

## **Governance Framework**

EmergX Finance Corporation

Date: July 2025

### **1. Governance Principles**

EmergX Finance Corporation (EFC) adopts a robust and transparent governance framework that aligns with UK corporate governance codes and FCA regulatory expectations. The framework supports accountability, risk oversight, and strategic decision-making.

### **2. Board Structure**

- Executive Chairman: Hareter B. Oralusi (SMF27)
- CEO: Otega Owumi (SMF1)
- CRCO/MLRO: Nicholas John Connell (SMF16, SMF17)
- Independent Non-Executive Directors: Richard Horsman, Jonathan C R M-Kirk
- Executive Directors: Cleopas Chiyangwa (CFO), Cliff Southcombe (CIO), Riza Gueriña (Admin), Rishi Gohill (Strategy)

### **3. Board Committees & Charters**

- Risk & Compliance Committee: Oversees risk register, ICARA, AML/KYC, ESG, and compliance audits
- Audit & Finance Committee: Reviews financial statements, external audit, capital planning
- Remuneration & Governance Committee: Sets executive remuneration, board performance, and SMF evaluation

### **4. Policy and Control Framework**

- Code of Ethics
- Whistleblowing Policy
- AML & KYC Policy
- Data Protection Policy
- ESG Policy

These are reviewed annually and reported to the relevant committees for approval and enforcement.

### **5. SMCR Role Allocation**

- SMF1 – CEO: Otega Owumi – Business strategy and financial oversight
- SMF16 – CRCO: Nicholas J. Connell – Compliance and regulatory risk
- SMF17 – MLRO: Nicholas J. Connell – AML/KYC framework
- SMF27 – Chairman: Hareter Oralusi – Governance and board effectiveness

## **6. Governance Review**

Governance performance is reviewed annually. Independent evaluations are conducted every 3 years. Board training is provided on SMCR, ethics, ESG, and new regulatory developments.