



Company Registration No: 767962

ANDRO SECURE GROUP

I R E L A N D

PROTECTING YOUR ASSETS
WITH INTEGRITY AND EXCELLENCE

Board Resolution Templates

Authorisation Instruments for Commodity Trading Activities

Document Reference	ASG-IRE-GOV-02
Version	1.0
Effective Date	[Date of Board Adoption]
Approving Authority	Board of Directors, Andro Secure Group Ireland
Classification	Internal — Board, Executive Management, Compliance, and External Auditors
Review Cycle	Annual, or upon material change in trading activity, regulatory status, or corporate structure

1. Purpose and Use of these Templates

This document contains standing form resolutions for use by the Board of Directors and the Trading Committee of Andro Secure Group Ireland in authorising commodity trading activity. These templates operate within, and must be completed consistently with, the Corporate Governance Charter (ASG-IRE-GOV-01), the Risk Management and Trading Controls Policy (ASG-IRE-GOV-03), and the Delegation of Authority Document (ASG-IRE-GOV-05). Bracketed text [in this style] indicates information to be inserted for the specific transaction. Every executed resolution must be minuted, numbered sequentially, and retained in the Trading Resolution Register in accordance with ASG-IRE-GOV-04.

Use of the wrong template tier, or completion of a resolution with a threshold-relevant field left blank, is itself a control failure. The Company Secretary shall confirm, before circulation, that the correct template has been selected by reference to the Authorisation Matrix in ASG-IRE-GOV-03.

2. Template A — General Authorisation of Commodity Trading Activity

For adoption once, at the commencement of trading activity or upon material change to its scope, to establish the general framework within which delegated and specific authorisations under Templates B–E operate.

IT WAS RESOLVED THAT the Company be and is hereby authorised to carry on the business of purchasing, selling, brokering, financing, storing, and arranging the transport and delivery of physical commodities, being [description of commodity classes, e.g. "copper concentrate and other base metal concentrates"], within the jurisdictions of [list], subject in every case to the Corporate Governance Charter (ASG-IRE-GOV-01) and the Risk Management and Trading Controls Policy (ASG-IRE-GOV-03) as adopted and amended from time to time;

IT WAS FURTHER RESOLVED THAT the Trading Authority to bind the Company in respect of Commodity Transactions be delegated in accordance with the Authorisation Matrix and the Delegation of Authority Document (ASG-IRE-GOV-05), and that no officer, employee, or agent of the Company has authority to commit the Company to a Commodity Transaction except as, and to the extent, provided in that Matrix;

IT WAS FURTHER RESOLVED THAT this authorisation shall remain in force until varied or revoked by further resolution of the Board and shall be reviewed not less than annually in accordance with section 8 of ASG-IRE-GOV-01.

3. Template B — Board Approval of a Specific Commodity Transaction (Tier 1)

For use where the transaction value meets or exceeds the Tier 1 threshold, involves a new counterparty relationship in a heightened-risk jurisdiction, or otherwise falls within the matters reserved to the full Board under section 4.1 of ASG-IRE-GOV-01.

IT WAS RESOLVED, a quorum being present and no director present having a disclosable interest under section 231 of the Companies Act 2014 that had not already been disclosed and recorded, THAT the Company be and is hereby authorised to enter into a Commodity Transaction with [counterparty legal name and jurisdiction of incorporation] for the [purchase/sale] of [commodity, quantity, specification] at an aggregate contract value of [amount and currency], on the principal commercial terms summarised in the transaction memorandum tabled at this meeting (a copy of which is annexed to these minutes);

IT WAS FURTHER RESOLVED THAT the Board confirms it has reviewed the counterparty due diligence file prepared in accordance with ASG-IRE-GOV-04, including verification of beneficial ownership, sanctions and adverse-media screening, and payment and delivery structure, and is satisfied that no unresolved red flag identified in that file remains outstanding;

IT WAS FURTHER RESOLVED THAT [name and title of officer] be and is hereby authorised to negotiate final terms consistent with the commercial parameters approved above, and to execute the Transaction Documents, including any associated standby letter of credit application, on behalf of the Company, provided that any

material deviation from the approved parameters (including as to price, quantity, payment structure, or counterparty identity) shall require further Board approval before execution;

IT WAS FURTHER RESOLVED THAT the Company Secretary be directed to record this resolution in the Trading Resolution Register and to ensure that the executed Transaction Documents cross-reference this resolution by number and date.

