Amati
Global Investors

Finely crafted investments

Stewardship Report

Activities & Outcomes Report

2025

UK STEWARDSHIP CODE

ACTIVITIES & OUTCOME REPORT

INTRO	Introductory Statement
PRINCIPLE 1	Signatories integrate stewardship and investment to deliver long-term sustainable value for their clients and beneficiaries
PRINCIPLE 2	Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system
PRINCIPLE 3	Signatories engage to maintain or enhance the value of assets
PRINCIPLE 4	Signatories actively exercise their rights and responsibilities
PRINCIPLE 5	Signatories integrate stewardship considerations into their selection and oversight of external managers
PRINCIPLE 6	Signatories monitor and hold to account stewardship service providers

This Activities & Outcomes Report has been reviewed and approved by the Board of Amati Global Investors Limited.

The Board confirms that the report fairly represents the organisation’s stewardship activities, the application of its policies and processes, and the outcomes achieved during the reporting period 1 January 2025 to 31 December 2025, and that it has been prepared in alignment with the principles of the UK Stewardship Code 2026.

Dr Paul Jourdan
Chief Executive Officer
For and on behalf of the Board

30 April 2026

Introductory Statement

Introductory Statement

Amati Global Investors ("Amati") is a specialist fund management business based in Edinburgh, with assets under management of approximately £291 million (as at 31 December 2025). Amati focuses on small and mid-sized companies, with a universe ranging from the constituents of the FTSE Mid 250 and FTSE Small Cap indices, to stocks quoted on AIM and, more recently, to companies listed on international markets.

Amati supports the aims of the UK Stewardship Code 2026 ("the 2026 Code"), published by the Financial Reporting Council ("FRC") in June 2025. The 2026 Code builds on the previous version published in October 2019. During the reporting period covered by this review (1 January 2025 to 31 December 2025), Amati managed three collective funds: the WS Amati UK Listed Smaller Companies Fund, the WS Amati Strategic Metals Fund and the WS Amati Global Innovation Fund, which are open-ended investment companies. Amati also manages portfolios of AIM stocks on a discretionary basis for retail clients subscribing to the Amati AIM IHT Portfolio Service. In addition, Amati managed the Amati AIM VCT plc until 30 April 2025. These investment vehicles are focused on listed equity and we do not invest in other asset classes.

Where this report refers to activity and outcomes for Amati AIM VCT plc, this is reported for the period in which Amati acted as manager (to 30 April 2025). Unless otherwise stated, any firm or product descriptions intended to reflect the position at the end of the reporting period relate to the strategies that continued to be managed by Amati at 31 December 2025.

Assets Under Management (AUM)

Amati's client base comprises UK retail clients, all of whom are domiciled in the United Kingdom. Amati's assets under management are invested in listed equities, managed on a fully active basis and are implemented exclusively in-house, with no use of external managers and no indexed strategies.

STRATEGY / PRODUCT	AUM (£m)
Total AUM (Strategies managed at 31 Dec 2025)	**291**
Funds (as at 31 Dec 2025)	
WS Amati UK Listed Smaller Companies Fund	**126**
WS Amati Strategic Metals Fund	**98**
WS Amati Global Innovation Fund	**32**
Service (as at 31 Dec 2025)	
Amati AIM IHT Portfolio Service	**36**
Ceased mandate	
Amati AIM VCT plc (managed until 30 Apr 2025)	**11**

In summary, during the reporting period Amati undertook stewardship activities across listed equities, managed on an active basis and directly in-house, on behalf of a UK retail client base. The remainder of this report describes our stewardship approach, the activities undertaken and the outcomes achieved over the period. Where relevant, reporting also includes stewardship activity undertaken in respect of Amati AIM VCT plc up to the cessation of the investment management mandate on 30 April 2025.

7

Signatories integrate stewardship and investment to deliver long-term sustainable value for their clients and beneficiaries

7 Signatories integrate stewardship and investment to deliver long-term sustainable value for their clients and beneficiaries

Activities

Amati recognises that managing investments on behalf of clients involves considering a wide set of responsibilities in addition to seeking to maximise financial returns for investors. Industry practice in this area has been evolving rapidly and Amati has been an active participant in seeking to define and strengthen its principles accordingly. This involves both integrating ESGH considerations, including those relating to climate change, into the investment decision-making process as a matter of course, and signing up to major external bodies who are leading influencers in the formation of industry best practice.

Further detail on Amati's investment beliefs and the firm's overall approach to stewardship is provided in the **Policy & Context Disclosure** (see **Section A**). The remainder of this Principle focuses on the stewardship activities undertaken during the period and the outcomes achieved.

