’s quarterly reports. In those statements, the Board will state whether they consider it appropriate to adopt the going concern basis of accounting in preparing those reports. The Annual Report identifies any material uncertainties relating to the Company’s ability to continue to adopt a going concern basis of accounting over a period of at least twelve months from the date of approval of the financial statements.
<i>C.2: Risk Management and Internal Control</i>			
<b>Main Principle</b> – The board is responsible for determining the nature and extent of the principal risks it is willing to take to achieve its strategic objectives. The board should			One of the key accountabilities of the Board is to provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed. Effective risk management is

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
maintain sound risk management and internal control systems.			critical to the Board achieving its strategic objectives. The Company's financial controls are defined and monitored in a compliance framework consistent with the recognized framework established by the Committee of Sponsoring Organizations (COSO 1992).
C.2.1. The directors should confirm in the annual report that they have carried out a robust assessment of the principal risks facing the company, including those that would threaten its business model, future performance, solvency or liquidity. The directors should describe those risks and explain how they are being managed or mitigated.	In compliance		<p>The Board has established a Risk Committee. The Risk Committee consists of two independent non-Executive Directors and the Chairman, who is not considered by the Board to be independent.</p> <p>The Risk Committee consists of: Göran Trapp, as Chairman, Christopher H. Boehringer and Torben Janholt.</p> <p>Based on the work of the Risk Committee, the Board will confirm in the Annual Report that they have carried out a robust assessment of the principal risks faced by the Company, including those that would threaten its business model, future performance, solvency or liquidity. The Board will describe those risks and explain how they are being managed or mitigated.</p>
C.2.2. Taking account of the company's current position and principal risks, the directors should explain in the annual report how they have assessed the prospects of the company, over what period they have done so and why they consider that period to be appropriate. The directors should state whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, drawing attention to any qualifications or assumptions as necessary.	In compliance		Within the Strategic Report included in the Annual Report, the Board will describe and assess the Company's risks, and the Directors will state whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment drawing attention to any qualifications or assumptions as necessary.
C.2.3. The board should monitor the company's risk management and internal control systems and, at least annually, carry out a review of their effectiveness, and report on that review in the annual report. The monitoring and review should cover all material controls, including financial, operational and compliance controls.	In compliance		The Board has overall responsibility for monitoring the Company's internal control and risk management including financial, operational and compliance controls. The Executive Director is principally responsible for the operation of an effective internal control environment.

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
			<p>In addition the Risk Committee oversees the risk management processes and reporting of the Company and discusses relevant risk management policies, capital structure targets and planned funding initiatives. The Risk Committee is responsible for providing recommendations to the Board of Directors with respect to these targets and initiatives.</p> <p>The Company's financial controls are defined and monitored in a compliance framework consistent with the recognized framework established by the Committee of Sponsoring Organizations (COSO 1992) and provides a clear audit trail of changes in risk assessments and design of controls.</p> <p>The Board reports annually on the review of the effectiveness of the systems in the Annual Report.</p>
<i>C.3: Audit Committee and Auditors</i>			
<p><b>Main Principle</b> – The board should establish formal and transparent arrangements for considering how they should apply the corporate reporting and risk management and internal control principles and for maintaining an appropriate relationship with the company's auditors.</p>			<p>The Board has established an Audit Committee. In the terms of reference of the Audit Committee, the arrangements for corporate reporting and risk management are outlined. Likewise, the internal control principles and for maintaining an appropriate relationship with the Company's auditors are outlined in the terms of reference.</p>
<p>C.3.1. The board should establish an audit committee of at least three independent non-executive directors. The board should satisfy itself that at least one member of the audit committee has recent and relevant financial experience.</p>		<p>Not in compliance</p>	<p>The Company has established an Audit Committee consisting of two independent, non-Executive Directors and the Chairman, who is not considered by the Board to be independent.</p> <p>The Audit Committee consists of Göran Trapp, as Chairman, Christopher H. Boehringer and Torben Janholt.</p> <p>One of the Audit Committee members is not independent, which is not in compliance with the Code. However, the Company believes that, given that the Chairman of the Audit Committee is independent, the Company's controlling shareholder structure and the rights of the C share held by Oaktree Capital Management, it is appropriate for Mr. Boehringer to be on the Audit Committee.</p> <p>The Board is satisfied that the Audit Committee has recent and relevant financial experience and that the members of the Audit Committee as a whole have the</p>



Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
			necessary qualifications and competences relevant to the shipping sector. The Audit Committee also has access to the financial expertise of the Group and its external auditors and can seek further professional advice at the Company's expense, if required.
<p>C.3.2. The main role and responsibilities of the audit committee should be set out in written terms of reference and should include:</p> <ul style="list-style-type: none"> <li>• to monitor the integrity of the financial statements of the company and any formal announcements relating to the company's financial performance, reviewing significant financial reporting judgements contained in them;</li> <li>• to review the company's internal financial controls and, unless expressly addressed by a separate board risk committee composed of independent directors, or by the board itself, to review the company's internal control and risk management systems;</li> <li>• to monitor and review the effectiveness of the company's internal audit function;</li> <li>• to make recommendations to the board, for it to put to the shareholders for their approval in general meeting, in relation to the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor;</li> <li>• to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements;</li> <li>• to develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm; and to report to the board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken; and</li> </ul>	In compliance		<p>The Audit Committee is expected to meet at least four times a year. The Chief Financial Officer of TORM A/S, the head of TORM A/S's Accounting Department and the Company's independent auditors should normally participate in the meetings. The Audit Committee may invite such other persons to its meetings as it deems appropriate. The Audit Committee performs its duties under terms of reference approved by the Board, which are available for review on the Company's website.</p> <p>The independent auditor participates in all Audit Committee meetings. Furthermore, the auditor meets with the Board at least once a year.</p> <p>The Chairman of the Board and the Chairman of the Audit Committee have a direct dialogue with the independent auditor without the presence of the Executive Management on a case-by-case basis.</p> <p>The Board approves the election of the independent auditor and the overall conditions for the audit engagement on which basis the Audit Committee is mandated to approve the audit engagement letter.</p> <p>The Audit Committee is expected to make recommendations to the Board with respect to the appointment of the Company's independent auditors and provides a report on the committee's activities to the Board.</p> <p>The Audit Committee is responsible for assisting the Board in fulfilling its responsibilities pertaining to the accounting, auditing and financial reporting of the Company and ensuring the quality and integrity of such reporting.</p>

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<ul style="list-style-type: none"> <li>to report to the board on how it has discharged its responsibilities.</li> </ul>			
C.3.3. The terms of reference of the audit committee, including its role and the authority delegated to it by the board, should be made available.	In compliance		The terms of reference of the Audit Committee are available on the Company's website, including its role and the authority delegated to it by the Board.
C.3.4. Where requested by the board, the audit committee should provide advice on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's position and performance, business model and strategy.	In compliance		. Where requested by the Board, the Audit Committee will report to the Board on whether the Annual Report, taken as a whole, is fair, balanced and understandable and will provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.
C.3.5. The audit committee should review arrangements by which staff of the company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. The audit committee's objective should be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.	In compliance		The audit committee has ensured that the whistleblower function established by TORM A/S in early 2006, has also been adopted by the Company. Details of the whistleblower function is accessible at <a href="http://www.torm.com">www.torm.com</a> ( <a href="http://www.torm.com/about-torm/corporate-governance/whistle-blower">http://www.torm.com/about-torm/corporate-governance/whistle-blower</a> ).
C.3.6. The audit committee should monitor and review the effectiveness of the internal audit activities. Where there is no internal audit function, the audit committee should consider annually whether there is a need for an internal audit function and make a recommendation to the board, and the reasons for the absence of such a function should be explained in the relevant section of the annual report.	In compliance		<p>The Audit Committee assesses the need for an internal audit function on an annual basis and makes a recommendation to the Board.</p> <p>Based on the Company's size, complexity and its internal control environment, the Company has decided to defer the establishment of an internal audit function until the need arises.</p>
C.3.7. The audit committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditors. If the board does not accept the audit committee's recommendation, it should include in the annual report, and in any papers recommending appointment or re-	In compliance		The Audit Committee has primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditors to the Board. The Board has accepted the Audit Committee's recommendation.

