

CORPORATE GOVERNANCE REPORT

The Board of Directors of Immedia recognises the importance of sound corporate governance and applies the Quoted Companies Alliance's Corporate Governance Code (2018) (the "QCA Code"), which it believes is the most appropriate recognised governance code for a company of Immedia's size whose shares have been admitted to trading on the AIM market of the London Stock Exchange.

The Directors believe that the QCA Code provides Immedia with the framework to ensure that a strong level of governance is maintained, enabling the Company to embed the culture that exists within the organisation in a successful and sustainable business for all its stakeholders.

CHAIRMAN'S CORPORATE GOVERNANCE STATEMENT:

"As Chairman I have a keen interest in ensuring that an effective and focused Board leads the business and builds upon its successes to date. The Board unanimously agrees with my belief that strong corporate governance helps underpin the foundations of a solid and successful business. As such we are committed to ensuring good corporate governance, from executive level and throughout the operations of the business. In support of this commitment the Directors see the QCA Code as the most appropriate recognised governance code for the Company to adopt.

Whilst 2019 was a challenging year, 2020 has also been a very unusual year due to the Covid-19 virus, the Company has moved forward with confidence. Over the period the primary focus of the Board and management was to secure and strengthen the business financially in order to deliver the Company's strategy. Throughout this period the importance of good governance and working for the benefit of all stakeholders has been at the forefront of the Board and executive management.

As the Company enters the next expansionary phase of development, I, as Chairman, will work with the Board to build upon the existing values that are in place and ensure that good corporate governance continues to be integral to the organisation and delivered throughout the business, ensuring that we grow with foundations of integrity and strong principles for the benefit of all stakeholders."

 Tim Hipperson (May 12, 2021 16:05 GMT+1)

Tim Hipperson

Chairman

12 May 2021

THE TEN PRINCIPLES OF THE QCA CODE

The QCA Code has ten principles of corporate governance that the Company has committed to apply within the foundations of the business. These principles and how Immedia applies them are set out below:

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

During 2020, the Group made good progress in implementing its longer-term strategy to promote its content services to brands such that they become media owners rather than media buyers. The rationale was to position the Group as a provider of multi-channel content streams both physical and digital.

The Group's strategic aim was to develop sales and margins based on three complementary revenue streams; longer-term contracted recurring annual revenue opportunities, typically with major UK brands (in addition to JD, examples include Nationwide Building Society, Headmasters, Subway and IKEA), and one-off project work via our Creative and AV divisions which specialise in content production in four sectors; energy, sport, tourism and education.

Key project clients in 2020 included Shell, Fugro, Visit Aberdeenshire and Halliburton.

The mix of longer-term contracts and shorter-term project work has served to broaden the Group's client base significantly and to mitigate risk as between the project and long-term contracted revenues.

Whilst the above strategy and business model remains embedded within the Immedia Broadcast Limited business, since year end, the Group has announced its intention to work towards the acquisition of Sprift Technologies, a property tech business, and as part of this change in business activity, the Board is also looking at ways to separate the Group's principal trading company (Immedia Broadcast Ltd) from the Group.

2. Seek to understand and meet shareholder needs and expectations

Shareholders are kept up to date via the regulatory news service ("RNS") on matters of material substance and regulatory nature. Announcements are released to the Market, via RNS, when the Board believes that market's expectations of the Company's financial performance are not aligned with those of the Board.

The Company's Annual Report, Notice of General Meetings and Notice of Annual General Meetings ("AGM") are sent to all shareholders and can be downloaded from our website. Copies of these documents for the last 15 years as well as Interim Reports are available on the Company's website.

Our AGM is an annual opportunity for shareholders to meet with the Board, however restrictions due to the current pandemic have meant that meetings are closed until further notice. All shareholders are given the option to ask questions and raise issues during the formal business or more informally following the meeting. At the AGM, separate resolutions are proposed on each substantial issue. For each proposed resolution, proxy forms are issued which provide voting shareholders with an opportunity to vote in advance of the AGM if they are unable to vote in person. Our registrars, Share Registrars Limited, count the proxy votes which are properly recorded and the results of the AGM are announced via RNS.

The Board is keen to ensure that the voting decisions of shareholders are reviewed and monitored and that approvals sought at the Company's AGM are as much as possible within the recommended guidelines of the QCA Code.

The Directors where appropriate, will respond to shareholder queries directly (whilst remaining cognisant of the Market Abuse Regulations' restrictions on inside information and within the requirements of the AIM Rules for Companies). Non-deal roadshows are arranged throughout

the year to meet with current and potential new shareholders to maintain, as much as possible, transparency and dialogue with the Market.

Shareholders with queries should email enquiries@immediapl.com.

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

The Board recognises its prime responsibility under UK corporate law is to promote the success of the Company for the benefit of its members as a whole. The Board also understand that it has a responsibility towards employees, customers, suppliers and our customer's clients who experience our audio and/or visual products and services. Our corporate social responsibility approach continues to meet these expectations. The Board also understand that it has a responsibility to take into account, where practicable, the social, environmental and economic impact of its activities.

