

QCA Compliance Review

<p>Principle</p> <p>1. Establish a strategy and business model which promote long-term value for shareholders</p>	<p><u>How the company complies</u></p> <p>The Company's strategy is reviewed annually and approved by the Board and the Company's management team is responsible for implementing the strategy.</p> <p>The Group's solutions/offerings are across the entire maritime and trade ecosystem's various industries. The Group has a proven hybrid go to market strategy, based on the pillars described below. More information can be found in the Annual report.</p> <p>Land and Expand - Upselling and Cross-selling opportunity</p> <p>Customers typically have a particular issue, challenge or workflow need when engaging with Windward. Therefore, Windward usually starts a new customer relationship selling only part of the platform's full functionality and to an initial number of users. As the relationship progresses Windward positions itself as the customer's digitalization partner working with c-level executives to explore additional workflows and needs for the customer. This creates an opportunity for expansion of workflows and consequently more seats. This creates upsell and additional cross-sell opportunities based on workflows, departments and geographies within customers.</p> <p>Winning new enterprise and governmental customers</p> <p>Windward has demonstrated a strong ability to attract new customers. Windward is looking to build on the strong sales momentum, especially with its commercial customers, by making additional investments in the Company's global sales capabilities through the hiring of additional dedicated sales people.</p> <p><i>Expanding go-to-market approach to further increase the addressable market</i></p> <p>Windward expects to agree partnerships and distribution arrangements to provide and embed its solutions on third party platform and market places in order to distribute them to a wider audience. In September 2021, the Company launched a new offering targeting a category of customers who wish to consume the Company's solution on a per use basis through a newly dedicated web portal. Through the portal, customers can for example purchase reports, alerts, and certificates and pay on a per transaction basis.</p> <p><i>Innovation / product expansion</i></p> <p>Windward's strategy is to continue enriching its platform capabilities and adding more solutions and insights to support both existing customers and target new markets as further described in the Annual report.</p> <p>Innovation and product enhancement is a core part of the growth strategy of Windward going forward, and the Company will continue to consider how it might enrich its platform capabilities and add more solutions and insights.</p>
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<p>2. Seek to understand and meet shareholder needs and expectations</p>	<p>The principal responsibility for investor relations lies with the Chief Executive Officer, supported by the Chief Finance Officer and Board as a whole. Engagement comes in the form of the Annual and Interim Reports, trading updates, regulatory news updates as appropriate, the annual general meeting (“AGM”) and direct investor and analyst dialogue to discuss strategy and financial results. The CEO and CFO will meet with its major shareholders in the days that follows the announcement of the annual and interim results.</p> <p>The Board recognises the Company’s AGM as an important opportunity to engage with shareholders, where the Board makes itself available for shareholders to ask questions. The Notice of AGM is sent to shareholders at least 21 days before the meeting is due to be held. At the meeting, shareholders vote on each resolution and the meeting is advised of the number of votes for, against and withheld on each resolution. The outcome of the AGM is subsequently announced via RNS and published on the Company’s website.</p>
<p>3. Take into account wider stakeholder and social responsibilities and their implication for long-term success</p>	<p>The Board considers their responsibility to the Company’s stakeholders as key to the continuing success of the business. As such it ensures that there is engagement with each of the Company’s stakeholders. That engagement is outlined below:</p> <p>Employees – the Board, through its executive directors, primarily engages with the employees of the Group by weekly holding “Town Hall” meetings. All employees, whatever their location in the world, are encouraged to attend by video conference. The meeting is run by the company’s CEO to update employees of the performance of the Group, highlighting areas where the business has been successful or experienced challenges and imparting the Board’s and management’s vision for the future. It also gives an opportunity for the Board to re-iterate the culture of the Group to employees and enable employees the opportunity to engage with the Board’s representatives directly.</p> <p>Customers – in order to maintain its competitive advantage, it is vital that the Group engages with its customers to ensure that it is fulfilling their requirements in terms of product supplied and the quality and timeliness of the service provided. The Company’s employees, and customer success team in particular, undertake regular direct customer meetings on an ongoing basis at which the customers give feedback on their experience with the Company. Particular emphasis is placed on what could have been done better and what the customer’s expectation is going forward. This form of feedback is then fed into the Company’s future development plans. In addition, the Group strives to be its customers’ most trusted partner. To adhere to that responsibility, the Company set in place proper information security policies, including being ISO 27001 certified.</p> <p>Suppliers – it is important that the Group’s suppliers, with focus on the Company’s data providers, understand the availability of data from suppliers, its quality and timely delivery lead-time requirements. This is done by the appointment of a dedicated function to manage all the Company’s strategic data partnership, undertaking regular supplier audits and implementing a new component approval process.</p> <p>Shareholders – the Board recognises the importance of its responsibilities to the Company’s shareholders, and explains its engagement process with them above.</p> <p>Environment - The Board endeavours to take into account the impact the Company’s activity may have on the environment and minimise or positively impact where possible.</p>

