



Related Party Transactions Policy

August 2018

Group Related Party Transactions Policy

We recognise that certain relationships can create a conflict of interest with Aquilant Group. As well as expecting all employees to act in the best interests of Aquilant Group and avoid conflicts of interest, we are required to ensure that all Related Party Transactions are identified and managed in accordance with legal and accounting requirements. This policy provides guidance on Related Party Transactions and sets out the procedures by which they must be notified and managed.

Our Policy

No Related Party Transaction can be entered into unless approved by the Aquilant Group.

Identifying a Related Party Transaction

What is a “Related Party Transaction”?

A Related Party Transaction is any financial transaction, arrangement or relationship involving any company in the Aquilant Group in which the **Related Party**:

- has a direct or indirect interest; or
- takes a direct or indirect benefit.

A financial transaction includes indebtedness, guarantees and also transactions involving employment or similar relationships.

Who is a “Related Party”?

A Related Party is any one of:

- (i) a director or nominee director of any company in the Aquilant Group;
- (ii) any person identified by Aquilant Group as a person discharging managerial responsibilities (“PDMR”) in respect of the group;
- (iii) anyone who exercises significant influence over the Aquilant Group, or the company in the Aquilant Group in respect of which the transaction relates;
- (iv) an immediate family member of (i), (ii) or (iii); or
- (v) a close business.

In this context:

“**immediate family members**” means: (a) spouses, civil partners and children; and (b) the trustees of any trust whose beneficiary is anyone in (a) or (i) above;

“close business” means any business, company or partnership in which any of the persons identified in (i)-(v) above beneficially owns a 30% or more interest, or can otherwise control or jointly control.

Dealing with a Related Party Transaction

Reporting of Related Party Transactions

Any potential Related Party Transaction must be promptly reported to the Aquilant Group Secretary. It will then be considered by the Company Secretary in consultation with the Legal adviser, external counsel and management (as may be necessary) to determine whether the transaction or relationship is a Related Party Transaction requiring compliance with this policy.

Consideration of Related Party Transactions

Once it is determined to be a Related Party Transaction, it shall be reported promptly to the Aquilant Group. In the event that the Group Secretary has an interest in the Related Party Transaction, the transaction shall be reported to the Audit Committee by Aquilant’s Chief Financial Officer or our Legal adviser. The report shall include all material facts. In the event that Aquilant’s Group Secretary becomes aware of a Related Party Transaction that was not previously approved or ratified under this policy, the Group Secretary will promptly notify the Board.

All new Related Party Transactions (including the terms of the transaction and the business purpose of the transaction) must be either approved or disallowed by the Board. Any pre-existing Related Party Transactions, if not previously reviewed, must be either ratified or rescinded by the Board.

In considering a Related Party Transaction, the Board shall consider such factors as it deems appropriate, including:

- (i) the business rationale for the Related Party Transaction;
- (ii) the commercial reasonableness of its terms;
- (iii) the materiality of the Related Party Transaction to the Aquilant Group;
- (iv) whether its terms are (and will be perceived to be) fair to the Aquilant Group and on the same basis as would apply if the transaction did not involve a Related Party;
- (v) the extent of the Related Party's interest in the Related Party Transaction;
- (vi) if applicable, the impact (or perceived impact) of the Related Party Transaction on a director's independence;
- (vii) the actual, apparent or perceived conflict of interest of the Related Party participating in the Related Party Transaction; and
- (viii) the legal and regulatory requirements to be followed by the Aquilant Group in respect of the Related Party Transaction (such as those contained within the Financial Conduct Authority’s Listing Rules, or in International Accounting Standards).

No director shall participate in the evaluation or approval of any Related Party Transaction for which he or she is a Related Party and will abstain from voting on the approval of the Related Party Transaction, except that the director shall provide all material information concerning the Related Party Transaction to the Board and may otherwise participate in some or all of the Board’s discussions if so requested.

If a Related Party Transaction will be ongoing, the Board may, in its discretion, establish guidelines for Aquilant’s management to follow in its ongoing dealings with the Related Party. Thereafter, the Board shall periodically review and assess ongoing relationships with the Related Party to see that they are in compliance with the Board’s guidelines.

Pre-Approved Related Party Transactions

The transactions listed below will be deemed to be pre-approved by the Board ("Pre-Approved Transactions"), will not be reviewed by the Board and do not require approval or ratification by the Board as a Related Party Transaction, provided:

- they have been promptly notified to the Company Secretary in accordance with this policy;
and
- it is also a transaction in respect of which there are no prescribed obligations placed on Aquilant (such as by the Financial Conduct Authority's Listing Rules).

The Pre-Approved Transactions are as follows:

- (i) a transaction in the ordinary course of business that does not exceed €100,000;
- (ii) remuneration and compensation arrangements approved by Aquilant Group, where delegated by the Remuneration Committee in respect of directors and officers of Aquilant Group of companies, the executive management of Aquilant Group and its PDMRs;
- (iii) transactions in which the Related Party's interest is derived solely from the fact that he or she serves as director of another company that is a party to the transaction **AND** the transaction does not give rise to a Conflict of Interest (pursuant to Aquilant Group's Policy and Procedure in respect of Conflicts of Interest); and
- (iv) transactions available to all employees generally.

Conflicts of Interest

Where a transaction is not a Related Party Transaction pursuant to this policy **or** it is treated as a Pre-Approved Transaction, the affected person **must** also consider whether or not the transaction nevertheless needs to be approved in accordance with Aquilant Group's separate policy that deals with Conflicts of Interest, which are different and treated distinctly from Related Party Transactions. This policy is in respect of Related Party Transactions only and is not intended to replace or supersede the Conflicts of Interest policy.

Related Policies to Read

The following Group policies are related to this policy and **must** also be referred to:

- Group Code of Conduct
- Group Conflicts of Interest Policy
- Group Anti-Bribery and Corruption Policy

About this Policy

- This policy was published on 23 October 2015 and supersedes the Related Party Transactions
- Policy & Procedure dated November 2013, which is no longer applicable.
- This policy covers all employees, directors, officers, consultants, casual workers and agency workers.
- Any director, nominee director, officer or employee of the Aquilant Group who breaches this policy will be subject to disciplinary action up to and including dismissal, as well as civil and/or criminal legal sanctions that may arise from the Conflict of Interest.

- This policy does not form part of any employee's contract of employment and we may amend
- it at any time.
- Aquilant Group's Audit Committee has overall responsibility for this policy, and for reviewing
- the effectiveness of actions taken in response to concerns raised under this policy.
- The Company Secretary has day-to-day operational responsibility for this policy, and must ensure that all managers and other staff who may deal with concerns or investigations under this policy receive regular and appropriate training.
- The Company Secretary, in conjunction with the Audit Committee should review this policy from a legal and operational perspective at least once a year.
- All Aquilant employees are responsible for the success of this policy and should ensure that they use it to disclose any genuine issues and concerns. Employees are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Company Secretary.