We value the feedback we receive from our stakeholders and we take every opportunity to ensure that where possible the wishes of stakeholders are considered. In addition, the Board works closely with the executive team, with clear and open communication both within and outside the Board room. The Company has an open-door policy from the executive team down where employees' opinions and suggestions are valued and listened to.

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

Information on risk management can be found in the Strategic Report (page 9) and in note 23 Financial Instruments on page 59.

5. Maintain the board as a well-functioning balanced team led by the Chair

Information on the Directors can be found Directors' Report on pages 14 and 15.

Two of the directors have shareholdings in the Company.

Tim Hipperson and Simon Leathers are independent Non-Executive Directors.

The Executive Directors are all involved in the business on a full-time basis and the Non-Executive Directors commit their time as required but typically this extends beyond attendance at the monthly Board meetings and can often be the equivalent of over one day per week.

Over the past year there have been twelve board meetings.

The attendance record is set out below:

Name	Number of meetings attended
Tim Hipperson	12
Bruno Brookes	0
Ross Penney	12
John Trevorrow	2
Mark Horrocks	12
Simon Leathers	12

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

The Board has significant industry, financial, public markets and governance experience, possessing the necessary mix of experience, skills, personal qualities and capabilities to deliver the strategy of the Company for benefit of the shareholders over the medium to long term.

The Board is kept abreast of developments of governance, legal and accounting changes and AIM regulations by the Company's advisers and all directors have access to the Company's

NOMAD, company secretary, lawyers and auditors as and when required and are able to obtain advice from other external bodies when necessary. Training and professional development needs are regularly reviewed.

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

The Directors are in regular dialogue with one another and can raise queries or suggestions regarding the strategic direction of the Company at any time. Where appropriate the Chairman then ensures that these matters are on the agenda for the next Board meeting. The Board currently considers that the use of external consultants to facilitate the Board evaluation process is unlikely to be of significant benefit to the process, although the option of doing so is kept under review.

On an ongoing basis, Board members maintain a watching brief to identify relevant internal and external candidates who may be suitable additions to or backup for current Board members.

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

The Company recognises the importance of promoting an ethical corporate culture, interacting responsibly with all stakeholders and the communities in which the Company operates. The Board considers this to be essential if medium and long-term value is to be delivered.

The Directors consider that at present the Company has an open culture facilitating comprehensive dialogue and feedback.

The Company has adopted policies to deal with corruption and bribery and to comply with the UK Bribery Act.

The Directors are mindful of the industry in which the business operates and takes all issues of ethical behaviours seriously. These behaviours are instilled throughout the organisation.

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

The Chairman has the responsibility for ensuring that the Board discharges its responsibilities and is also responsible for facilitating full and constructive contributions from each member of the Board in determination of the Group's strategy and overall commercial objectives. Tim Hipperson not only engages with customers, shareholders but also other stakeholder groups to ensure there is a strong relationship between them and the Company.

The Board

The Board retains full and effective control over the Company and hold regular meetings at which financial, operational and other reports are considered and where appropriate voted upon. The Board is responsible for the Group's strategy and key financial and compliance issues.

There are certain matters that are reserved for the Board, they include:

- Approval of the Group's strategic aims and objectives;
- Approval of the Group's annual budgets and any material changes to them;
- Review of the Group performance and ensuring that any necessary corrective action is taken;
- Any decision to cease to operate all or any part of the Group's business;
- Major changes to the Group's corporate structure and management and control structure;
- Any changes to the Company's listing;
- Changes to governance and key business policies;
- Ensuring maintenance of a sound system of internal control and risk management;
- Approval of half yearly and annual report and accounts and preliminary announcements of final year results;
- Reviewing material contracts and contracts not in the ordinary course of business.

As the Company grows, the Directors will ensure that the governance framework remains in place to support the development of the business.

The Committees

The Company maintains Audit and Remuneration Committees, details of which can be found in the Directors' Report on page 13. The Company does not have a separate Health and Safety Committee, but HSE is of the upmost importance to the business and an HSE update is discussed at every Board meeting.

Given the current size of its Board, the Board deems it unnecessary to establish a formal Nomination Committee and nominations to the Board will be dealt with by the whole Board. This position will be reviewed on a regular basis by the Board.

Over the past year there have been formal committee meetings as follows:

Committee	Number of meetings
Audit	1
Remuneration	2

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

The Board is committed to maintaining an open dialogue with shareholders. Communication with shareholders is co-ordinated by the Directors. Throughout the year, the Board maintains a regular dialogue with its major investors, providing them with such information on the Company's progress as its permitted within the guidelines of the AIM Rules for Companies Market Abuse Regulations and requirements of relevant legislation. Twice a year, at the time of announcing the Group's half and full-year results, the Company prepares presentations for its current and potential shareholders to update them on developments and to receive feedback and suggestions from them.

The Board believes that the Annual Report and Accounts, and the Interim Report published at the half-year, play an important part in presenting all shareholders with an assessment of the Group's position and prospects. All reports and press releases are published on the Group's website.

The AGM is the principal opportunity for private shareholders to meet and discuss the Group's business with the Directors (see point 2 above).
