



AOTI, Inc

TERMS OF REFERENCE OF THE DISCLOSURE AND AIM RULES COMPLIANCE COMMITTEE

ADOPTED BY RESOLUTION OF THE BOARD ON 11 JUNE 2024

AOTI Inc

DISCLOSURE AND AIM RULES COMPLIANCE COMMITTEE TERMS OF REFERENCE

1 CONSTITUTION

The Committee was constituted at a full meeting of the board of directors of AOTI Inc (“**Company**”) (“**Board**”) held on 11 June 2024 in accordance with the articles of association of the Company.

2 MEMBERSHIP AND COMPOSITION

2.1 Membership

The Committee shall comprise a minimum of three directors of the Board of directors of the Company (the “**Board**”). The members of the Committee shall be appointed by the Board from time to time and shall include at least one non-executive director and one executive director. The Committee may comprise all members of the Board.

Only members of the Committee have the right to attend Committee meetings. Non-members may be invited to attend all or part of any meeting, as and when appropriate and necessary.

2.2 Chairman

The Chairman of the Committee shall be a non-executive director and shall be appointed by the Committee members. Where the Chairman is absent, the members present shall nominate one of their number to act as chair of the relevant meeting (and where possible, this shall be a non-executive director).

2.3 Quorum

The quorum necessary for the transaction of business shall be two, one of whom must be an executive director and one of whom must be a non-executive director.

A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

2.4 Secretary

The company secretary, or their nominee, shall act as the secretary of the Committee and provide all necessary support to the Committee, including the recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.

3 ROLE

The purpose of the Risk, Disclosure and AIM Compliance Committee is to assist the Board in fulfilling its responsibilities in respect of:

- (i) the identification, management and disclosure of inside information and price-sensitive information under the Market Abuse Regulation (EU) No. 596/2014 as incorporated into UK law (“**MAR**”) and the AIM Rules for Companies (the “**AIM Rules**”); and
- (ii) the requirement for the Company to take reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations in this regard.

In accordance with MAR and the AIM Rules, the Company is required to disclose in the prescribed manner, without delay, any inside information directly concerning the Company, unless an exemption from disclosure is available. For this purpose, “inside information” is information of a precise nature which:

- (i) has not been made public;
- (ii) relates, directly or indirectly to an issuer or to one or more financial instruments; and
- (iii) which, if it were made public, would be likely to have a significant (i.e. non-trivial) effect on the prices of those financial instruments or on the price of related derivative financial instruments.

The Company is also subject to requirements relating to denying access to inside information and keeping insider lists.

4 RESPONSIBILITIES

The Committee has been established to:

- (i) draw up and maintain procedures, systems and controls for the identification, treatment and disclosure of inside and price-sensitive information under MAR, and the AIM Rules (“**Disclosure Procedures**”);
- (ii) implement the Disclosure Procedures, including where appropriate arranging for the dissemination of guidelines and training;
- (iii) keep the adequacy of the Disclosure Procedures under review;
- (iv) monitor compliance with the Disclosure Procedures; and
- (v) assess information to determine whether it is inside information or not, whether it is permitted to delay disclosure of that information and associated matters to ensure compliance with MAR.

The duties of the Committee will include, without limitation:

- (i) maintaining a record of the Company's disclosures;
- (ii) maintaining a record of matters considered for disclosure but not disclosed;
- (iii) assessing whether it is permissible to delay disclosure of inside information;
- (iv) maintaining a record of any decision to delay disclosure of inside information;
- (v) assessing whether and to whom inside information may be disclosed selectively to third parties when it is permissible to delay disclosure;
- (vi) maintaining a record of its meetings;
- (vii) preparing and monitoring leak announcements;
- (viii) assessing relevant and substantive market rumours or speculation concerning the Company or any of its subsidiary undertakings (the "**Group**") and making recommendations as to what response, if any, should be made;
- (ix) monitoring analysts' expectations as to the Group's performance and recommending any necessary corrective action;
- (x) monitoring the Group's performance against its own forecasts;
- (xi) recommending appropriate employee training in respect of the handling of inside information; and
- (xii) periodically reviewing the Group's inside information management policy and recommending changes to the Policy to the Board.

5 PROCEDURES

The Committee will meet at such times and in such manner (including by telephone or videoconference) as shall be necessary or appropriate, as determined by the Chairman of the Committee or, in his/her absence, by any other member of the Committee. In addition, the Committee shall meet at least annually to review the operation, adequacy and effectiveness of the Disclosure Procedures and its own procedures.

6 EXTERNAL ADVICE

The Committee is authorised to take external professional advice as necessary and, in particular, to consult with the Company's corporate brokers, the Company Secretary and legal advisers when appropriate to assess whether information is inside information.

7 ACCESS TO RECORDS AND PERSONNEL

The Committee shall have full access to the Company's records and personnel.

8 REPORTING

The Committee shall submit the results of its annual review of the operation, adequacy and effectiveness of the Disclosure Procedures and its own procedures to the Board. Minutes of all meetings of the Committee shall be circulated to all members of the Committee.

Adopted by resolution of the Board of AOTI, Inc on 11 June 2024.