

Greenergy Fuels Holdings Limited
Corporate Governance Report 2022

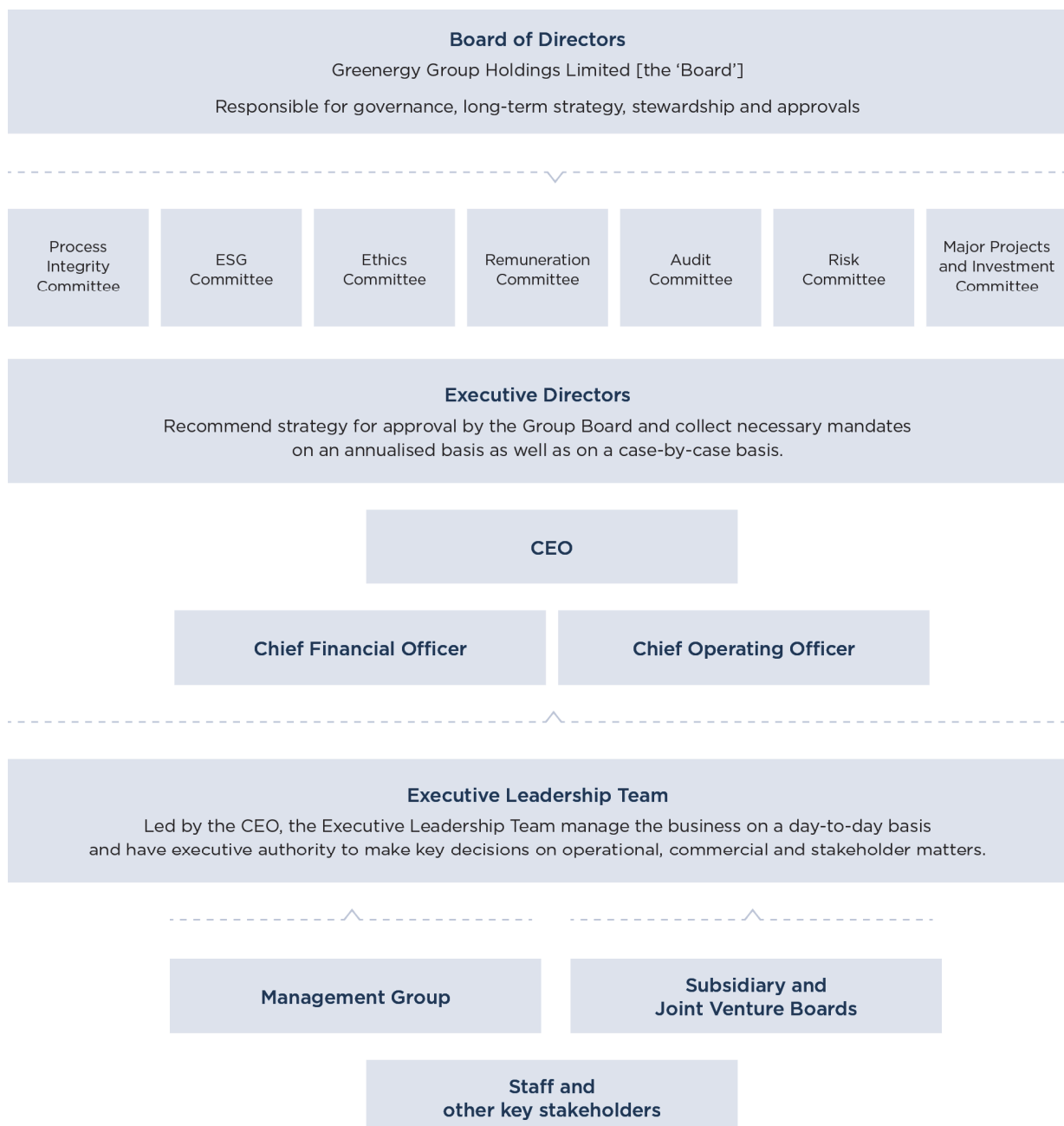
Greenergy

Corporate Governance report

As a large private company, we are required to disclose our corporate governance arrangements under the Companies (Miscellaneous Reporting) Regulations 2018 to ensure sustainable and responsible governance practices.

All entities in the Greenergy Group operate under the Group Corporate Governance Framework mandated by the Board of Directors (the 'Board') of the parent company Greenergy Group Holdings Limited. The Group has adopted the Wates Principles as part of its governance framework and considers these integral to its governance approach.

