

## **QCA Corporate Governance Code**

It is the Board's job to ensure that the QUIZ Group is managed for the long-term benefit of all shareholders, with effective and efficient decision-making. Corporate governance is an important part of that job, reducing risk and adding value to our business.

Since QUIZ's admission to the AIM Market in 2017, the Company has adopted the Quoted Companies Alliance (QCA) Corporate Governance Code. This is in line with the London Stock Exchange's subsequent changes to the AIM Rules requiring all AIM-listed companies to adopt and comply with a recognised corporate governance code.

The QCA Code was developed by the QCA in consultation with a number of significant institutional small company investors, as an alternative corporate governance code applicable to AIM companies. The underlying principle of the QCA Code is that "the purpose of good corporate governance is to ensure that the company is managed in an efficient, effective and entrepreneurial manner for the benefit of all shareholders over the longer term".

The Directors anticipate that whilst the Company will continue to comply with the QCA Code, given the Group's size and plans for the future, it will also endeavour to have regard to the provisions of the UK Corporate Governance Code as best practice guidance to the extent appropriate for a company of its size and nature.

To see how the Company addresses the key governance principles defined in the QCA Code please refer to the commentary below.

Further information on compliance with the QCA Code will be provided in our next annual report.

Peter Cowgill  
Non-executive Chairman  
4 February 2022

## THE PRINCIPLES OF THE QUOTED COMPANY ALLIANCE CODE

---

### DELIVERING GROWTH

---

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

Application (as set out by QCA)

---

The board must be able to express a shared view of the company's purpose, business model and strategy. It should go beyond the simple description of products and corporate structures and set out how the company intends to deliver shareholder value in the medium to long-term. It should demonstrate that the delivery of long-term growth is underpinned by a clear set of values aimed at protecting the company from unnecessary risk and securing its long-term future.

Compliance

---

The QUIZ Group's omni-channel business model is set out in the "At a Glance" section on pages 2 and 3 of the Annual Report for the year ended 31 March 2021 ("the Annual Report") and also in the Chairman and Chief Executive's strategic reports.

QUIZ is a destination brand for the fashion-conscious looking to dress for some of the most memorable occasions of their lives. Our short supply chain means we can respond quickly to changing styles and trends.

The Annual Report contains a section entitled "Principal Risks and Uncertainties" on pages 16 to 19 which sets out in the business risk and impact posed to the Company and also the steps taken by the Company to mitigate those risks.

#### **2. Seek to understand and meet shareholder needs and expectations**

Application (as set out by QCA)

---

Directors must develop a good understanding of the needs and expectations of all elements of the company's shareholder base.

The board must manage shareholders' expectations and should seek to understand the motivations behind shareholder voting decisions.

Compliance

---

The QUIZ Group encourages two-way communication with both its institutional and private investors and responds quickly to all queries received.

Executive Directors maintain communication with institutional shareholders through individual meetings, particularly following publication of the Group's interim and full year preliminary results. The Non-Executive directors have made themselves available to investors at events such as the Company's Capital Markets Day for Analysts and Investors. The Non-Executive Chairman is available to meet with shareholders should that be requested. The Board is informed of shareholder views as part of the regular reporting process and matters for discussion.

The annual general meeting is an important opportunity for communication with both institutional and private shareholders and also involves a short statement on the Company's latest trading position. Shareholders may ask questions of the full Board, including the Chairs of Audit, Remuneration and

Nomination Committees. The result of the proxy votes submitted by shareholders in respect of each resolution will be available on the Company's website.

General information about the Group is also available on the Group's website: [www.quizgroup.co.uk](http://www.quizgroup.co.uk). This includes an overview of activities of the Group and details of all recent Group announcements.

Should voting decisions not be in line with the company's expectations, the Board will engage with those shareholders to understand and address any issues. To date engagement with shareholders has been positive and any questions that have arisen have been adequately addressed.

The Company Secretary is the main point of contact for any matters noted above.

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

Application (as set out by QCA)

---

Long-term success relies upon good relations with a range of different stakeholder groups both internal (workforce) and external (suppliers, customers, regulators and others). The board needs to identify the company's stakeholders and understand their needs, interests and expectations.

Where matters that relate to the company's impact on society, the communities within which it operates or the environment have the potential to affect the company's ability to deliver shareholder value over the medium to long-term, then those matters must be integrated into the company's strategy and business model.

Feedback is an essential part of all control mechanisms. Systems need to be in place to solicit, consider and act on feedback from all stakeholder groups.

Compliance

---

QUIZ is committed to sustainable progress in all aspects of our business.

