



Company Registration No: 767962

ANDRO SECURE GROUP

I R E L A N D

PROTECTING YOUR ASSETS
WITH INTEGRITY AND EXCELLENCE

Corporate Governance Charter

Board Structure, Trading Authority and Decision-Making Framework for Commodity Transactions

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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 Status of this Charter

This Corporate Governance Charter ("Charter") is adopted by the Board of Directors ("Board") of Andro Secure Group Ireland (the "Company"), Irish Registration No. 767962, to set out the governance framework, board composition, and allocation of authority applicable to the Company's commodity trading activities. This Charter supplements, and must be read together with, the Company's constitution (memorandum and articles of association, or single-document constitution, as adopted under the Companies Act 2014) and does not derogate from any provision of that constitution. In the event of a conflict between this Charter and the constitution, the constitution prevails and the conflict shall be referred to the Board for resolution and, if required, formal amendment of the constitution by special resolution.

This Charter is drafted having regard to the Companies Act 2014 (the "Act"), in particular Part 4 (Corporate Governance: Directors and Secretaries), section 158 (management powers of directors and delegation), sections 223–228 (statutory statement of directors' duties), and section 224A (regard to creditors' interests, as inserted by the European Union (Preventive Restructuring) Regulations 2022). It is also drafted having regard to the Criminal Justice (Money Laundering and Terrorist Financing) Act 2010, as amended (the "CJA 2010"), and other regulatory instruments identified in the Compliance, Regulatory and Audit Framework (ASG-IRE-GOV-04) forming part of this governance package.

This Charter is a governance instrument. It does not itself constitute an authorisation to carry on a regulated activity. Where a specific commodity transaction involves a financial instrument or activity regulated by the Central Bank of Ireland (for example, commodity derivatives within the meaning of MiFID II / the European Union (Markets in Financial Instruments) Regulations 2017), the Company's authorisation status must be separately confirmed before that transaction is undertaken. See section 9 of ASG-IRE-GOV-04.

2. Definitions

Term	Definition
Board	The Board of Directors of Andro Secure Group Ireland as constituted from time to time in accordance with the Company's constitution and the Act.
Commodity Transaction	Any contract, agreement, or arrangement entered into by or on behalf of the Company for the purchase, sale, exchange, brokerage, financing, storage, transport, or delivery of physical commodities (including but not limited to base and precious metals, metal concentrates, ores, and related raw materials), and any associated hedging, documentary credit, or trade finance instrument entered into in connection with such activity.
Trading Authority	The authority, however delegated under this Charter, to commit the Company to a Commodity Transaction, to negotiate binding terms, or to execute Transaction Documents on the Company's behalf.
Transaction Documents	Any sale and purchase agreement, offtake agreement, letter of intent, term sheet, standby letter of credit application, bill of lading, or other instrument creating or evidencing a binding or potentially binding obligation of the Company in connection with a Commodity Transaction.
Authorisation Matrix	The tiered schedule of approval thresholds and sign-off authority set out in the Risk Management and Trading Controls Policy (ASG-IRE-GOV-03).
Designated Person	Has the meaning given to it under the CJA 2010, and, where applicable to the Company's activities, refers to the Company acting in that capacity.
Trading Committee	The committee established under section 5 of this Charter with delegated oversight of commodity trading activity between Board meetings.

3. Board Composition and Qualification

3.1 Composition

The Board shall comprise not fewer than two directors, consistent with the minimum requirement applicable to the Company's registered form under the Act, and such further directors as the members may from time to time appoint. The Board shall at all times include at least one director with direct professional experience in commodity trading, trade finance, or physical commodity logistics, and at least one director responsible for compliance and risk oversight (who may, but need not, be the same individual as the Money Laundering Reporting Officer appointed under section 8 of ASG-IRE-GOV-04).

3.2 Statutory Duties

Each director acknowledges, on appointment and by countersignature to this Charter, the statutory statement of principal fiduciary duties under section 228 of the Act, including the duties to act in good faith in what the director considers to be in the interests of the Company, to act honestly and responsibly, to exercise independent judgement, to avoid conflicts of interest, to exercise the care, skill and diligence reasonably expected of a person in that position, and to have regard to the interests of the Company's employees and members generally. Directors further acknowledge the duty under section 224A of the Act to have regard to the interests of creditors where they know or ought reasonably to know that the Company is, or is likely to become, unable to pay its debts.

3.3 Conflicts of Interest in Trading Decisions

A director or officer who has, directly or indirectly, a material interest in a proposed Commodity Transaction — including through a counterparty relationship, an interest in a counterparty entity, a family connection, or a personal financial benefit contingent on the transaction proceeding — shall disclose that interest to the Board in accordance with section 231 of the Act before the matter is considered, shall not be counted in the quorum for that item, and shall not vote on the resolution approving the transaction. Particulars of the disclosure shall be recorded in the minutes and in the Conflicts of Interest Register maintained under ASG-IRE-GOV-04.

4. Board Authority Over Commodity Transactions

Consistent with section 158(1) of the Act, the business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not, by the Act or the constitution, required to be exercised by the Company in general meeting. The Board's authority over Commodity Transactions is exercised either directly, by resolution of the full Board, or by delegation in accordance with this Charter and the Delegation of Authority Document (ASG-IRE-GOV-05).

