

CORPORATE GOVERNANCE FRAMEWORK GUIDELINES

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1. Introduction

Corporate governance is a system of policies, procedures, and rules that direct and control a business's behaviour. It is the framework that defines the relationship between the investors, management, board of directors and other key stakeholders of the company.

Good corporate governance fosters a culture of integrity and sustainable business practices within an organization and has been proven to lead to an organization's positive performance. Good governance signals to the market that an organisation is well managed and that the interests of management are aligned with the broader stakeholders of the business. As such, it can provide businesses with a competitive advantage and is essential for the long-term success of any company.

2. Applicability & Adoption

The Board of Managers (the "GP Board") of Stonepeak DEA Cayman GP LLC (the "Company"), acting in its capacity as the general partner of DEA TopCo LP (the "Partnership" and, together with its subsidiaries and the Company, the "Partnership Group"), has adopted the following Corporate Governance Guidelines (these "Guidelines") to emphasize the GP Board's strong commitment to good governance practices.

DEA TopCo LP, is an exempted limited partnership formed in the Cayman Island pursuant to an Amended and Restated Exempted Limited Partnership Agreement (the "Partnership Agreement"), dated January 3, 2020, by and among the Company, Stonepeak DEA Holdings (Cayman) LLC (the "Stonepeak Limited Partner"), and the other parties listed as limited partners on Schedule I thereto (collectively with the Stonepeak Limited Partners, the "Limited Partners").

By contract, the Limited Partners do not participate in the management of the Partnership, nor in the selection or election of directors to the GP Board. The basic charter document for the General Partner is its First Amended and Restated Limited Liability Company Agreement, dated January 3, 2020, as may be amended from time to time (the "LLC Agreement"). The sole member of the Company has delegated to the GP Board its power and authority to manage and control the business and affairs of the Partnership Group. Pursuant to these agreements, the corporate governance of the Company is, in effect, the corporate governance of the Partnership.

These Guidelines have been adopted by the GP Board and, together with with the Partnership Agreement, the LLC Agreement, the charters of the GP Board's committees and other written governance policies of the Partnership Group, are designed to provide a framework for the functioning of the GP Board and its committees, as well as the overall management of the Partnership Group.

3. Guidelines

3.1 Mission

The Partnership Group aspires to achieve the highest standards of ethical conduct, reporting results with accuracy and transparency, and maintaining full compliance with the laws, rules and regulations that govern the Partnership Group's businesses.

3.2 Board of Managers

The principal decision-making body of the Partnership is the Company, through its GP Board. The number of managers that constitutes the GP Board will be fixed from time to time pursuant to the LLC Agreement and Partnership Agreement.

The GP Board has responsibility for setting the strategic direction of the Partnership and for ensuring that risk is managed effectively. The GP Board is accountable to the Partnership for the group's financial and operational

performance. Pursuant to the Partnership Agreement, the GP Board is supported by two committees: The Compensation Committee and the CapEx Committee.

The GP Board has delegated responsibility for implementing the operational decisions and the day-to-day management of the business to the Chief Executive Officer (“CEO”). The CEO has constituted seven sub-committees to aid in the formulation and execution of day-to-day management decisions.

3.3 Role of the GP Board

The role of the GP Board is to provide leadership of the Partnership and direction for management. The GP Board is collectively responsible and accountable to the Partnership’s unitholders and other stakeholders for the long-term sustainable success of the group, for generating value, contributing to wider society and for ensuring the group is appropriately managed and operates responsibly, with effective controls, as it pursues its objectives.

The GP Board reviews the performance of management and the operating and financial performance of the group. In particular, the GP Board is responsible for establishing the Partnership’s purpose and values and setting strategy, determining risk appetite, ensuring appropriate risk management and internal controls are in place, ensuring good governance, decision making and promoting the desired culture. The GP Board also ensures that plans are in place for orderly succession for appointments to the board and to senior management, to maintain an appropriate balance of skills and experience within the Partnership and on the GP Board.

3.4 Selection and Role of Chairman

The GP Board selects the Chairman of the Board amongst its members in the manner set forth in the Partnership Agreement. The Chairman is not entitled to a second or casting vote at any meeting of the GP Board.

The Chairman leads the GP Board and is responsible for ensuring an effective board and effective contributions from individual managers, particularly non-executive managers, based on a culture of mutual respect, openness, debate and constructive challenge. To achieve this, the Chairman seeks to facilitate and encourage open communication and constructive working relations between the GP Board and management of the Partnership.