Our social responsibilities are focused on two key strands: our supply chain – partnering with our suppliers to create distinctive products made with care, consideration and respect; and creating and nurturing an exciting environment for both our employees and the local communities in which we reside.

For more information please see our Social Responsibility section on pages 20 to 23 of our Annual Report.

In addition, QUIZ's website highlights its ethical responsibility to ensure that its manufacturers meet their standards, as well as providing a modern slavery statement. There is also an ongoing dialogue with suppliers with regards their commercial relationship and their compliance with the QUIZ Ethical Code of Practice.

The website also provides a breakdown of the company's omni-channel business model and outlines the key relationships that support each area, such as our customers and key online third-party partners.

The QUIZ Group encourages feedback from its customers through its customer service function and engagement with individual customers either directly or through social media such as Instagram, Facebook and Twitter.

#### **4. Embed effective risk management, considering both opportunities and threats, throughout the organisation**

Application (as set out by QCA)

---

The board needs to ensure that the company's risk management framework identifies and addresses all relevant risks in order to execute and deliver strategy; companies need to consider their extended business, including the company's supply chain, from key suppliers to end-customer.

Setting strategy includes determining the extent of exposure to the identified risks that the company is able to bear and willing to take (risk tolerance and risk appetite).

Compliance

---

The risks faced by the Company and the methods of mitigation implemented by the Board are set out in a table, in the "Principal Risks and Uncertainties" section on pages 16 to 19 of the Annual Report.

Both the Board and senior managers are responsible for reviewing and evaluating risk and the Executive Directors meet at least monthly to review ongoing trading performance, discuss budgets and forecasts and new risks associated with ongoing trading.

Also, the Annual Report confirms that the Company's Audit Committee is responsible for reviewing the Company's risk management system and reports to the Board on this. The review process applicable to the Company's risk management and internal controls is set out in the Annual Report on page 31.

Additional information on Company Risks and their Management is found in the "Governance Framework" section on pages 28 to 30 of the Annual Report.

### **MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK**

---

#### **5. Maintain the board as a well- functioning, balanced team led by the chair**

Application (as set out by QCA)

---

The board members have a collective responsibility and legal obligation to promote the interests of the company, and are collectively responsible for defining corporate governance arrangements. Ultimate responsibility for the quality of, and approach to, corporate governance lies with the chair of the board.

The board (and any committees) should be provided with high quality information in a timely manner to facilitate proper assessment of the matters requiring a decision or insight.

The board should have an appropriate balance between executive and non-executive directors and should have at least two independent non- executive directors. Independence is a board judgement.

The board should be supported by committees (e.g. audit, remuneration, nomination) that have the necessary skills and knowledge to discharge their duties and responsibilities effectively.

Directors must commit the time necessary to fulfil their roles.

## Compliance

---

The Company is controlled by the Board of Directors.

Peter Cowgill, the Non-executive Chairman, is responsible for the running of the Board and Tarak Ramzan, the Chief Executive, has executive responsibility for running the Group's business and implementing Group strategy.

The Board comprises three Executive Directors and three Non-Executive Directors. The Board considers that all Non- executive Directors bring an independent judgement to bear.

The Board has a formal schedule of matters reserved to it and is supported by the Audit, Remuneration and Nomination Committees. The breakdown of the Board and its committees are provided in the "Governance Framework" Section on pages 28 to 30 of the Annual Report.

This breakdown includes an assessment of Director attendance at Board Meetings and Director Responsibilities, as well as the process by which the Board is kept informed.

In addition, the Annual Report provides a breakdown of the composition of the Board and the supporting committees, as well as the attendance record of each director for the year's board meetings.

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

Application (as set out by QCA)

---

The board must have an appropriate balance of sector, financial and public markets skills and experience, as well as an appropriate balance of personal qualities and capabilities. The board should understand and challenge its own diversity, including gender balance, as part of its composition.

The board should not be dominated by one person or a group of people. Strong personal bonds can be important but can also divide a board.

As companies evolve, the mix of skills and experience required on the board will change, and board composition will need to evolve to reflect this change.

## Compliance

---

The Nominations Committee is responsible for evaluating the structure and composition of the board with regard to the balance of skills, knowledge and experience and making recommendations accordingly.

The Company provides an outline of the background and role of the members of the Board, in the "Board of Directors" section on pages 26 and 27 of the Annual Report. This provides a comprehensive overview of each Director's background, skill set and role. The Company Secretary supports the Chairman in addressing the training and development needs of Directors.

The members of the Board and their responsibilities are addressed in the "Governance Framework" section on pages 28 to 30 of the Annual Report.