4. Template C — Trading Committee Approval of a Commodity Transaction (Tier 2)

For use by the Trading Committee, acting under delegated authority, for transactions within Tier 2 of the Authorisation Matrix. A record of every Template C approval must be tabled at the next scheduled Board meeting.

IT WAS RESOLVED by the Trading Committee, acting under authority delegated by the Board pursuant to ASG-IRE-GOV-05, THAT the Company be authorised to enter into a Commodity Transaction with [counterparty] for [commodity, quantity, specification] at an aggregate contract value of [amount and currency], such value falling within the Tier 2 threshold of the Authorisation Matrix;

IT WAS FURTHER RESOLVED THAT the Compliance Officer confirms that counterparty due diligence has been completed and no unresolved red flag remains outstanding, and that the proposed payment structure does not involve an advance payment or deposit to the counterparty exceeding the limit specified in section 5 of ASG-IRE-GOV-03 without the additional approval required by that section;

IT WAS FURTHER RESOLVED THAT [name and title] be authorised to execute the Transaction Documents on behalf of the Company within the parameters approved above;

IT WAS FURTHER RESOLVED THAT this resolution and the supporting transaction file be tabled for the Board's information at its next scheduled meeting.

5. Template D — Officer Authorisation of Routine Commodity Transaction (Tier 3)

For use where a single named officer holds standing delegated authority under ASG-IRE-GOV-05 for transactions within Tier 3 of the Authorisation Matrix. This template is completed as a signed authorisation memorandum rather than a committee resolution and is countersigned by the Compliance Officer to confirm that due diligence and documentation requirements have been met.

I, [name and title], acting under Trading Authority delegated to me by resolution of the Board dated [date] and recorded in the Delegation of Authority Document (ASG-IRE-GOV-05), CONFIRM that I have authorised the Company to enter into a Commodity Transaction with [counterparty] for [commodity, quantity, specification] at an aggregate contract value of [amount and currency], falling within the Tier 3 threshold of the Authorisation Matrix;

I FURTHER CONFIRM that this transaction is with a counterparty for whom current, satisfactory due diligence is held on file, that the payment and delivery structure conforms to the standard terms set out in ASG-IRE-GOV-03, and that no exception, waiver, or deviation from standard terms has been sought;

Countersigned by the Compliance Officer as confirmation that the above representations have been independently verified against the counterparty file and the Authorisation Matrix.

6. Template E — Written Resolution in Lieu of a Meeting

For use only where permitted under section 6 of ASG-IRE-GOV-01 (Tier 2 and Tier 3 matters, or Tier 1 matters where no director has requested a convened meeting within the notice period).

We, being all the directors of Andro Secure Group Ireland for the time being entitled to receive notice of and to vote at a meeting of the Board, hereby resolve in writing, pursuant to the Company's constitution and section 175 of the Companies Act 2014, as follows: [insert operative resolution text from the appropriate template above];

This written resolution may be executed in counterparts, each of which is deemed an original, and shall take effect on the date the last director signs.

7. Template F — Emergency Ratification

For use only in the exceptional circumstances described in section 6 of ASG-IRE-GOV-03 (imminent counterparty default, delivery failure, or comparable time-critical event), where action was taken prior to obtaining prior approval under Templates A–D. Use of this template does not cure a breach of the Authorisation Matrix; it records the Board's post-hoc assessment and decision.

IT WAS RESOLVED THAT the Board has reviewed the circumstances in which [officer name/title] took action on [date] in respect of [description of the transaction or exposure] in advance of obtaining the approval otherwise required under the Authorisation Matrix, being satisfied on the evidence presented that immediate action was reasonably necessary to protect the Company from [specify: imminent default / demurrage / loss of cargo / other];

IT WAS FURTHER RESOLVED THAT the Board [ratifies / declines to ratify] the action taken, and, where ratified, directs that the transaction file be completed retrospectively in accordance with ASG-IRE-GOV-04;

IT WAS FURTHER RESOLVED THAT the circumstances giving rise to this emergency ratification be reported to the Compliance Officer for assessment of whether the Authorisation Matrix, the delegation held by the relevant officer, or the Company's contingency procedures require amendment.



Managing Director: C.J. Rabie
Date: 19 August 2026




Business Director: Me E Bruce
Date: 19 August 2026