Governance framework



Principle 1: Purpose and leadership

The Group's purpose is to drive transport decarbonisation through continued leadership in waste-derived renewables, supported by our mission to deliver long-term value for our stakeholders through the production and distribution of waste-derived renewable transportation fuels. We do this by evolving our supply chain, retaining strong customer relationships, delivering change through innovation, acting responsibly and being accountable.

Our purpose and mission is more than supplying products and services. It includes the way we do business, our interactions with our stakeholders, our governance and is underpinned by our values and culture.

The close relationship between effective Governance and effective executive authority and action is at the heart of this process and our business.

Day-to-day operations of the Group are managed by the Executive Leadership Team, comprising twelve members of senior management (female: two) who have executive authority to make key decisions on operational, commercial and key stakeholder matters.

The Executive Leadership Team meet formally and informally on a weekly basis to discuss key stakeholder matters and make decisions within their executive authority. In addition to these meetings, the Executive Directors also meet on a weekly basis.

The Executive Leadership Team receives its mandates and guidance from the Board and the committees, each with a particular mandate, which have been established to directly advise and engage with the company. They in turn give mandates and guidance to the senior management team with weekly management meetings as well as regular engagement through emails, blogs and stewardship meetings with the functional heads. This framework ensures that the Greenergy Group's executive and Leadership Team are empowered with the appropriate level of authority to make decisions on behalf of the individual operating entities.

Throughout the year, the primary focus for the Board and Executive Leadership Team was to ensure the Group was able to maintain security of supply given the war in Ukraine, and actively review projects to drive the energy transition and grow the business. As the energy transition accelerates, Greenergy's history of being an innovative transportation fuel producer and supplier remains a key focus for the Board, as we look to continue developing cleaner, lower emission fuels. This is supported through the Group's purpose and mission that drive our business plan and strategy.

Principle 2: Board composition

The Board composition remains unchanged, although there has been a change involving a non-executive director. It comprises three executive directors, the CEO, Chief Financial Officer and Chief Operating Officer and seven non-executive directors, including a non-executive Chairman and three independent directors. Certain reserved matters such as governance, long-term strategy, mergers and acquisitions, restructuring and commercial deals over a certain size or duration are submitted to the Board for advice and ultimate approval.

The size and experience of the Group Board is considered appropriate for the size of the Group, with the directors bringing a wide range of commercial and industry knowledge, ensuring a well-balanced range of views and experience.

The Directors recognise the Board composition lacks diversity. We are committed to supporting diversity, equity and inclusion across the entire workforce and in particular continuing to improve diversity among the senior management and executive leadership teams.

Principle 3: Directors' responsibilities

The Board is continuously improving its approach to Corporate Governance ensuring clear responsibilities are allocated to individuals and sub-committees and reviewing if the strategy is still fit for purpose, requesting updates from the sub-committees and subject matter experts. All sub-committees are governed by agreed Terms of Reference.

At the beginning of each year, quarterly recurring board meetings for the Group are scheduled for the year and dates set. Two additional strategic board meetings are set to discuss and define the Group's strategy and five year strategic plan.

Board meetings are a mechanism to evaluate and review business operations and how they align with the Group's overall strategy and the impact on our key stakeholders. The key activities and decisions undertaken by the Board in 2022 are outlined in the 'Section 172(1) Companies Act 2006 Statement' (see s172(1)).

Each board meeting follows a considered agenda, agreed in advance by the Board. Within the set sections there are standing items such as a review and discussion on Process Integrity data and events along with Governance.

Special topics are also added to individual sections as required with non-board Executives and key management personnel periodically invited to Board meetings for specific items to provide their expertise to the Board and discussion dependent on matters under consideration.

Principle 4: Opportunity and risks

Greenergy's mission, values and overall Group strategy guide the Board's decisions to promote and deliver long-term value, taking advantage of opportunities which arise whilst ensuring an appropriate risk framework is in place to manage the risks we face in our business.

The Group's Risk Committee, chaired by the Chief Financial Officer, aims to assist the Board in the fulfilment of its corporate governance, establishment of procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the company is willing to take in order to achieve its long-term strategic objectives.

Principal risks are identified across the business at all levels, to ensure those are registered and reported to the Board along with the mitigation plans associated with them. The risks we face in our business, and the action we take to mitigate those risks, are formalised in a risk register which is reviewed by the Risk Committee and formally approved by the Board.