The Chairman is responsible for setting the GP Board’s agenda and ensuring that there is adequate time to discuss all agenda items. In addition, the Chairman monitors, with assistance from the Company Secretary, the information distributed to the board to ensure it is of high quality, accurate, clear, and timely.

The GP Board has no policy with respect to the separation of the offices of Chairman and Chief Executive Officer. The GP Board believes that this issue is part of the succession planning process and that it is in the best interests of the Partnership and its unitholders for the GP Board to decide each time it elects a new Chief Executive Officer, or at such other times as when consideration of the matter is warranted under the circumstances. With that said, there is a clear division between the Chairman’s responsibilities for running the board and the Chief Executive’s role for the running of the business. This division of responsibilities is established in a written statement which can be found in Schedule 1 of these Guidelines.

3.5 Selection of GP Board Members

The GP Board nominates board candidates for election taking into consideration the requirements of the Partnership Agreement.

Non-Executive Board Members

The role of the non-executive board member is to scrutinise management’s performance in meeting agreed goals and objectives and to monitor how that performance is reported. They must also be satisfied with the integrity of the group’s financial information on the effectiveness of financial controls and risk management systems.

As members of the GP Board, the non-executive board members bring independent judgment and a range of experience to the board and therefore have a key role in constructively challenging in all areas. This is vital to the independence and objectivity of the board's deliberations and decision making and is particularly important in helping develop proposals on strategy. The non-executive board members' role is to support the decisions that have been taken and to support the executive team in their delivery.

Executive Board Members

Executive board members have specific responsibilities relating to the Group's business, however, as board members their duties extend beyond their own businesses to include the whole of the Group's operations and activities.

Company Secretary

The Company Secretary is secretary to the GP Board and its committees. The Company Secretary reports to the Chairman on board governance matters and, together with the Chairman, keeps the efficacy of the Partnership's and the GP Board's governance processes under review and recommends improvements where necessary. The Company Secretary is also responsible to the board for compliance with board procedures and, through the Chairman, for advising and keeping the board up to date on all legislative, regulatory and governance matters and developments applicable to the business of the Partnership.

3.6 Board Members' Responsibilities

The basic responsibility of each board member, when causing the Partnership to act in its capacity as general partner of the Partnership, is to act in good faith, as that term is used in the Partnership Agreement. In discharging this obligation, board members should be entitled to rely on the honesty and integrity of the senior executives and the outside advisors and auditors for the Partnership Group.

GP Board members are expected to attend GP Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the GP Board's understanding of the business to be conducted at a GP Board or committee meeting should generally be distributed in writing to the directors before the meeting, and board members should review these materials in advance of the meeting. GP Board members' attendance at GP Board and committee meetings should be considered by the full GP Board in assessing each director's performance.

3.7 Decisions Making at the Board

All matters which are not specifically described in the Partnership Agreement as requiring some other specified approval, shall be approved by the GP Board acting through a majority. The GP Board is also authorized to act by unanimous decision via circular resolution.

3.8 Board Reserved Matters

Details of the decisions which can only be taken by the GP Board and the role and duties of the committees are more fully set out in the Partnership Agreement. However, broadly speaking, matters reserved for the board are as follows:

Strategy

- ❖ Setting the group's purpose, values, and standards.
- ❖ Approval of the group's long-term objectives and commercial strategy.
- ❖ Approval of the annual group operating and capital expenditure budgets and any material changes to them.
- ❖ Approval of the group 3-year strategic business plan.
- ❖ Extension of the group's activities into new business or geographic areas.

- ❖ Any decision to cease to operate all or any material part of the group's business.

Structure and capital

- ❖ Changes relating to the group's capital structure including reduction of capital, share issues, share buy-backs and major debt financing.
- ❖ Major changes to the group's management and control structure.
- ❖ Any changes to the Partnership's listing or its status as an exempted limited partnership.

Financial reporting and controls

- ❖ Approval of interim results.
- ❖ Approval of the annual results and accounts.
- ❖ Approval of the dividend policy in accordance with the Partnership Agreement.
- ❖ Declaration of the interim dividend and recommendation of the final dividend.
- ❖ Approval of any significant changes in accounting policies or practices.
- ❖ Approval of major acquisitions or disposals of fixed assets or operations of the Partnership.
- ❖ Ensuring maintenance of a sound system of internal control and risk management where appropriate, including:
 - approval of the group's principal risks, including the risk appetite;
 - reviewing the effectiveness of the group's risk and control processes; and
 - approval of procedures for the detection of fraud and anti-bribery.