	<p>One such example is the launch of Windward’s Data for Decarbonization Programme which, in the Directors’ views, is an important step in supporting the industry’s journey toward net zero. The Company also provides its technology on a pro bono basis on occasion to environmental resources, such as to combat illegal fishing.</p> <p>Wider social responsibility - Windward endeavours to have a positive impact on its communities and as part of this the Company’s priorities include:</p> <ul style="list-style-type: none"> • Making its platform available free of charge to a couple of NGOs to support their work • Collaborating with universities and bringing on student interns to support employment, skills, training and education within the community. • Promoting team activities that support local charities.
<p>4. Embed effective risk management, considering both opportunities and threats, throughout the organisation</p>	<p>The Board has in place a disaster recovery plan and intends to hold a risk register for the Group that identifies the key areas of risk within the Group particularly in respect of strategy, customers, suppliers, industry, regulatory, financial, legal and technology. The register will be formally reviewed by the Board annually and updated as considered necessary.</p> <p>On an annual basis financial risks will be considered and reviewed as part of the audit process. These risks include credit risk, cash flow risk, exchange rate risk and liquidity risk. The analysis of these risks will be set out on in the annual report and accounts.</p> <p>A summary of the risks relating to Windward are detailed in the company’s annual report.</p>
<p>5. Maintain the Board as a well functioning, balanced team led by the chair</p>	<p>The Board, led by the Chairman, has a collective responsibility and legal obligation to promote the interests of the Group. The Chairman is ultimately responsible for Corporate Governance. However, the Board is responsible for defining the corporate governance policies.</p> <p>The Board is made up of five non-executives and two executives and has devolved responsibility for certain matters to three committees, an Audit and Risk Committee, a Remuneration Committee and a Nomination Committee, each of which has clear terms of reference.</p> <p>Non-executive directors are expected to devote sufficient time to the company to meet their responsibilities. Generally, four Board meetings are held each year and directors are expected to attend as many as practicable either in person or by video or telephone conference arrangements. The annual report and accounts will identify those directors who are considered to be independent and, where there are grounds to question the independence of a director, through length of service or otherwise, this will be explained. The annual report will also set out the attendance record of each director.</p> <p>The Board is provided with Board papers in advance of the meetings and minutes of the meetings are provided to the Board following the meeting. The Chairman is responsible for ensuring that the directors receive the information that they require for decision-making and each member of the Board understands the information that they are expected to provide. The Board meetings have a quarterly cycle of matters that are reviewed quarterly, which are spread through the program of meetings in the year.</p>

<p>6. Ensure that between them the directors have the necessary up to-date experience, skills and capabilities</p>	<p>All members bring different experiences and knowledge to the Board and between them they provide a blend of business understanding, technical or maritime domain knowhow, experience of public markets and financial expertise. The Board consider that this is appropriate to enable it to successfully execute its long-term strategy. Where the Board will consider that it does not possess the necessary expertise or experience it may engage the services of professional advisors.</p> <p>The number of non-executive directors appointed will help to ensure that the Board will not be dominated by one person or group of people.</p> <p>The annual report will:</p> <ul style="list-style-type: none"> ● identify each director; ● describe the relevant experience, skills and personal qualities and capabilities that each director brings to the Board; ● explain how each director keeps his/her skillset up-to-date; ● where the Board or any committee has sought external advice on a significant matter, this will be described and explained; ● where external advisers to the Board or any of its committees have been engaged, explain their role; and ● describe any internal advisory responsibilities, such as the roles performed by the company secretary and the senior independent director, in advising and supporting the Board.
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<p>7. Evaluate Board Performance based on clear and relevant objectives, seeking continuous improvement</p>	<p>The effectiveness of the Board is evaluated through the ongoing and wider Board strategy review and future planning discussions. This includes consideration of the performance of the Directors against the current strategy, and this feeds through to future planning.</p>
<p>8. Promote a corporate culture that is based on ethical values and behaviours</p>	<p>Windward’s long-term growth is underpinned by its corporate culture and core values. As part of our employee starter pack all new employees will be provided with the Company’s code of conduct, which include a clear statement of the Group’s values and purpose.</p> <p>The Company’s culture is built around 5 key values and behaviours:</p> <ul style="list-style-type: none"> • Partnership by being customer centric and collaborative; • Trust through transparency and bringing expert insights based on behaviour, facts and data; • Expertise by combining unparalleled maritime domain expertise with AI technology • Innovating by constantly evolving and pushing the boundaries of data and technology to solve maritime challenges • Leadership by providing a forward thinking vision <p>The Company is committed to providing a supportive work environment through the following initiatives:</p> <ul style="list-style-type: none"> • Communication and inclusion are key tenants of employee engagement, with weekly all hands Company meetings to share relevant information across the entire Group. • In practice, the Company works to be an equal opportunity employer and look to promote from within the organisation through training and staff progression policies. The Company holds management workshops for new managers with personal development plans for employees. • The Company strives to improve gender diversity, starting at Board level. • The Company employs a dedicated well-being expert who oversees initiatives to support employee mental health.