Amati's standing policies, principles and definitions in relation to ESGH integration (including Clean Trade) are set out in the **Policy & Context Disclosure** (see **Sections A** and **C**). This report focuses on how those policies were applied in practice during the reporting period.

Further detail on Amati's stewardship policies, and processes and available resources is set out in the **Policy & Context Disclosure** (see **Sections B** and **C**).

Outcomes

During the reporting period, Amati continued to embed ESGH and stewardship considerations within fundamental research, due diligence and ongoing monitoring across its universe of listed equities. We further developed our data and reporting capabilities, including climate-related disclosures in collaboration with the ACD of our UCITS funds, enhanced internal templates for GHG data capture, and continued to apply our Clean Trade principles to investment decisions and stewardship priorities. The case studies below illustrate how stewardship activity informed investment decision-making during 2025.

Examples of stewardship informing investment decisions

GOVERNANCE

Case Study 1: Market Migration and Strategic Timing

Issue: In 2025, we identified two portfolio companies considering transitions from AIM to the Main Market of the London Stock Exchange. While their respective boards argued that this would increase corporate profiles and access global capital, we identified significant risks, including the loss of tax-efficient status (such as Business Property Relief), increased compliance costs, and the potential for forced divestments from long-term shareholders.

Action: We met with the leadership of the companies to formally object to their proposed move and suggest a two-year deferral. Our position was that while the actual market designation has little practical impact for most shareholders, this transition would require around 20% of shareholders to sell due to the loss of AIM-specific tax status. We argued that delaying the decision would give these companies time to achieve greater operational maturity, making a Main Market listing more beneficial in the long run.

Outcome & Impact: Our engagement led to two distinct outcomes:

- **Company A (Non-Adoption)**: Despite our active engagement and the request for a strategic delay, management elected to proceed with the migration. This outcome was disappointing.
- **Company B (Adoption of Recommendations)**: Following our conversations, and similar feedback during their interim results roadshow, the board showed greater alignment with shareholder interests. They issued a formal update confirming they do not expect to consider a Main Market listing until late 2027.

Next Steps: We are now monitoring Company A after migration, assessing if the anticipated liquidity advantages are sufficient to offset the higher costs. For Company B, our support will continue as their management team pursues operational expansion under the AIM framework, while we stay ready to review the listing approach as 2027 draws nearer.

7 Signatories integrate stewardship and investment to deliver long-term sustainable value for their clients and beneficiaries

GOVERNANCE

Case Study 2: Enhancing Financial Reporting and Tax Transparency

Issue: After appointing a new CFO in 2025, we found that some "adjusted" metrics failed to reflect the actual financial results of an AIM-listed technology company. What we identified as internal lending in a high-tax area led to artificial taxable profits and uncertain tax charges, masking the company's real level of profitability.
Action: We recommended the CFO use a transparent method for Alternative Performance Measures by adjusting only for acquired intangibles amortisation, and adopting a normalised tax rate of around 25% to better reflect cash earnings. We also advised against excluding share-based payments, since they are a real talent retention cost.
Outcome & Impact: The CFO welcomed our feedback and recommendations.
Next Steps: We will monitor the upcoming 2026 reporting cycle to confirm whether these transparency improvements have been fully integrated into the financial statements. Our ongoing engagement with management will focus on ensuring that future tax planning remains operationally aligned.

GOVERNANCE

Case Study 3: Strategic Exit and M&A Governance

Issue: Having held a position in a development-stage mining company since 2024, we closely monitored the asset as it became the subject of acquisition interest. We assessed if the proposed bid reflected the asset's strategic value or left the company undervalued and open to better offers, considering its substantial discount to NAV.
Action: We met with the CEO to review deal terms and board procedures. The bid followed a thorough six-month process, highlighting industry-wide capital discipline in M&A. Management argued that the deal would reduce investment risk by avoiding mine construction, uncertain fundraising, and gold price volatility.
Outcome & Impact: Our discussions clarified the board's reasoning and set a valuation floor. Although the deal needed a two-thirds shareholder approval in January 2026, our analysis, supported by the CEO, indicated that higher bids from mid-cap miners remained possible. This process helped us compare the certainty of the current offer with the chance of a bidding war.
Next Steps: After the successful completion of the process and confirmation of the offer, the market price was adjusted to align with the agreed deal terms. Having achieved our investment objectives and determined that the asset's valuation accurately reflected its de-risked status, we made a strategic decision to exit our position in late 2025.