Culture

- ❖ Assessing and monitoring culture to ensure that behaviours, policies, and practices (including those related to the workforce) are aligned with the Partnership's purpose, values and strategy.

GP Board membership and other appointments

- ❖ Changes to the structure, size, and composition of the board.
- ❖ Ensuring adequate succession planning for the board and senior management.
- ❖ Selection of the Chairman of the board and the CEO
- ❖ Membership and Chairmanship of board committees
- ❖ Appointment, reappointment, or removal of the external auditor
- ❖ Remuneration Policy following recommendation of the Compensation Committee.

Delegation of Authority

- ❖ Approval of delegation of powers and authority to CEO

Corporate governance

- ❖ Undertaking a formal and rigorous review annually of its own performance, that of its committees and individual directors.
- ❖ Receiving reports from board committees on their activities.
- ❖ Considering the balance of interests between unitholders, employees, customers, and the community.
- ❖ Reviewing the group's overall corporate governance arrangements.

- ❖ Authorising conflicts of interest where permitted by the Partnership's Articles of Association and otherwise not inconsistent with the Partnership Agreement.

Other

- ❖ Approval of the level of Directors' & Officers' liability insurance.
- ❖ Other matters set forth in the LPA.

3.9 Board Meetings

GP Board members are expected to attend board meetings and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and materials that are important to the GP Board's understanding of the business to be conducted at a GP Board meeting should be distributed to the members at least five (5) business days prior to regularly scheduled board meetings and two (2) business days prior to special board meetings, to provide ample time for review beforehand.

The Chairman shall establish a calendar of standard agenda items to be discussed at each meeting scheduled to be held over the course of the ensuing year and shall also establish the agenda for each GP Board meeting. Each GP Board member is free to suggest items for inclusion on the agenda or to raise subjects that are not on the agenda for that meeting.

Board Meetings – Frequency

The GP Board will generally hold five (5) regularly scheduled meetings per year and will hold additional special meetings, as necessary. Each GP Board member is expected to attend both scheduled and special meetings, except if unusual circumstances make attendance impractical.

Board Meetings – Agenda

The CEO, in consultation with the Chairman, will set the agenda for each GP Board meeting taking into account suggestions from other GP Board members.

Board Meetings – Minutes

Minutes with respect to actions/decisions taken at each meeting of the GP Board shall be recorded by the Company Secretary and will be circulated within five (5) business days of the meeting to the Chairman for review and approval. Once approved, the minutes will be circulated to all GP Board members and included in the papers for the next full GP Board meeting for noting.

3.10 Annual Strategic Review

The GP Board shall review the Partnership's long-term strategic plans and the principal issues that it expects the Partnership Group may face in the future during at least one GP Board meeting each year.

3.11 Access to Senior Management

The GP Board shall have full and free access to senior management and other employees of the Partnership Group. Any meetings or contacts that a GP Board member wishes to initiate may be arranged through the CEO or the Company Secretary or directly by the GP Board member. The CEO and/or GP Board may invite senior management of the Partnership Group to attend GP Board and GP Board committee meetings for specific items on the agenda.

3.12 Access to Independent Advisors

The GP Board and its committees have the right at any time to retain independent external auditors and financial, legal, or other advisors. The Partnership will provide appropriate funding, as determined by the GP Board or any committee, to compensate those independent external auditors or advisors, as well as to cover the ordinary administrative expenses incurred by the GP Board and its committees in carrying out their duties.

3.13 Board Members' Remuneration

The form and amount of GP Board members' remuneration is determined by the General Partner consistent with the terms of the Partnership Agreement. The Compensation Committee shall ensure that any remuneration complies with the requirements of the Partnership Agreement, the Articles of Formation, and the Company Laws.

3.14 Board Induction and Continuing Development

The Partnership shall provide an induction program for new GP Board members and continuing education opportunities for all members of the GP Board. The induction program shall include presentations by senior management on the Partnership's strategic plans, its significant financial, accounting and risk management issues, its compliance program, its Code of Conduct, its management structure together with meetings with senior management and the internal and external auditors.