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
appointment, a statement from the audit committee explaining the recommendation and should set out reasons why the board has taken a different position.			
<p>C.3.8. A separate section of the annual report should describe the work of the committee in discharging its responsibilities. The report should include:</p> <ul style="list-style-type: none"> <li>the significant issues that the committee considered in relation to the financial statements, and how these issues were addressed;</li> <li>an explanation of how it has assessed the effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, and information on the length of tenure of the current audit firm and when a tender was last conducted and advance notice of any retendering plans; and</li> <li>if the external auditor provides non-audit services, an explanation of how auditor objectivity and independence are safeguarded.</li> </ul>	In compliance		<p>The Audit Committee Report within the Annual Report will provide information on the number of meetings held by the Audit Committee as well as the names of the Chairman and members. It will further include details of any significant issues related to the financial statements and an explanation of how it has assessed the effectiveness of the audit process. Details on the working relationship with the external auditor, including how independence is safeguarded, the approach to the reappointment of the external auditor and details on the length of the tenure and the last tender process, will also be included.</p> <p>The Corporate Governance section of the Company's annual report lists important activities of the Audit Committee during the financial year.</p> <p>The Audit Committee keeps under review the independence and objectivity of the Company's external auditors, including the review of audit fee proposals and non-audit fees.</p> <p>The external auditors were appointed to the Company in 2015, and there are no current retendering plans.</p>
<b>Section D: Remuneration</b>			
<i>D.1: The Level and Components of Remuneration</i>			
<p><b>Main Principle</b> – Executive directors' remuneration should be designed to promote the long-term success of the company. Performance-related elements should be transparent, stretching and rigorously applied.</p>			The Company's Remuneration Policy aims at promoting the long-term success of the Company.
D.1.1. In designing schemes of performance-related remuneration for executive directors, the remuneration committee should follow the provisions in Schedule A to the Code. Schemes should include provisions that would enable	In compliance		The Company's Remuneration Policy includes thresholds for each variable component of the executive director(s) remuneration. The Board considers the management incentive plans to be in line with the provisions in Schedule A to the Code.

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
the company to recover sums paid or withhold the payment of any sum, and specify the circumstances in which it would be appropriate to do so.			Details of the performance-related elements of remuneration for the Executive Director(s), which form a significant proportion of the total remuneration package (including provisions for the recovery of sums paid and the withholding of payments) are disclosed in the remuneration report within the Annual Report.
D.1.2. Where a company releases an executive director to serve as a non-executive director elsewhere, the remuneration report should include a statement as to whether or not the director will retain such earnings and, if so, what the remuneration is.	In compliance		Any non-Executive directorships which the Executive Director(s) hold in other companies will be disclosed in the Annual Report. The remuneration report included in the Annual Report will contain information on the remuneration received by the Executive Director(s) from any other companies and the amount which will be retained by the Executive Director(s).
D.1.3. Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for non-executive directors should not include share options or other performance-related elements. If, exceptionally, options are granted, shareholder approval should be sought in advance and any shares acquired by exercise of the options should be held until at least one year after the non-executive director leaves the board. Holding of share options could be relevant to the determination of a non-executive director's independence (as set out in provision B.1.1).	In compliance		<p>The Company's Remuneration Policy stipulates that the non-Executive Directors' remuneration cannot include participation in share or warrant programs. None of the non-Executive Directors receive any part of their compensation from the Company in shares.</p> <p>The level of remuneration for the non-Executive Directors is considered fair and reasonable and reflects their expected time commitment to the Company. The terms of remuneration for each non-Executive Director are disclosed in the Annual Report.</p> <p>The Company's Remuneration Policy and compliance with this policy is explained and justified annually in the Chairman's report presented to the shareholders at the Annual General Meeting and incorporated in the Annual Report.</p>
D.1.4. The remuneration committee should carefully consider what compensation commitments (including pension contributions and all other elements) their directors' terms of appointment would entail in the event of early termination. The aim should be to avoid rewarding poor performance. They should take a robust line on reducing compensation to reflect departing directors' obligations to mitigate loss.	In compliance		Details of both the Executive and non-Executive Directors' terms of employment are disclosed in the Annual Report, and the Company believes that compensation commitments in the event of early termination are structured sufficiently robustly to provide the right incentives for the Directors.