Different business units assess the risk in their area of expertise, with the Board being informed of such risks to establish the level of risk accepted to meet its strategic objectives.

Principle 5: Remuneration

The role of Greenergy's Remuneration Committee is to determine and oversee the Group's overall remuneration strategy and policy, ensuring its aligned to the successful delivery of the Group's purpose, culture, values and Group wide strategy. It regularly reviews the on-going appropriateness and relevance of the remuneration policy to ensure compliance and appropriate consistency and effectiveness of application, and, if necessary, make proposals for changes.

The Remuneration Committee sets and reviews the strategy and policy in relation to terms and conditions of engagement (including remuneration) of Greenergy's Leadership Team and to determine their specific total remuneration (including payments and awards under annual bonus plans, share incentive schemes, pension schemes and any other compensation arrangements), ensuring that payments awarded are fair and appropriate based on performance.

It also oversees any major changes in employee benefit structures of the Group and establishes the overall parameters for annual salary reviews and bonus plans of the Group's employees, making recommendations to the Board for approval.

The Remuneration Committee supports Greenergy's ambition to be and remain a preferred employer, attracting, motivating and retaining talent at all levels as well as succession planning by developing and promoting where possible from within.

The Committee is responsible for the development of the remuneration policy which ultimately is approved by the Board.

Principle 6: Stakeholders

Stakeholder engagement is considered crucial by the Board, and this is applied at all levels of the organisation supported by the Leadership Team and reported to the Board.

All stakeholders are appropriately considered throughout our decision-making process and consulted and engaged regularly through dedicated surveys or meetings, including tailored initiatives. The impact that activities might have on each stakeholder is balanced and assessed throughout the decision-making process to ensure the stakeholders' interests are appropriately considered.

Our key stakeholders, how we engage with them, and the effect stakeholders have on Board decision making is outlined in the Section 172(1) Companies Act 2006 Statement on pages 4 to 10.

Section 172(1)¹ – Companies Act 2006 Statement

Our stakeholders are essential for us to deliver on our mission. This section summarises our relationships with our key stakeholders and their influence on board decision making.

Our stakeholders

Our colleagues	
<p>Our people are our most important asset. They are a reflection of our culture and values and are essential to upholding our values and delivering on our purpose and mission.</p>	
<p>Our priorities</p> <ul style="list-style-type: none"> • Ensuring all staff can perform their roles safely • Ensuring diversity and inclusion across our workforce • Ensuring that all key positions are filled with the best person for the job • Maintaining high employee engagement • Instilling our culture and values with rapid employee growth • Developing the skills and talents of our people • Supporting the mental and physical health of our people. 	<p>How we engage and communicate</p> <ul style="list-style-type: none"> • Safety underpins all that we do. Lessons Learned and safety updates are shared with employees across the entire business • Colleagues are kept informed of performance and strategy through Staff Reviews and Quarterly Meetings. All executives regularly engage with our colleagues around the business • Our Intranet provides regular updates of what is going on around the business, along with updates from the CEO • In 2022, we launched an employee news app to help our staff keep up-to-date with news across the business. • Following the pandemic, we reintroduced staff conferences in Europe and North America as an important opportunity to foster team building and instil our values across the business. • The Knowledge Hub provides a learning and development tool for our colleagues, to provide people with a range of programmes that be accessed anywhere on any device.
Our shareholders	
<p>Our shareholders support the growth of our business to achieve our long-term growth objectives.</p>	
<p>Our priorities</p> <ul style="list-style-type: none"> • Demonstrate sound financial and operational performance, in line with the Group strategy. 	<p>How we engage and communicate</p> <ul style="list-style-type: none"> • Attendance at board meetings • Regular communications such as financial updates, investment plans and capital allocation.

¹ In accordance with Companies Act 2006 Regulations, the Directors are required to provide a 'S172(1) statement'. Pages 4 -10 are our section 172(1).