3.15 Evaluation of Board Performance

The Compensation Committee shall conduct an annual review of GP Board performance in accordance with guidelines to be agreed by the GP Board and/or required by Law. The results of the review of GP Board performance shall be summarized and presented to the GP Board.

3.16 Term Limits

The GP Board does not believe it should limit the number of terms for which an individual may serve as a board member. Members who have served on the GP Board for an extended period are able to provide valuable insight into the operations and future of the Partnership based on their experience with and understanding of the Partnership's history, policies, and objectives. The GP Board believes that, as an alternative to term limits, it can ensure that the GP Board continues to evolve and adopt new viewpoints through the evaluation and development process described in these guidelines.

3.17 Board Committees

The GP Board has two committees: The Compensation Committee and the CapEx Committee to which it delegates certain tasks. Each committee shall be composed of three members of the GP Board, each of whom is to be appointed in accordance with the terms of the Partnership Agreement. Each Committee member shall be appointed until such time as the member has resigned or has been otherwise removed by the GP Board. No one other than the board committee chairman and committee members is entitled to be present at committee meetings. Others may attend, but only by invitation.

The GP Board may establish additional committees as necessary or appropriate.

3.18 Committee Charters

Each committee will have its own charter setting forth the authority and responsibilities of the committee as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the GP Board. Other committees established by the GP Board may also have committee charters setting forth similar provisions.

3.19 Committee Meetings

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. Committee members are free to suggest the inclusion of items on the agenda and may raise at any Committee meeting subjects that are not on the agenda for that meeting.

The GP Board shall ensure that its committees are provided with sufficient resources to undertake their duties, including access to the services of the Company Secretary as required. Each committee has the authority to seek any information that it requires from any officer or employee of the Partnership or its subsidiaries. Each committee is also authorised by the GP Board to take independent advice (including legal or other professional advice), at the Partnership's expense, as it considers necessary. Each committee may request information from, or commission investigations by, external advisers. The committees formally report to the GP Board on their proceedings after each meeting and generally on all matters and activities for which they are responsible through the committee chairmen and via committee minutes.

3.20 Annual Performance Evaluation of the Committees

Each year, the GP Board will conduct the annual performance review of the GP Board's standing committees. As part of this process, the Chairman of each standing committee will report to the full GP Board about the committee's annual evaluation of its performance and evaluation of its charter.

3.21 Code of Conduct

The Partnership has adopted a Business Code of Conduct (the "Code") and other internal policies and guidelines, consistent with the Partnership's purpose and values, and to comply with the laws, rules and regulations that govern the Partnership Group's business operations. The Code applies to all employees, temporary workers and other independent contractors and consultants when engaged by, or otherwise representing, the Partnership and its interests. The GP Board shall monitor compliance with the Code of Conduct on an on-going basis.

3.22 Conflict of Interest

No member of GP Board shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Partnership (other than his or her holding units in the Partnership itself). This shall also include the GP Board member's business or other non-profit affiliations, family and/or significant other, employer, or close associates who may stand to receive a benefit or gain. Each individual GP Board member and CEO shall disclose to the full GP Board any personal interests which he or she may have in any matter pending before the organization and shall refrain from participation in any discussion or decision on such matter.

3.23 Investments

GP Board members and members of senior management may not invest in partnerships or other investment opportunities sponsored, or otherwise made available, by the Partnership, unless their participation is approved in advance by the GP Board or is otherwise allowed by the Partnership Agreement. GP Board members and members of senior management may not invest in a third-party entity when the investment opportunity is made available to him or her as a result of such individual's status as a GP Board member or member of senior management of the Partnership, except as otherwise may be allowed under the Partnership Agreement.

3.24 Role of CEO

The GP Board has delegated responsibility for implementing operational decisions and the day-to-day management of the business to the CEO who, in turn, is supported by seven sub-committees formed under the direction of the CEO.

Chief Executive Officer

The CEO has the broad authority from the GP Board to run the day-to-day operations of the Partnership Group and he is accountable for, and reports to the GP Board on, how it is performing. The CEO also has a key role in the process for the setting and review of strategy. In addition, he is responsible for ensuring that the executive managers' views on business issues and views from the workforce on relevant issues are shared with the board in a fair and balanced way.