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
D.1.5. Notice or contract periods should be set at one year or less. If it is necessary to offer longer notice or contract periods to new directors recruited from outside, such periods should reduce to one year or less after the initial period.	In compliance		The terms of appointment of the Executive Director provide that the Executive Director may be dismissed by the Company with twelve months' notice to the end of a month, and that the Executive Director may terminate his contract with six months' notice to the end of a month. The Executive Director shall not be entitled to any other kinds of remuneration upon retirement from office with the Company (or any of its subsidiaries).
<i>D.2: Procedure</i>			
<b>Main Principle</b> – There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his or her own remuneration.			The terms of reference for the Remuneration Committee outline the procedure for developing a policy on executive remuneration. No Director is involved in deciding his or her own remuneration.
D.2.1. The board should establish a remuneration committee of at least three independent non-executive directors. In addition, the company chairman may also be a member of, but not chair, the committee if he or she was considered independent on appointment as chairman. The remuneration committee should make available its terms of reference, explaining its role and the authority delegated to it by the board. Where remuneration consultants are appointed, they should be identified in the annual report and a statement made as to whether they have any other connection with the company.		Not in compliance	<p>The Company has appointed a Remuneration Committee. The Committee assists the Board of Directors by reviewing the performance and remuneration of the Executive Management as well as the Company's general remuneration policies.</p> <p>The terms of reference of the Remuneration Committee are available on the Company's website.</p> <p>The Remuneration Committee consists of three Directors; two independent non-Executive Directors and the Chairman, who was not considered by the Board to be independent on appointment. The Chairman of the Board is Chairman of the Remuneration Committee. As explained above, Mr. Boehringer may not be considered independent, and accordingly the Company does not have three independent non-executive directors appointed to the Remuneration Committee.</p> <p>In addition, the Chairman has been appointed as Chairman of the Remuneration Committee. However, given his association with the controlling shareholder and their alignment of interest with regard to remuneration, the Board believes it to be appropriate for Mr. Boehringer to chair that Committee.</p>

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
			The Remuneration Committee seeks independent external advice as deemed necessary, and appropriate disclosures are included in the Annual Report where required.
D.2.2. The remuneration committee should have delegated responsibility for setting remuneration for all executive directors and the chairman, including pension rights and any compensation payments. The committee should also recommend and monitor the level and structure of remuneration for senior management. The definition of 'senior management' for this purpose should be determined by the board but should normally include the first layer of management below board level.	In compliance		<p>The Remuneration Committee's role includes recommending to the Board the senior management remuneration strategy and framework of the Company, giving due regard to the financial and commercial health of the Company, and ensuring that the senior management is fairly rewarded for the individual contributions to the Company's overall performance.</p> <p>When considering the remuneration of the Chairman, the Chairman takes no part in discussions or decisions made by the Remuneration Committee or the Board.</p> <p>The Remuneration report within the Annual Report provides an overview of the total remuneration granted to each individual member of the Board.</p> <p>The board has determined the definition of 'senior management' to include the full TORM Senior Management team.</p>
D.2.3. The board itself or, where required by the Articles of Association, the shareholders should determine the remuneration of the non-executive directors within the limits set in the Articles of Association. Where permitted by the Articles, the board may however delegate this responsibility to a committee, which might include the chief executive.	In compliance		The remuneration for the non-Executive directors is determined by the Board subject to limits in the Company's Articles of Association.
D.2.4. Shareholders should be invited specifically to approve all new long-term incentive schemes (as defined in the listing rules) and significant changes to existing schemes.	In compliance		At the Annual General Meeting of the company held on 04 April 2017, the Companies shareholders approved a new Remuneration Policy, including overall guidelines, for its Board of Directors and long term incentive schemes for senior management, which replaced the guidelines approved at the Annual General Meeting of TORM A/S on 25 August 2015.