Amati's key stewardship-related policies and statements are set out in the **Policy & Context Disclosure** (see **Sections A** and **C**).

2

Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system

2 Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system

Further detail on Amati's Risk Management Policy is provided in the **Policy & Context Disclosure** (see **Section C**). The remainder of this Principle focuses on the activities undertaken during the period and the outcomes achieved.

Activities

The investment team holds regular meetings to facilitate the exchange of ideas and, in particular, the identification of systemic risks. Fundamental analysis is combined with an awareness of the macro environment. Our more recently launched funds have global reach and the managers responsible for them have brought new insights and perspective to the identification, management and mitigation of risk. For example, the managers responsible for the WS Amati Strategic Metals Fund (launched in March 2021) have deep expertise in the notoriously volatile mining and commodities markets; indeed, fundamental to the management of the fund is the controlled exposure to the risks and opportunities of climate change, in the context of the global energy transition. Similarly, the managers of the WS Amati Global Innovation Fund have deep investment experience managing global portfolios across several market cycles, including the dot com crash of 2000 and the global financial crisis of 2008. This provides a rich source of cross-fertilisation for the wider investment management team.

The major market-wide risks we have identified and seek to respond to are liquidity, interest rate changes, geopolitical events, commodity prices, currency rates and climate change. Consideration of these risks is embedded in the investment process and is not simply an adjunct to the process.

Market liquidity risks arise where the managers are unable to unwind investment positions due to market disruptions. The small cap universe of stocks encompasses some of the highest levels of risk and likewise the highest levels of potential reward in unleveraged equity investing. The AIM market and smaller company securities are typically characterised by lower levels of trading volumes and greater price sensitivity compared to larger capitalised securities and markets. This has limited impact on the VCT and AIM IHT service directly, where investor liquidity is determined both by the market and the investors' decision to redeem, after an extended holding period, in order to attract and retain the applicable tax benefits. However, liquidity is highly relevant to our UCITS funds, which offer daily redemption terms. On that note we continue to work closely with the ACD of our UCITS funds on enhanced liquidity and risk reporting and monitoring, in response to the general shift in regulatory focus on the part of the FCA in the aftermath of the collapse of the Woodford Equity Income Fund, and subsequent scrutiny of the relationship between ACDs and host funds. During the period under review the investment oversight committee at the ACD has changed its service provider and now has access to a far more sophisticated platform for liquidity monitoring and stress testing, one which models a wide range of scenarios in order to provide a fuller understanding of the liquidity profile of the funds and to capture the key liquidity risks factors inherent in the funds. The output of these models is shared with us routinely and then used in order to compare with, and benchmark against, our own liquidity information and internal modelling.

In relation to interest rate risk, the companies in which we invest can be exposed to interest rate risk directly through their own levels of borrowing and indirectly through their sensitivity to interest rate changes in the wider economy. The fund managers consider interest rate risk within their macro-economic and stock specific research. We measure the susceptibility of the portfolios to interest rate risk in our stress and scenario testing.

In relation to systemic risk arising from geopolitical events and trends, these are monitored daily by the fund managers through a formal asset allocation and investment selection process, with appropriate diversification (where possible) to mitigate the effect on rare but plausible events on the portfolios. Our

2 Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system

investment strategy is the long-term holding of investments, and as a consequence trading volumes and turnover are relatively low. We monitor a range of risk parameters such as liquidity, market cap, beta, position size relative to benchmark and instrument and sector weightings, as well as various measures of risk-adjusted performance. We also stress test the portfolios against a number of historical scenarios to model the behaviour of the portfolios under stressed conditions, with a view to constructing more resilient portfolios in the future.

Climate change is now actively considered as a significant investment risk, albeit a unique opportunity, in the due diligence conducted on potential investee companies, and we have enhanced our investment process in order to capture those risks and opportunities with more precision. More generally, Amati has made many investments in companies which will help to facilitate the energy transition; indeed the WS Amati Strategic Metals Fund was designed for the very purpose of enabling retail investors to gain exposure to the metals that will drive global decarbonisation and the transition away from fossil fuels, and which will be essential if as a society we are to meet the targets of the Paris Agreement. The WS Amati Global Innovation Fund complements the themes developed by its sister fund by investing in companies seeking to address the challenges of sustainable development, in which innovation plays a crucial role. Further, both funds leverage off the insights developed by the team responsible for Amati's UK Smaller Companies and Venture Capital Trust strategies, where innovative companies responding to economic and societal challenges, including the risks and opportunities of climate change, have been central to the investment approach.