Executive committees

Although the CEO is responsible for implementing the day-to-day management of the operations of the Partnership Group, the CEO has established seven sub-committees to assist him with setting and implementing the strategic goals and day-to-day operational decisions of the Partnership. Decision making at each sub-committee is determined by majority of the Committee Members in attendance, provided however, the CEO shall have a casting vote on those committees on which he serves as well as a veto over all decisions made by the committees. In the event the CEO has exercised his veto powers, the CEO shall issue a veto statement to the committee and the matter so vetoed shall be sent back to the relevant committee for further evaluation and discussion until such time as a decision can be made in accordance with the committee charter.

The scope and responsibility of each executive sub-committee is briefly described below.

- ❖ *Company Operating Committee*: responsible for setting the strategic direction of the Partnership as well as responsible for the reviewing and presenting to the GP Board the organizational design and structure of the Partnership Group, monitoring the overall performance of the Partnership, including the review and approval of each annual budget as well as the 5-year strategic operating plan for presentation to the GP Board for its approval.
- ❖ *Environment, Social and Governance Committee*: responsible for assisting the CEO in discharging the Partnership's ESG responsibilities and in creating a positive ESG culture across the Partnership Group.
- ❖ *Corporate Development Committee*: responsible for reviewing and approving all mergers and acquisitions, new market entry, joint ventures, and greenfield / brownfield development projects of the Partnership prior to presenting either initially or for final approval from the GP Board.
- ❖ *OneDE Policy Committee*: responsible for setting a policy framework for the Partnership in respect of the development, approval, oversight and continuous improvement of all Partnership Group's Policies.
- ❖ *Legal Risk Management Committee*: responsible for reviewing and approving all material contracts revenue and expenditure contracts with a value exceeding the limits set forth in its charter as well as any and all guarantees granted by the Partnership to any third parties.
- ❖ *Human Resource and Administration Committee*: responsible for reviewing and approving HR related policies and procedures, including recommending the remuneration policies of the Partnership, as well as all out-of-band or unbudgeted hires across the Partnership Group to the Compensation Committee for approval. Also, responsible for developing and implementing Employee Health & Safety Program across the Group and ensuring training programs in respect thereof.
- ❖ *Product and Go to Market Committee*: responsible for the products and go-to-market strategy for the Partnership Group, including specific country GTM strategies as well as sales and business operations set up to support the growth and strategic objectives of the Partnership Group.

- ❖ *IT and Data Privacy Committee*: responsible for reviewing and approving all material IT initiatives within the Partnership Group, with a goal to prioritize IT projects and ensuring the successful implementation and integration of each program ensuring consideration of cyber security, data privacy, and overall total cost of ownership in respect of each project.

3.25 Review of Governance Guidelines

The GP Board shall review these guidelines at least every two years or as otherwise appropriate or required by law.

3.26 Indemnification

The Partnership provides reasonable directors’ and officers’ liability insurance for the GP Board members and senior management team and shall indemnify all GP Board members and officers to the fullest extent permitted by law and the Partnership’s Articles or By-laws.