Customers and Suppliers	
<p>Our customers include supermarkets, major oil companies, commercial users, independent retailers and consumers. Our customers rely on us to run their business', and our relationships with our suppliers allows us to meet the needs of our customers and consumers.</p>	
<p>Our priorities</p> <ul style="list-style-type: none"> • Build supply chain optionality through our relationship with our suppliers • Develop long-term relationships with customers and suppliers who support our strategic growth objectives. 	<p>How we engage and communicate</p> <ul style="list-style-type: none"> • By demonstrating our values and living our mission in every interaction we have • Dedicated and engaged teams, who are available to our customers when they need us most. Our local Customer Care teams remain a key differentiator in our offer and allows us to support our customers day or night. • Regular and timely communications, including financial and operational updates throughout the year. We understand the important role our suppliers and partners have in achieving our growth objectives.
Environment	
<p>Our business was founded in the 1990s to supply low emission diesel, and our commitment to produce and supply low carbon renewable fuels at scale continues today.</p>	
<p>Our priorities</p> <ul style="list-style-type: none"> • We recognise the urgent need to further reduce greenhouse gas emissions in the transportation sector • We continuing to invest in the sector and progress projects to further expand our renewable fuel production and are actively exploring new, innovative projects to produce renewables from wastes. 	<p>How we engage and communicate</p> <ul style="list-style-type: none"> • Reducing the environmental impact of our activities by continued investment in process improvements at our plants to improve efficiency of our operations • Manufacturing biodiesel from waste raw materials, rather than virgin vegetable oils, giving higher carbon savings and reducing land-use impacts • Involvement in round table discussions and industry consultations on best practice • Encouraging all employees to play a role in our continual improvement of processes to improve the sustainability of our operations • Development of our ESG framework and strategy to drive more detailed reporting.
Communities	
<p>We believe in supporting our communities. Our charity programme and our STEM projects help support our communities.</p>	
<p>Our priorities</p> <ul style="list-style-type: none"> • Through our employee-led charity programme, help fund a range of charity initiatives with a directly identifiable benefit • Engage with our local communities through STEM projects that provide information and inspiration to young people considering their future careers. 	<p>How we engage and communicate</p> <ul style="list-style-type: none"> • While the total charity budget is set by the Board, the allocation of funds is nominated by charity teams that involve all employees of the Group, and final approval by the employee-led Charity Committee • Employees are encouraged to work closely with the charities to understand how funds will be used • The Charity Committee is made up of volunteer staff, and each team within the business is led by a Captain to encourage engagement • Through our STEM projects, we aim to work with local schools and educational colleges to inspire students, and demonstrate tangible career options that are available through STEM. • In our retail businesses in Ireland, our local team partner with retailers to support their local communities.

Government	
As a fuel supplier, we maintain close relationships with Government bodies in the regions we operate.	
<p>Our priorities</p> <ul style="list-style-type: none"> Develop productive relationships with Government bodies, particularly in the UK where we provide a critical role in the national supply chain. 	<p>How we engage and communicate</p> <ul style="list-style-type: none"> Regular meetings and communications with our Government contacts to provide business updates Involvement in round table discussions and industry consultations.
Financial institutions	
We rely on support from our banks to fund our ongoing working capital requirements to allow us to operate in the way in which we do.	
<p>Our priorities</p> <ul style="list-style-type: none"> Develop long-term relationships with a syndicate of banks and other institutions to support our ongoing business. 	<p>How we engage and communicate</p> <ul style="list-style-type: none"> Monthly financial and operations update provided to our lenders Annual all banks presentation on our results and outlook and strategy for the years ahead Regular ad hoc meetings with all lenders to discuss business operations.