We have contributed to the lobbying efforts of the Association of Investment Companies ("AIC") regarding the Key Information Documents, which are a requirement of the PRIIPS (Packaged Retail and Insurance-based Investment Products) legislation. These documents are widely thought to be inadequate in that they do not capture the risks involved in investment products of the nature covered and that they potentially lead to poor outcomes and a lack of protection for consumers. This is especially important given the risk of harm to consumers as they struggle with the cost of living crisis, which means that further interventions will be necessary as a replacement regulatory framework is considered. Amati's Head of Risk and Compliance is currently a member of the AIC Working Group, which was formed to develop policy positions and to offer guidance to AIC members on the Consumer Duty. Input from the Working Group has fed through to the final guidance and has been reflected in the cross-industry solution to the dissemination of information relating to the Duty across the manufacturing and distribution network. Amati will continue to contribute to various AIC initiatives as the latter seeks to influence the shape of the post-Brexit regulatory landscape.

Paul Jourdan, our CEO, is an active member of the VCT Managers' Forum, which is an industry group formed to discuss themes of common interest and to develop policy and best practice in this area. Risk funding is one of the drivers of economic growth and the role of VCTs is critical to the prospects of many early-stage companies. There is a difficult trade-off between risk and reward that managers and investors alike must negotiate, and the conversation between managers relating to, among other things, the warranties required of investee companies and the ongoing monitoring of the compliance with state aid rules, is crucial to the future sustainability of the sector.

Outcomes

We believe that our portfolios have achieved excellent long-term risk-adjusted returns and further that they are well positioned to withstand market risks. Our team-based investment process is effective in identifying portfolio-level and macro risks and in promoting well-functioning markets, albeit that our firm

2 Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system

is not of systemic importance. In particular, the addition of four experienced investment professionals to the team to manage the WS Amati Strategic Metals Fund and the WS Amati Global Innovation Fund has enhanced our collective expertise and raised our awareness of the risks and opportunities relating to the energy transition and sustainable development. These are important themes for Amati and we believe we can make a meaningful contribution here.

3

Signatories engage to maintain or enhance the value of assets

3 Signatories engage to maintain or enhance the value of assets

Activities

Further detail on Amati's engagement policies and processes is provided in the **Policy & Context Disclosure** (see **Section C**).

Amati will regularly engage with the directors of investee companies over matters of business strategy, corporate development, remuneration, management incentivisation, succession planning and corporate communication, with a view to maintaining and enhancing the value and effectiveness of the business. During the period under review we have been consulted on a number of occasions by non-executive directors who chair Remuneration Committees for investee companies.

There are some situations where collaborative engagement is important and appropriate. This can be the case where our leverage is less due to holding a relatively small position in the company, or a point of principle relating to which there is broad agreement about the outcome required on the part of our industry peers and where what is at stake is not price sensitive (and thus would make a collaborative engagement difficult or inappropriate under MAR). As we get bigger we have more leverage over companies and find that approaching them individually is usually more appropriate and can often be sufficient, although we do engage with other investors where we believe that we can add value and where it is in the best interests of the investee company and ultimately our clients. During part of the period under review this was the case in relation to one of our unlisted private holdings, where we had an investor director on the Board sitting along with another director representing the other main investor within the share class. The other main investor was a co-investor at the time of our initial investment and we continued to work together on matters of governance and strategy, where we felt it appropriate to do so and where it was in our mutual interest.

From time to time we also seek observer rights at the point of investment, which we exercised in connection with a UK listed company at its initial public offering, and as a result have much more insight into the governance of the company and a greater opportunity for dialogue and constructive challenge.

These were important engagements for Amati and we aim to engage in this way more in the future, recognising that collaborative engagement is an important stewardship activity and in order to align with the Code more fully.

On a related note we were pleased to report, in a previous submission, that Amati had hosted a 'Clean Trade' conference, in association with King's College, London, with a view to the event becoming a catalyst for broader engagement and to lead to a more collaborative approach to other fundamental issues of stewardship and governance among our industry peers. The purpose of the conference was not only to raise awareness of the Clean Trade principles among the asset management industry, but also to bring pressure to bear on companies, especially those involved in the extractive industries, to foreground human rights in their approach to ESG considerations. We are pleased to note that the conference has had a lasting impact on the investment landscape and during the period under review we have continued to engage with the relevant stakeholders to change the narrative and to shape the debate. Paul Jourdan, Amati's CEO, has been a passionate advocate for the wider adoption of these principles and remains an active trustee of the Clean Trade organisation. Events in recent years have brought into sharp focus the importance of human rights and the related issue of energy dependency. In that sense, we believe that we have been prescient in our thinking about these complex issues and that our approach to ESGH has been vindicated.