To date there has been no external advice sought on a significant matter and there have been no external advisers appointed to the board or any committees (other than the advisers already noted in the Annual Report).

## **7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement**

### Application (as set out by QCA)

---

The board should regularly review the effectiveness of its performance as a unit, as well as that of its committees and the individual directors.

The board performance review may be carried out internally or, ideally, externally facilitated from time to time. The review should identify development or mentoring needs of individual directors or the wider senior management team.

It is healthy for membership of the board to be periodically refreshed. Succession planning is a vital task for boards. No member of the board should become indispensable.

### Compliance

---

As noted in the "Governance Framework" section on pages 28 to 30 of the Annual Report the Chairman conducts an annual internal evaluation of the Board (including sub-committees and individual Board members).

This involves questionnaires formulated to enable the Board to confirm that its performance, as well as the contribution of each of the Executive and Non-Executive Directors, demonstrate commitment to their respective roles and that the Board members' respective skills complement each other and enhance the overall operation of the Board.

The results of this evaluation will be confirmed to the Board and its Committees to advise whether they are operating to the satisfaction of the Chairman and achieving their objectives.

All Directors stood for re-election at the last Annual General Meeting.

The Nominations Committee is responsible for giving full consideration to succession planning and advising the Board accordingly.

## **8. Promote a corporate culture that is based on ethical values and behaviours**

### Application (as set out by QCA)

---

The board should embody and promote a corporate culture that is based on sound ethical values and behaviours and use it as an asset and a source of competitive advantage.

The policy set by the board should be visible in the actions and decisions of the chief executive and the rest of the management team.

Corporate values should guide the objectives and strategy of the company.

The culture should be visible in every aspect of the business, including recruitment, nominations, training and engagement. The performance and reward system should endorse the desired ethical behaviours across all levels of the company.

The corporate culture should be recognisable throughout the disclosures in the annual report, website and any other statements issued by the company.

## Compliance

---

The QUIZ website features an "Our Values" section that outlines the Company culture and social responsibility.

In addition, an outline of company culture can be found in the "Social Responsibility" section on pages 20 to 23 of the Annual Report. This includes a commentary on relationships with suppliers and employees and the local communities in which we operate.

The Executive Directors and senior management participate in bonus and share option arrangements which are linked to the financial performance and appreciation in the Company's market value. Payment of any bonus is at the discretion of the Board and are contingent upon the continued application of the desired ethical behaviours across all levels of the company.

### **9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board**

#### Application (as set out by QCA)

---

The company should maintain governance structures and processes in line with its corporate culture and appropriate to its:

- size and complexity; and
- capacity, appetite and tolerance for risk.

The governance structures should evolve over time in parallel with its objectives, strategy and business model to reflect the development of the company.

## Compliance

---

The "Governance" subsection of "Investor Relations" on the Company website details the Company's governance structures and why they are appropriate and suitable for the company.

The roles of the different members of the Board can be found in the "Board of Directors" section of the website.

The website also lists the roles of the different committees and the members of the Board.

Further commentary on these matters is provided in the "Governance Framework" section on pages 28 to 30 of the Annual Report.

## **BUILD TRUST**

---

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

Application (as set out by QCA)

---

A healthy dialogue should exist between the board and all of its stakeholders, including shareholders, to enable all interested parties to come to informed decisions about the company.

In particular, appropriate communication and reporting structure should exist between the board and all constituent parts of its shareholder base. This will assist:

- the communication of shareholders' views to the board; and
- the shareholders' understanding of the unique circumstances and constraints faced by the company.

It should be clear where these communication practices are described (annual report or website).

Compliance

---

The QUIZ Group's engagement with key stakeholders is summarised in the Section 172 Statement on page 24 and 25 of Annual Report.

The QUIZ Group encourages two-way communication with both its institutional and private investors and responds quickly to all queries received.

Executive Directors maintain communication with institutional shareholders through individual meetings, particularly following publication of the Group's interim and full year preliminary results. The Board is informed of shareholder views as part of the regular reporting process and matters for discussion.

The annual general meeting is an important opportunity for communication with both institutional and private shareholders and also involves a short statement on the Company's latest trading position.

The Annual Report describes the function of the Company's audit committee and remuneration committee in detail.

In particular, the report of the remuneration committee is contained in the Director's Remuneration Report on page 33 to 35 of the Annual Report.

The report of the audit committee is similarly contained in the Audit Committee Report on page 31 of the Annual Report.

The record of annual reports and governance-related materials is found under the "Results and Reports" section of the website.

The results of all shareholder votes are detailed on the "Regulatory News" section of the website.