



## ROSEBANK RELATED PARTY POLICY

### 1. Purpose

The purpose of this Policy is to ensure that Rosebank Industries plc (“**Rosebank**”) identifies, approves and discloses related party transactions in a manner that complies with AIM Rule 13.

### 2. Definition of Related Party

For the purposes of this Policy, a “**Related Party**” means:

- any current or recent director, and for these purposes “recent” means the 12-month period preceding the transaction;
- a substantial shareholder, meaning anyone who holds an interest in 10% or more of the voting rights or 10% or more of any class of security quoted on AIM; or
- an associate of any of the persons referred to above, including spouses, civil partners, domestic partners, children or stepchildren, trusts associated with such persons and any company in which such persons (or their associates) have a significant interest.

### 3. Identification of Related Party Transactions

A Related Party Transaction means any transaction whatsoever between Rosebank and a Related Party, which includes, but is not limited to, acquisitions, disposals, property leases, loans, guarantees and any variation, renewal or extension of an existing related party arrangement.

### 4. Aim Rule 13 Threshold and Obligations

Where any transaction is proposed between Rosebank and a Related Party which exceeds 5% in any of the class tests, Rosebank must make an announcement without delay as soon as the terms are agreed disclosing:

- the information specified in Schedule 4 or the AIM Rules;
- the name of the Related Party and the extent of their interest in the transaction; and
- a statement to the effect that (except for any director who is involved in the transaction as a Related Party) the Directors consider, having consulted with the Company’s nominated adviser, the terms of the transaction to be fair and reasonable insofar as the holders of AIM quoted securities in Rosebank are concerned.

### 5. Internal Approval Process

Before entering a Related Party Transaction, the Company Secretary shall consult with the Nomad as soon as possible when any Related Party Transaction is contemplated.

All Related Party Transactions require Board approval. The Board may seek independent third-party valuation, legal and/or financial advice.