During the first part of the period under review we were engaged with other institutional small cap investors through an AIM VCT industry group (under the auspices of the Association of Investment

3 Signatories engage to maintain or enhance the value of assets

Companies). More generally, while always conscious of wishing to avoid the risk of being deemed a concert party, we will from time to time seek to discuss issues relating to specific companies with other investors. Our approach is to listen to all industry groups and to contribute to the discussion, although we believe nonetheless that direct engagement with the company concerned, or at the very least through its advisers, is a more appropriate and effective channel for effecting change. Where the consensual approach has not been effective, we are of course willing to consider collective engagement, albeit that the extent of this intervention would depend on the size of our investment, the size and nature of the investments of the other interested parties, and whether such a collective intervention would have more chance of achieving a positive outcome than the consensual approach.

Issues that might prompt a collective approach, whether that be a formal alliance, or a more informal strategy of pressure being brought to bear from all sides, would include but not be limited to the following:

- Board composition
- Corporate strategy
- Mergers and acquisitions
- Management remuneration including stock options

We must be careful talking to other investors because of sensitivities around pricing and the perception that asset managers could be working in concert, but where possible we do work together on themes of common interest such as those outlined above, in an effort to raise general standards on AIM. On a number of occasions during the period under review this has resulted in a modification of incentive schemes prior to investment. However, on some occasions this has not been possible and we have declined to invest. While this has inevitably resulted in our missing out on some otherwise attractive investments, there are certain red lines beyond which we are not willing to compromise, such as where there are perverse incentives in place or undemanding performance hurdles, in which case we refuse to be a party to what we regard as the destruction of shareholder value.

We also have good relationships with other corporate bodies that bring shareholders together around governance issues relating to smaller quoted companies, including the Quoted Companies Alliance and the UK Individual Shareholders Society, some of whose members hold significant stakes in investee companies of Amati funds.

We will always seek to work constructively with boards of investee companies and recognise that in most cases the directors have access to fuller information than we do, and are normally best placed to form judgements over the best means to enhance shareholder value. In practice we do not find it conducive to our investment style to escalate an issue to the extent of requisitioning an EGM, although we would never rule this out. We are in a constant process of dialogue with our investee companies, and we feel that it is far more effective to remain constructively engaged with them, rather than escalating the issue and potentially to lose the ability to influence the company in more subtle ways. The same could be said of public statements – our close relationship with these companies is one of our strengths, and in our view a strategy of constructive engagement is for us a far more effective way of influencing companies in the area of corporate governance and with the ultimate goal of enhancing shareholder value. However, if the above strategy turned out not to be successful, Amati would, in exceptional circumstances, be prepared to act on its own, or in conjunction with other shareholders, to requisition an EGM to propose changes to an investee company's governance structure.

Where we cornerstone investments or participate in pre-IPOs, this gives us the maximum amount of leverage with prospective investee companies, in which case we always pay particular attention to board representation (including gender balance and diversity), share options and share incentive schemes. This

3 Signatories engage to maintain or enhance the value of assets

is especially the case for the VCT, where rule changes in recent years have steered VCTs towards earlier stage investments, and where even a relatively modest investment as a percentage of the VCT's assets can represent a significant investment for investee companies and be critical to their success. It is important to note, however, that these interventions do not always fully succeed, in which case we take a view on a case-by-case basis and may decide not to proceed with the investment.

Engagement Case Studies

SOCIAL

Case Study 1: Strengthening Health and Safety Governance in Mining

Issue: We had concerns about a global mining company's health and safety performance, where fatality rates had increased in prior years. The company acknowledged that the incidents in question could be partly linked to a loss of focus during the pandemic, particularly within its Latin American operations.
Action: We engaged with management to understand the root causes of the failings and communicated our expectations for improvement, while monitoring safety metrics throughout the reporting period. The company implemented behavioural and governance initiatives, including adoption of a high-risk safety programme, hiring additional safety specialists, bi-weekly mine manager meetings, and participation in the Mining Safety Roundtable to share best practices. It also introduced a new senior management remuneration component focused on "Corrective and Preventative Actions".
Outcome & Impact: Following initial improvements, the company reported stronger health and safety performance, including zero fatalities in 2023 and record-low lost time injury frequency and severity rates, exceeding its goals. There have however been two fatalities in 2024 and 2025, reinforcing the need for continued management focus and oversight.
Next Steps: We will continue to monitor health and safety KPIs and incident reporting, and we will re-engage with management if we see evidence of a sustained decline or insufficient remedial action. We will also assess whether the company's incentives and governance mechanisms remain fit for purpose in driving safety outcomes.