Board activities

	Our decision Process	Our decision	Interested Stakeholder Groups
Process Integrity			
<p>Process integrity reporting for new business units</p> <p>The Board observed challenges integrating new business units (e.g. through acquisitions) to Greenergy's culture of process integrity reporting.</p>	<ul style="list-style-type: none"> • Process Integrity (PI) is the first standing agenda item at all Board and Executive meetings • The PI Committee Chairman presented an update on PI to the Board including trends on health and safety events • The PI Committee Chairman outlined challenges in reporting culture with businesses that were acquired and proposed an approach to address these issues. 	<p>The Board supported the approach outlined by the PI Committee Chairman including:</p> <ul style="list-style-type: none"> • A targeted campaign across all sites and office locations to reiterate the importance of health and safety and encourage an open and honest culture of reporting • Increased management presence and safety walks to be undertaken by the Leadership Team 	<ul style="list-style-type: none"> • Our colleagues • Our shareholders • Our customers and suppliers • Our environment
Environment, Social & Governance (ESG)			
<p>Taskforce for Climate Related Financial Disclosures (TCFD)</p> <p>The TCFD requirements will become mandatory for the Group in 2023 as a large, private entity. The Board discussed the requirements and early adoption reporting.</p>	<ul style="list-style-type: none"> • The Board discussed the requirements of the TCFD and completed a specific awareness session on TCFD and the process undertaken by the business in 2022 to complete qualitative assessments. • A gap analysis was completed against FRC and TCFD implementation guides and the Board considered the findings. 	<ul style="list-style-type: none"> • The Board agreed with the ESG Committee's proposal to obtain external support for the completion of scenario analysis modelling and risk/opportunity heat map. 	<ul style="list-style-type: none"> • Our colleagues • Our shareholders • Our customers and suppliers • Our environment • Our communities • Government • Financial institutions
<p>2021 Sustainability Report</p> <p>Following its inaugural Sustainability Report in 2020, the Group again prepared a standalone Sustainability Report in 2021 to provide stakeholders with an overview of the Group's approach to ESG and strategic direction to achieve sustainability commitments.</p>	<ul style="list-style-type: none"> • The ESG Committee, comprising both executive and non-executive directors, is mandated to articulate Greenergy's strategy for environment, social and governance – including our climate change policy and strategy. • The Board discussed the content for the 2021 Report and our future strategy. 	<ul style="list-style-type: none"> • On the recommendation of the ESG Committee, the Board approved the issue of the 2021 Sustainability Report • Board supported the appointment of a Head of ESG to help build, develop, and articulate Greenergy's ESG strategy. 	<ul style="list-style-type: none"> • Our colleagues • Our shareholders • Our customers and suppliers • Our environment • Our communities • Government • Financial institutions
<p>ESG Framework and Reporting</p>	<ul style="list-style-type: none"> • The ESG Committee, comprising both executive and non-executive directors, is mandated to articulate Greenergy's strategy for environment, social and governance – including our climate change policy and strategy • The ESG Committee presented data from across the business and presented a strategic proposal to the Board for consideration • The Board discussed the updated ESG strategy framework, including material areas of focus and ambition levels • The Board discussed expanding the reporting of emissions and updating the internal carbon price • The Board discussed climate scenario modelling and reviewed the TCFD qualitative scenarios analysis work. 	<ul style="list-style-type: none"> • The Board approved the ESG strategy framework and associated focus areas. • The Board approved the updated approach to emissions reporting and expansion of scope 3 greenhouse gas data reporting. • The Board agreed to update the internal carbon price. 	<ul style="list-style-type: none"> • Our colleagues • Our shareholders • Our customers and suppliers • Our environment • Our communities • Government • Financial institutions

	Our decision Process	Our decision	Interested Stakeholder Groups
People			
<p>Inflationary pressures and cost of living</p> <p>With over 1,500 employees, people remain the biggest asset of Greenery. With rising inflation and cost of living crisis, consideration was given to how the business could support our employees.</p>	<ul style="list-style-type: none"> The executive directors and Head of HR discussed and considered how the business could support its employees through the cost-of-living crisis and rising inflationary pressures After due consideration, a proposal was established and presented to the Remuneration Committee by the CEO. 	<ul style="list-style-type: none"> The Group's Remuneration Committee approved cost of living support and initiatives for our employees. 	<ul style="list-style-type: none"> Our colleagues
Financial			
<p>Establishment of Major Projects and Investment Committee</p> <p>Where relevant, a sub-committee of the Board is established to assist the Board in its oversight of key areas.</p>	<ul style="list-style-type: none"> The Board discussed the need for a Major Projects & Investment Committee to assist in oversight of acquisitions, disposals and major capital projects that require Board approval Terms of Reference for the committee were prepared and shared with the Board for consideration Committee members with relevant expertise and experience were put forward on behalf of the Board. 	<ul style="list-style-type: none"> The Board approved the proposed Terms of Reference and established the Major Projects and Investment Committee. 	<ul style="list-style-type: none"> Our shareholders Our environment Financial institutions
<p>Restructure and refinance of the Group's working capital facility</p> <p>The Group relies on a working capital facility to finance its ongoing business. The existing facility is due to expire on 30 April 23. The Board considered a proposal to refinance the existing facility with new bilateral inventory and receivables facilities.</p>	<ul style="list-style-type: none"> The CFO presented an overview of the existing facility to the Board and outlined the options available to the company for the refinance. The Board considered the impacts of restructuring from a single borrowing base facility into separate bilateral inventory and receivables facilities. The Board considered the current and future capital structure of the Group. 	<ul style="list-style-type: none"> On recommendation of the Group CFO, the Board agreed to proceed with the restructure of the existing facility and refinance with separate facilities for inventory and receivables 	<ul style="list-style-type: none"> Our colleagues Our shareholders Our customers and suppliers Government Financial institutions