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
<b>Section E: Relations with shareholders</b>			
<i>E.1: Dialogue with Shareholders</i>			
<p><b>Main Principle</b> – There should be a dialogue with shareholders based on the mutual understanding of objectives. The board as a whole has responsibility for ensuring that a satisfactory dialogue with shareholders has taken place.</p>			<p>The Board and the Executive Management encourage an active dialogue with the Company's shareholders.</p>
<p>E.1.1. The chairman should ensure that the views of shareholders are communicated to the board as a whole. The chairman should discuss governance and strategy with major shareholders. Non-executive directors should be offered the opportunity to attend scheduled meetings with major shareholders and should expect to attend meetings if requested by major shareholders. The senior independent director should attend sufficient meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders.</p>	In compliance		<p>The Company aspires to maintain a consistent and distinctive dialogue with potential and existing shareholders and analysts, and the Chairman regularly discusses the Company's governance and strategy with major shareholders. The Board (including non-Executive Directors) and the Executive Management regularly discuss the market's expectations for the Company's results and receive regular feedback from shareholders.</p> <p>The main platform for updated information regarding the Company and the development of the business is on the Company's website, the Annual Report, quarterly statements, Company announcements, investor presentations and newsletters are readily available for download or for automatic news updates, should shareholders wish to subscribe to the Company's mailing list.</p> <p>Furthermore, the Annual General Meeting invites shareholders to engage in dialogue with the Company and express their views actively during the meeting.</p> <p>The Senior Independent Director is also available for shareholders as required, and attended a number of selected investor meetings in 2016 in connection with the Company's road show activities and will continue to do so under his role.</p>
<p>E.1.2. The board should state in the annual report the steps they have taken to ensure that the members of the board, and in particular the non-executive directors, develop an understanding of the views of major shareholders about the company, for example through direct face-to-face contact,</p>	In compliance		<p>In the Annual Report the Board states the steps it has taken to ensure that the members of the Board, and in particular the non-Executive Directors, develop an understanding of the views of major shareholders about the Company.</p>

Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
analysts' or brokers' briefings and surveys of shareholder opinion.			
<i>E.2: Constructive Use of General Meetings</i>			
<b>Main Principle</b> – The board should use general meetings to communicate with investors and to encourage their participation.			The Board will use general meetings to communicate with investors and to encourage their participation.
E.2.1. At any general meeting, the company should propose a separate resolution on each substantially separate issue, and should in particular propose a resolution at the AGM relating to the report and accounts. For each resolution, proxy appointment forms should provide shareholders with the option to direct their proxy to vote either for or against the resolution or to withhold their vote. The proxy form and any announcement of the results of a vote should make it clear that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against the resolution.	In compliance		<p>Notices of general meetings are set out on the Company's website, and separate resolutions are proposed on each substantially separate issue (and, in particular, at the AGM, a separate resolution is proposed relating to the report and accounts).</p> <p>On the <a href="http://www.torm.com/investors">http://www.torm.com/investors</a> section of the Company's website, the templates for authorizing proxies are available for download. The proxies include each individual item of the agenda and the opportunity to vote for, against or withheld from for each individual item on the agenda. As a result of the Company's share structure with A shares being held through DTC or Computershare Jersey, the proxies permit underlying beneficial owners to give equivalent directions to the registered holders of the A shares.</p>
E.2.2. The company should ensure that all valid proxy appointments received for general meetings are properly recorded and counted. For each resolution, where a vote has been taken on a show of hands, the company should ensure that the following information is given at the meeting and made available as soon as reasonably practicable on a website which is maintained by or on behalf of the company: <ul style="list-style-type: none"> <li>• the number of shares in respect of which proxy appointments have been validly made;</li> <li>• the number of votes for the resolution;</li> <li>• the number of votes against the resolution; and</li> <li>• the number of shares in respect of which the vote was directed to be withheld.</li> </ul>	In compliance		<p>The Company's registrar will record all proxy votes received up to 48 hours prior to the general meetings and report the votes 'For', 'Against' or 'Vote Withheld' to the Chairman prior to the relevant meeting.</p> <p>The final results of all votes are announced by the Company following the close of the meeting and shown on the Company's website.</p>



Code provision	The Company complies	The Company does not comply	The Company complies/does not comply with the recommendation for the following reason:
When, in the opinion of the board, a significant proportion of votes have been cast against a resolution at any general meeting, the company should explain when announcing the results of voting what actions it intends to take to understand the reasons behind the vote result.			
E.2.3. The chairman should arrange for the chairmen of the audit, remuneration and nomination committees to be available to answer questions at the AGM and for all directors to attend.	In compliance		All the members of the Board must make every reasonable effort to attend the Company's general meetings and be available to answer questions.
E.2.4. The company should arrange for the Notice of the AGM and related papers to be sent to shareholders at least 20 working days before the meeting. For other general meetings this should be at least 14 working days in advance.	In compliance		The notice of the Annual General Meeting and related papers for the Annual General Meeting are sent to registered shareholders at least 20 working days before the meeting, notice of the Annual General Meeting is posted on the Company's website and an appropriate announcement is made through the clearing systems. Appropriate arrangements are made to provide access to such notices and papers to beneficial owners of shares.