ENVIRONMENTAL

Case Study 2: Environmental Permitting and Regulatory Timeline Oversight

Issue: A mineral exploration company held in one of our funds was progressing a new project through a multi-stakeholder environmental review process, with iterative feedback from State authorities, local residents, and First Nations groups. Timely completion of the review was important to avoid delays to the Environmental Impact Statement (EIS) and the broader development timeline.
Action: We met with management to obtain an update on progress through the environmental review process, including remaining milestones and the key themes of stakeholder feedback. We sought clarity on how the company was incorporating iterative comments into project design and the implications for the timing of the EIS and the broader development programme.
Outcome & Impact: Engagement with the company resulted in improved visibility on regulatory progress and stakeholder considerations, and clarified the revised schedule (EIS phase expected in H1 2026; Feasibility Study in 2027). This supported our assessment of the execution and timeline risk of the process and informed ongoing oversight.
Next Steps: We maintained ongoing engagement with management throughout 2025 to track delivery against the environmental review timetable, monitor stakeholder engagement, and identify any emerging risks associated with the revised EIS and feasibility timelines. We will continue to monitor progress through 2026, with a focus on completion of the final review steps, readiness to enter the EIS phase, and any further schedule risks that could affect delivery of the Feasibility Study.

3 Signatories engage to maintain or enhance the value of assets

GOVERNANCE

Case Study 3: Resolving Material Governance Failures and Legal Overhang

Issue: In early 2026, a specialised technology provider reached a settlement to resolve long-standing litigation involving allegations of founder misconduct. While this resulted in a statutory pre-tax loss for the 2025 financial year, it removed a material contingent liability that had depressed the company's valuation for years. We viewed this crisis as a critical point to transition the company from its founder-led origins toward a professionalised governance framework.
Action: Throughout 2025 we conducted structured engagements with the Board to encourage a formal renewal process. Our main goal was to promote the implementation of a robust succession plan, thereby addressing "key person risks" highlighted by the litigation.
Outcome & Impact: The company successfully restructured its leadership team, appointing a new CEO and CFO.
Next Steps: Despite governance improvements (and a welcome rise in the share price), the threat of ongoing litigation and continued shifts in the leadership served to weaken our conviction in the company, so we reduced our position accordingly while we monitor the situation.

GOVERNANCE

Case Study 4: Remuneration Policies

Issue: A widespread issue in relation to AIM-quoted investee companies is that the remuneration policy is often not presented as a separate AGM resolution. This limits shareholders' ability to express a clear view on pay frameworks and reduces accountability around remuneration governance.
Action: We engaged with several AIM investee companies and continued to challenge AGM structures where the remuneration policy was not tabled as a standalone resolution. We communicated our expectation that companies provide a distinct vote on remuneration policy and we monitored AGM documentation across the period to identify improvements and target follow-up engagement where needed.
Outcome & Impact: During the period under review, we observed fewer instances of remuneration policy not being listed as a separate AGM resolution, indicating progress in market practice and/or responsiveness to investor engagement. Where companies did provide a standalone resolution, we were able to use our voting rights constructively, improving the clarity and effectiveness of stewardship outcomes.
Next Steps: We will continue to monitor AIM AGM notices and remuneration disclosures, and we will engage with companies that do not provide a separate remuneration policy resolution. We will also track whether improvements are sustained over time and escalate our stewardship approach where progress stalls.

GOVERNANCE

Case Study 5: Strategic Divestiture and Asset Consolidation

Issue: In 2025, a major strategic partner announced its intention to sell its 17% stake in a core mining project back to a mining company which we hold in one of our funds. As long-term investors, we wanted to engaged with the company to understand the board's plan for financing this acquisition and its impact on the project's development timeline.
Action: We held discussions with management to assess the financial impact of the buyback. Our engagement focused on valuation fairness, ensuring the buyback price did not over-leverage the balance sheet at a critical pre-production stage, to the detriment of all stakeholders.
Outcome & Impact: The company is now actively seeking two new strategic partners to take minority stakes. This targeted approach is designed to cover the funding requirement while maintaining the company's lead operator status.
Next Steps: We are monitoring the company's ability to execute as a sole operator (with the exception of a 16% stake held by the government in the country of operations) and to finalise its project financing package. With the project fully permitted, our focus is towards the Final Investment Decision (FID) expected in late 2026. The company is trading at a cyclical low and vulnerable to a takeover bid well below fair value.

