

KEYWORDS STUDIOS PLC (THE COMPANY)

DISCLOSURE COMMITTEE

The following terms of reference were approved and adopted by Company's board of directors with effect from 14 September 2018. They relate to the committee formed by the board on 14 September 2018, known as the Disclosure Committee (**Committee**).

Terms of Reference

1. Background and purpose

- 1.1 The Company is required to make timely and accurate disclosure of all information required to be so disclosed to meet the legal and regulatory obligations and requirements arising from the admission of the Company's shares to trading on AIM (including those imposed under article 17 (*Public disclosure of inside information*) of the Market Abuse Regulation). The Committee is constituted to assist the Company to meet this requirement.
- 1.2 The Committee has responsibility for, among other things, determining on a timely basis the disclosure treatment of information which is likely to be of concern to an external investor in the Company, and assisting in the design, implementation and periodic evaluation of disclosure controls and procedures.
- 1.3 The Committee also has responsibility for the identification of any new developments which are not public knowledge which, if made public, would be likely to lead to a significant movement in the price of the Company's shares (**price sensitive information**). By way of example, this may include matters concerning a change in:
 - (a) the Company's financial condition;
 - (b) the Company's sphere of activity;
 - (c) the performance of the Company's business; or
 - (d) the Company's expectation of its performance.

Further, information that would be likely to lead to a significant movement in the price of the Company's shares includes but is not limited to information which is of a kind which a reasonable investor would be likely to use as part of the basis of his or her investment decisions.

- 1.4 Further, the Committee has responsibility for the identification of any inside information (within the meaning given in the Market Abuse Regulation) (**inside information**).

2. Membership

- 2.1 The Committee will be made up of two executive directors and any two non-executive directors of the Company from time to time, and the board of directors of the Company (the **Board**) will review membership on a periodic basis should any circumstances arise suggesting

the need for this or if any member of the Committee or member of the Board requests it be done.

3. Chairman

3.1 The CEO will be the chairman of the Committee. In his absence, the remaining members present will elect one of themselves to chair any meeting.

4. Secretary and minutes

4.1 The secretary of the Committee (the **secretary**) will be the Company Secretary who will minute the proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, and will also keep a record of all information reported to the Committee.

4.2 In the absence of the secretary, the members present will elect one of themselves or such other person as they decide to act as secretary to the meeting.

4.3 Minutes of meetings of the Committee will be circulated promptly to all members and, once agreed, to all members of the Board unless a conflict of interest exists.

5. Quorum

5.1 The quorum for a meeting of the Committee will be any two members, but must include at least one non-executive director.

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

6. Meetings and operating procedures

6.1 The Committee will meet at such times (in person or by telephone) as shall be necessary or appropriate as determined by the CEO and/or the finance director with the expectation being that, if the CEO and/or the finance director considers that information of which he is aware or otherwise reported requires a decision of the Committee, a meeting will be arranged as soon as possible after he becomes so aware or the report is received but generally on the same day.

6.2 The Committee will refer to the Board any decision to make an unplanned announcement regarding trading and/or an event.

6.3 Only members have the right to attend meetings of the Committee. Others (including but not limited to external advisers) may be invited by any member to attend for all or part of any meeting.

7. Duties

7.1 The Committee has been established to:

- (a) assist in the design and implementation of disclosure controls and procedures;
- (b) evaluate periodically the Company's disclosure controls and procedures, monitor compliance with them and, where appropriate, recommend changes to the Board;
- (c) determine whether any information is price sensitive information or inside information;
- (d) review and determine generally the scope, content and timing of disclosure and whether a delay is justified;
- (e) review and approve any announcements to a Regulatory Information Service and ensure their accuracy; and
- (f) consider generally the requirement for announcements, including in the following circumstances: (a) interim steps in a protracted process (e.g., a project); (b) a change in circumstances during the period when disclosure of price sensitive information or inside information is delayed; (c) rumours relating to the Company and (d) in the case of a leak of price sensitive information or inside information, the need to issue holding announcements.

8. Reporting responsibilities

- 8.1 The Committee's chairman will report formally on proceedings of the Committee to the Board at meetings of the Board and the Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is considered necessary.

9. Authority

- 9.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 9.2 In connection with its duties, the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice as necessary and in particular from the Company's nominated adviser, external auditor, brokers, financial advisors and legal advisors.