4.1 Matters Reserved to the Full Board

Notwithstanding any delegation under this Charter, the following matters are reserved exclusively to the full Board and may not be delegated to any officer, committee, or agent:

- Approval of any single Commodity Transaction (or series of related transactions with the same counterparty or its affiliates within a rolling twelve-month period) with an aggregate contract value exceeding the Tier 1 threshold specified in the Authorisation Matrix.
- Entry into any new counterparty relationship, offtake arrangement, or trading facility involving a jurisdiction classified as high-risk or non-cooperative by the Financial Action Task Force (FATF) at the relevant time, or subject to applicable EU or Irish financial sanctions.

- Approval of any Commodity Transaction structured, in whole or in part, on a prepayment or advance-fee basis to a counterparty not previously subject to satisfactory know-your-counterparty (KYC) due diligence under ASG-IRE-GOV-04.
- Establishment, suspension, or material amendment of the Authorisation Matrix, this Charter, or the composition and terms of reference of the Trading Committee.
- Approval of any hedging, derivative, or price-risk-management arrangement not already contemplated within an existing Board-approved risk management policy.
- Any decision to waive, or to authorise an exception to, an approval threshold, counterparty due diligence requirement, or control set out in ASG-IRE-GOV-03.

4.2 Delegable Matters

Subject to the reservations in section 4.1, the Board may delegate Trading Authority for Commodity Transactions falling below Tier 1 thresholds to the Managing Director, other named officers, and the Trading Committee, in each case strictly in accordance with the Authorisation Matrix and the Delegation of Authority Document. A delegation under this Charter is a delegation of authority to act, not an abdication of Board oversight; the Board retains the power to review, ratify, or rescind any delegated decision and shall receive a standing report of all Commodity Transactions executed under delegated authority at each scheduled Board meeting.

5. The Trading Committee

5.1 Establishment and Composition

The Board hereby establishes a Trading Committee to provide operational oversight of commodity trading activity between Board meetings. The Trading Committee shall comprise the Managing Director, the officer holding Trading Authority designated under ASG-IRE-GOV-05 (if not the Managing Director), and the Compliance Officer, who shall have a right to attend and to require any matter to be referred to the full Board notwithstanding that it would otherwise fall within the Trading Committee's delegated authority.

5.2 Functions

- Approve Commodity Transactions within Tier 2 and Tier 3 thresholds under the Authorisation Matrix.
- Review counterparty due diligence files prior to onboarding, in accordance with ASG-IRE-GOV-04.
- Monitor open trading positions, delivery obligations, and counterparty exposure against Board-approved limits.
- Escalate to the Board, without delay, any transaction, counterparty, or exposure that approaches or breaches a Tier 1 threshold or a risk limit set under ASG-IRE-GOV-03.
- Maintain and present to the Board, no less frequently than quarterly, a consolidated trading activity report.

5.3 Meetings and Records

The Trading Committee shall meet as frequently as the volume of trading activity requires, and in any event no less than monthly during any period in which a live Commodity Transaction is under negotiation or in performance. Minutes of every meeting shall be kept, circulated to the full Board, and retained in accordance with the record-keeping requirements of ASG-IRE-GOV-04.

6. Quorum and Voting on Trading Resolutions

Unless the constitution provides otherwise, the quorum for a meeting of the Board at which a Commodity Transaction is to be approved shall be a majority of the directors then in office, and no business relating to a Commodity Transaction shall be transacted unless a quorum is present throughout the item, excluding any director excluded under section 3.3. Resolutions shall be passed by simple majority of those entitled to vote, save that any resolution to waive a control under section 4.1(f) shall require the affirmative vote of every director not conflicted in respect of the matter. Written resolutions signed by all directors entitled to vote are valid in accordance with the constitution and section 175 of the Act, provided that a written resolution shall not be used to approve a Tier 1 Commodity Transaction where any director has, within five business days of circulation, requested that the matter instead be considered at a convened meeting.

7. Officer Accountability

Any officer or employee exercising delegated Trading Authority acts as agent of the Company strictly within the scope of that delegation. Acting outside the scope of a delegation — whether as to counterparty, commodity type, value, tenor, or payment structure — is unauthorised and does not bind the Company as against a counterparty who knew, or ought reasonably to have known, of the limits on that officer's authority, and constitutes a disciplinary matter independent of any question of the Company's external liability. Every Transaction Document executed under delegated authority shall bear a written record of the specific Board or Trading Committee resolution (by date and reference number) under which it was authorised, retained in accordance with ASG-IRE-GOV-04.

8. Review and Amendment

This Charter shall be reviewed by the Board not less than annually, and promptly upon any material change to the Company's trading activity, regulatory status, corporate structure, or applicable law. Amendments require a resolution of the full Board and, where the amendment would alter a matter reserved under section 4.1, the unanimous consent of the directors then in office.

9. Adoption

This Charter was adopted by resolution of the Board of Andro Secure Group Ireland on [date], and takes effect from that date until amended, replaced, or revoked by further resolution of the Board.

 Managing Director: C.J. Rabie Date: 19 August 2026		 Business Director: Me E Bruce Date: 19 August 2026
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