3 Signatories engage to maintain or enhance the value of assets

GOVERNANCE

Case Study 6: Managing Bid-Related Support Requests

Issue: When an investee company is subject to a bid, management may seek support from major shareholders to strengthen the credibility of a preferred bidder. This can create time pressure and requires careful judgement to ensure any commitment aligns with shareholder interests and does not unduly restrict future decision-making.
Action: We engaged with management on a case-by-case basis where support was requested and assessed the proposed transaction and the form of commitment sought. In 2025, we provided a Letter of Intent on our voting intentions to the preferred bidder for one UK-listed company, while maintaining our general position not to provide Irrevocable Undertakings except in exceptional circumstances.
Outcome & Impact: Our approach enabled us to support value-enhancing outcomes where appropriate, while preserving flexibility and protecting client interests by avoiding overly binding commitments. By using Letters of Intent selectively, we provided constructive support without compromising our ability to act if circumstances changed.
Next Steps: We will continue to evaluate takeover-related requests individually, documenting our rationale for any support provided and maintaining a high bar for any binding undertakings. We will also keep our internal guidance under review to ensure consistency and appropriate escalation for complex situations.

GOVERNANCE

Case Study 7: Succession Planning & Chair Appointment

Issue: An AIM-quoted provider of specialised computer platforms required a new Chair to steer the company through a critical three-year strategic cycle.
Action: A discussion was held with management about the qualities needed for the new Chair and the recruitment process. After interviewing 20 candidates, the Board chose an internal NED who had served for two years, playing a key role in developing the three-year strategy and offering invaluable objective support to the board in the previous year. With relevant sector expertise and an audit background, this individual is widely regarded for their rigorous approach to corporate matters and commitment to transparency. To ensure stability, the outgoing Chair will remain on the Board as an NED, and there are plans to recruit an additional independent NED.
Outcome & Impact: Given that we encouraged the board in this appointment we are very satisfied with the outcome, which maintains strategic continuity and integrity in the boardroom and which we believe promotes the interests of all stakeholders. as the company enters its next stage of growth.
Next Steps: To organise a meeting with the new Chair as the process for the handover of responsibilities progresses as well as the recruitment of a new independent NED.

GOVERNANCE

Case Study 8: Enhancing Financial Reporting and Tax Transparency

Issue: In the natural resources sector, transitioning from discovery to production often results in a valuation "gap", as the market seeks proof of technical viability. At the time of engagement, the share price of a portfolio company operating in this space was trading at a significant discount, reflecting a need for more robust leadership and a clear roadmap to de-risk the investment.
Action: In May 2025, a new CEO with mine-building expertise replaced the previous exploration-focused leader. The company initiated a 40,000m infill drilling program and metallurgical column tests to confirm a 72% recovery rate, along with site investigations and structural mapping to complete mine design before permitting.
Outcome & Impact: The company raised C$23m, ensuring funds to finish feasibility work by year-end. This stability enabled hiring a top executive team, including a new COO and Chief Geologist, enhancing market confidence. Progress toward a 19.9% equity stake by a corporate partner may soon lead to a notable valuation increase as institutional interest grows.
Next Steps: Management plans to submit the final permitting documents in early 2026, which will launch an approval process expected to take between 18 and 24 months. We intend to keep track of the feasibility study's progress as well as a possible C$5m cash injection from warrant exercises anticipated in May 2026. Groundbreaking is scheduled for Q1 2028, with initial production set for the end of that year.

3 Signatories engage to maintain or enhance the value of assets

Outcomes

Across the reporting period, engagement supported governance, shareholder alignment and disclosure improvements within investee companies, with outcomes ranging from tangible changes (including leadership and board adjustments) to measurable progress against agreed next steps where engagement remains ongoing. The anonymised engagement case studies above summarise key issues, activities and outcomes and demonstrate how engagement and escalation were used to protect and enhance long-term value for clients and beneficiaries.

4

Signatories actively exercise their rights and responsibilities

4 Signatories actively exercise their rights and responsibilities

Activities

Amati's voting policy and related stewardship processes (including how voting is integrated with engagement and client dialogue) are described in the **Policy & Context Disclosure** (see **Sections C** and **E**). This Principle focuses on voting activity and outcomes during the reporting period.