<p>9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board</p>	<p>The Board provides the strategic leadership for the Company and ensures that the business operates within the corporate governance framework that has been adopted. Its prime purpose is to ensure the delivery of shareholder value in the long term by setting the business model and defining the strategic goals to achieve this. Additionally, it has introduced the culture, values and practices that have been adopted throughout the business to assist in achieving the strategic goals and ensures that they remain up-to-date and fit for purpose.</p> <p><u>Board Committees</u> The Board established a remuneration committee, nomination committee and an audit and risk committee. Each committee has formally delegated duties and responsibilities and a summary of their terms of reference is available to review in the company’s website.</p> <p><u>Chairman</u> – the Chairman has overall responsibility for corporate governance and in promoting high standards throughout the Group. He leads and chairs the Board in the development of strategies and corporate objectives, ensuring that the committees are appropriately structured and operate to their terms of reference. He is also responsible for ensuring that performance reviews of individual directors, the Board and committees are carried out on a regular basis.</p> <p><u>Chief Executive Officer</u> – the CEO is responsible for the management of the Group and implementation of the strategies and standards agreed by the Board. He monitors, reviews and manages the key operational risks highlighting to the Board areas of perceived weakness. He is responsible for investor communications and ensuring that the Group’s standing with its shareholders and the wider investment community is maintained.</p> <p><u>Chief Finance Office</u> – the CFO is responsible for the financial management of the business, including analysing the Company’s financial strengths and risks, proposing corrective action and forward financial planning. The CFO also supports the CEO in the investor relations function.</p> <p><u>Executive Directors</u> – the CFO and the CEO as executive directors are collectively responsible for the day-to-day operation of the business ensuring the deliverance of the Group’s strategy by making the necessary operational and financial decisions. They are also responsible for promoting the core values of the Group and providing leadership to the wider Group.</p> <p><u>Non-executive directors</u> – the non-executive directors, three of whom have all been determined as being independent, are experienced individuals from a range of backgrounds and industries bringing a wealth of knowledge to the company. They provide independent views through their experiences challenging the executive directors, and will provide oversight and ensuring that the Group is operating within the parameters set by the board both in terms of strategy and corporate governance.</p> <p><u>Company Secretary</u> – A Company secretary was appointed to assist the Board with the statutory filing, the annual general meeting, and the board meetings. Where further advice is required the Board may employ further professional advisors.</p>
<p>10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders</p>	<p>In addition to the investment activities described above, the Company communicates with shareholders through the Annual Report and Accounts, full-year and half-year announcements, the London Stock Exchange’s Regulatory News Service (‘RNS’), the Annual General Meeting, EGMs as appropriate, and may use one-to-one meetings with large existing or potential new shareholders, as necessary or appropriate. A range of corporate information (including all Company announcements and presentations) will be available to shareholders, investors and the public on the Company’s corporate website, https://windward.ai/.</p> <p>The Board may receive regular updates on the views of shareholders through briefings and reports from the CEO, CFO and the Company’s brokers. The Company may communicate with investors through briefings with management. In addition, analysts’ notes and brokers’ briefings may be reviewed to achieve a wide understanding of investors’ views. In addition, the Company carries out periodic employee engagement surveys to provide feedback and guidance to management to ensure they effectively communicate to the global team.</p>