	Our decision Process	Our decision	Interested Stakeholder Groups
Financial (continued)			
<p>Strategic business plan and financial budget</p> <p>Each year, the business prepares a five year strategic plan and financial budget to share with the Board giving consideration to longer term strategic direction of the Group, noting the impact of climate risk and the energy transition, and what steps are required to ensure that the plan can be delivered.</p>	<ul style="list-style-type: none"> The Group business plan process commences with a Board strategy day to discuss and debate the future strategic direction and how it would benefit and support our business and key stakeholders The output from the strategy day is input into the five year business plan for the Board to assess The key drivers and underlying assumptions were discussed, debated, and challenged by the Board The business plan process was iterative with several follow up sessions to review key changes and impacts on the financial budgets. 	<ul style="list-style-type: none"> The Board reviewed the five year strategic business plan and financial budget and after due consideration and discussion approved the plan. This included the approval of the Group's capital expenditure program and major projects and subsequent alignment with the financial budget and business plan. 	<ul style="list-style-type: none"> Our colleagues Our shareholders Our customers and suppliers Our communities Our environment Government Financial institutions
Strategic priorities			
<p>Closure of Cardiff fuel operations</p> <p>The Board reviews strategic options for existing assets and business units, including the potential closure and downsizing of operations.</p>	<ul style="list-style-type: none"> A review of the current and expected future supply / demand breakdown was discussed and consideration given to the various options that were available to the Group taking into consideration the various stakeholders The Board considered the impact that ceasing operations would have on its key stakeholders, including its staff The Board reviewed various options including continued operation, partial shut down, and full closure 	<ul style="list-style-type: none"> The Board reviewed the analysis and recommendation provided by the Executive Directors After due consideration, the Board agreed to cease fuel distribution operations at the Group's Cardiff Terminal The Board acknowledged the impact that its decision would have on staff, ultimately resulting in a number of redundancies for staff who could not be redeployed to other parts of the business. 	<ul style="list-style-type: none"> Our colleagues Our shareholders Our customers and suppliers Our environment

	Our decision Process	Our decision	Interested Stakeholder Groups
Strategic priorities (continued)			
<p>Entry into Hydrogen distribution</p> <p>As part of the Group's NextGen division, the Board evaluated opportunities to enter the distribution of hydrogen through the Group's in-house haulage operations.</p>	<ul style="list-style-type: none"> The Executive Directors provided an overview of the risks and benefits of distributing hydrogen through Greenergy Flexigrid The Board discussed the opportunity and evaluated the benefits and risks and how the opportunity fit with Greenergy's strategic direction in the energy transition. 	<ul style="list-style-type: none"> The Board approved the decision to proceed with entering into an agreement to distribute hydrogen via Greenergy Flexigrid. 	<ul style="list-style-type: none"> Our colleagues Our shareholders Our customers and suppliers Our environment
Legal and regulatory			
<p>Approval of statutory accounts</p> <p>The Group prepares statutory financial reports which are not only a legal requirement, but are used by our stakeholders to understand the financial performance and decisions taken by the Group.</p>	<ul style="list-style-type: none"> The final statutory accounts and any adjusting items are presented to the Audit Committee. The audit committee reviews these and once satisfied, recommends to the Board to approve the statutory accounts. 	<ul style="list-style-type: none"> On the recommendation of the Audit Committee, the Board approved the statutory accounts and authorised them for issue. 	<ul style="list-style-type: none"> Our Shareholders Our customers and suppliers Financial institutions Our environment
<p>Introduction of Sanctions on Russian Oil</p> <p>Following Russia's invasion of Ukraine, the UK and EU moved to introduce sanctions on Russian origin oil products.</p>	<ul style="list-style-type: none"> The Board considered the implications of the sanctions on the wider supply chain and the Group's business The Executive Directors provided the Board with an overview of how the business could remove Russian origin oil from its supply chain and ensure security of supply for the UK prior to the sanctions being imposed. 	<ul style="list-style-type: none"> The Board agreed with the overview presented to ensure security of supply for the UK ahead of sanctions being introduced. 	<ul style="list-style-type: none"> Our customers and suppliers Our colleagues Shareholders Financial institutions Government