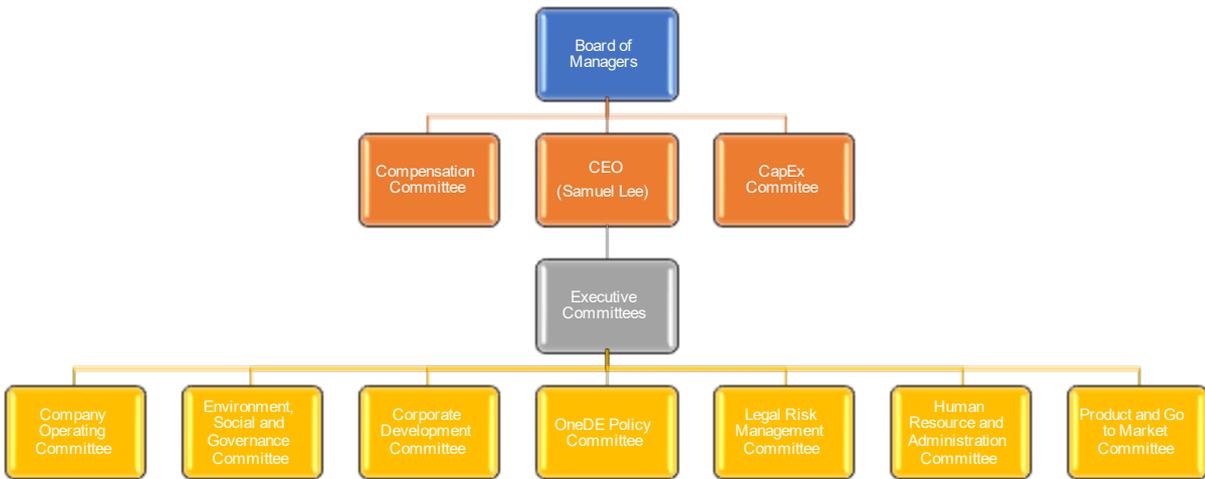
Schedule 1

Division of Responsibilities

Chairman	Chief Executive Officer
The Chairman’s role is to lead the board and to create the conditions for overall board and individual director effectiveness.	The CEO’s role is to run the group’s business while being accountable and reporting to the board.
The Chairman reports to the board.	The CEO reports to the Chairman (acting on behalf of the board) and to the board directly.
Other than the CEO and the Company Secretary, no executive reports to the Chairman, other than through the board.	The CEO is responsible for all executive management matters affecting the group. All members of executive management report, either directly or indirectly, to the CEO.
Key responsibilities	
The Chairman’s principal responsibility is the effective running of the board. The Chairman is not responsible for executive matters regarding the group’s business.	The CEO’s principal responsibility is running the group’s business.
The Chairman is responsible for promoting a culture of openness and debate, ensuring that the board plays a full and constructive part in the development and determination of the group’s strategy and major policies.	The CEO is responsible for proposing and developing the group’s strategy and overall commercial objectives, in close consultation with the Chairman and the board.
The Chairman is the guardian of the board’s decision-making processes.	The CEO is responsible, with the executive team, for implementing the decisions of the board and its Committees and reporting to the board on progress.
Other responsibilities	
Running the board and setting its agenda.	Providing input to the board’s agenda on their own behalf and on behalf of other members of the executive team.

Chairman	Chief Executive Officer
Ensuring that board agendas take full account of the important issues facing the group, providing adequate time for discussion of the concerns of all board members. There should be an emphasis on strategic, rather than routine, issues.	Ensuring maintenance of a dialogue with the Chairman on the important and strategic issues facing the group, and proposing board agendas to the Chairman which reflect these.
Ensuring that the board receives accurate, timely and clear information on the group's performance and the issues, challenges and opportunities facing the group and matters reserved to it for decision.	Ensuring that the executive team gives appropriate priority to providing reports to the board which contain accurate, timely and clear information.
Ensuring, with the advice of the Company Secretary where appropriate, compliance with the board's approved procedures, including the schedule of Matters Reserved for the GP Board for its decision and each Committee's Terms of Reference.	Ensuring, in consultation with the Chairman and the Company Secretary as appropriate, that the executive team comply with the board's approved procedures, including the schedule of Matters Reserved for the GP Board for its decision and each Committee's Terms of Reference.
Arranging informal meetings of the directors, including meetings of the non-executive board members at which the executive members are not present, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.	Ensuring that the Chairman is alerted to forthcoming complex, contentious or sensitive issues affecting the group of which the Chairman might not otherwise be aware.
Proposing to the board, in consultation with the CEO, Company Secretary and Committee Chairmen as appropriate: <ul style="list-style-type: none"> • a schedule of Matters Reserved for the GP Board for its decision; and • Terms of Reference for each board Committee and other board policies and procedures 	Providing input to the Chairman and Company Secretary on appropriate changes to the schedule of Matters Reserved for the GP Board and Committee Terms of Reference.
Chairing the Compensation Committee, and, in that role, initiating change and succession planning in board appointments to retain and build an effective and complementary board, and to facilitate the appointment of effective and suitable members and Chairmen of board Committees.	Providing information and advice on succession planning, to the Chairman, the Compensation Committee, and other members of the board, particularly in respect of executive directors.
Ensuring that the performance of the board as a whole, its Committees, and individual directors is formally and rigorously evaluated at least once a year and that the evaluation of the board is externally facilitated at least every three years.	Ensuring that performance reviews are carried out at least once a year for each of the executive directors. Providing input to the wider board evaluation process.
Promoting the highest standards of integrity, probity and corporate governance throughout the group and particularly at board level.	Promoting and conducting the affairs of the group with the highest standards of integrity, probity and corporate governance.
Any amendments to this statement shall be a Matter Reserved for the GP Board	

Schedule 2 Governance Structure



Consequences of Breach

Failure to comply with these Guidelines will be treated seriously and may result in disciplinary action up to and including dismissal.

Document Owner

This policy is owned by the Chief Legal and Compliance Officer.

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