Outcomes

Given the nature of the relationship with portfolio companies, the extensive due diligence that we conduct on them and the leverage that we often have with them pre-investment, it is generally the case that we are broadly comfortable with the corporate governance of portfolio companies and, accordingly, we tend to vote in line with management recommendations. This has been the case in respect of most meetings held in the 12 months to 31 December 2025, with the exception of resolutions relating to political donations, which we generally vote against. A rare exception to this rule is where political lobbying is critical to a company's mode of operation, and where it would be perverse to vote against such a resolution. This would be the case with UK gaming companies, for example, which would arguably need the ability to lobby the government to support the sector in the form of tax reliefs, in order to level the playing field with foreign games developers.

Notwithstanding the above, we are aware that many companies seeking formal approval for political donations have no current intention of making direct political donations, and are doing so merely to protect themselves from inadvertently breaching the Companies Act. This can arise when companies engage with stakeholders regarding concerns and issues that are broadly political and which potentially affect a company's operations, albeit that these interactions are not intended to support a certain political party or influence support for any political party. In response to this, and in line with guidance from the Chartered Governance Institute, we have adjusted our policy to allow for a more nuanced approach, whereby in cases where it is clear that seeking the ability to make political donations is a protective measure only, and that no political donations have been, or are intended to be made, then we would be willing, in principle at least, to support (or abstain from) that specific resolution.

Needless to say, we monitor our investee companies carefully and are always ready to respond to corporate developments, indeed anything that weakens the investment case or otherwise gives rise to questions around corporate governance. Although for the reasons outlined above we generally vote with the management at company meetings, there are inevitably some occasions where, despite our best efforts, our engagement with a company has not succeeded and we feel compelled to vote against certain resolutions, albeit that in some cases we use the immediate threat of this sanction strategically to drive positive change and to protect our investment. During the period under review there were some notable cases where we believe we used our voting rights responsibly and effectively in relation to portfolio companies, including the following case studies.

4 Signatories actively exercise their rights and responsibilities

Voting Case Study 1 : Governance and Board Effectiveness

GOVERNANCE

Issue: During a takeover offer period, we identified risks regarding board transparency and shareholder alignment in the target company, an international provider of automated vending equipment with a Main Market listing and held in one of our funds. Market uncertainty was further compounded by a weak trading update and the introduction of new legislation that directly impacted profitability and heightened market uncertainty.
Action: We challenged the board to improve its communication and protect market integrity. Our engagement focused on the need for a clear resolution to the offer period and a formal review of board effectiveness. We discussed putting in place a leadership structure that could better balance operational oversight with long-term strategic planning.
Outcome & Impact: Following our conversations, the company confirmed that no suitable offer was received, ending the period of uncertainty. Leadership changes followed in early 2026, including the promotion of the COO to Deputy CEO and the appointment of two new Non-Executive Directors. These changes, which we supported, have strengthened the board's independence and clarified the executive succession path.
Next Steps: We will continue to monitor the impact of these leadership transitions. Our focus remains on ensuring the reconstituted board provides robust oversight of the company's refreshed strategic direction and more generally that the company maintains operational momentum.

Voting Case Study 2: Enhancing Governance and Liquidity

GOVERNANCE

Issue: We identified structural barriers to the long-term investment appeal of an AIM-listed supplier of gas and electricity to the UK corporate sector, in which the Founder/CEO maintains a controlling interest of over 50%.
This high concentration, alongside a large volume of fully vested options, created concerns regarding minority shareholder alignment and limited the stock's market liquidity. To attract a broader institutional investor base, we believed that a reduction in the CEO's stake and a modernisation of the governance framework were essential to improving the company's market position.
Action: We engaged with the company to propose a structured "sell-down" by the CEO to approximately 45%.
Alongside this, we discussed our opinion for the board to commit to several governance enhancements, including a board refresh, the appointment of a new independent Non-Executive Chair, and improved gender balance. We also recommended that the CEO be excluded from future option grants, SAYE schemes, and the annual bonus pool.
Furthermore, we encouraged a formal review of the Relationship Agreement to ensure it remained fit for purpose.
Outcome & Impact: Initial engagement with the management and Board yielded a constructive response. The CEO expressed a willingness to reduce their holding below the 50% threshold and signalled openness to refreshing the board's composition.
Next Steps: Engagement will remain ongoing throughout 2026. We will continue to press for remuneration reforms. We are also monitoring the Board refreshment process, including a potential new Non-Executive Chair, which we believe is an important requirement for achieving necessary improvements in board independence and oversight.

Voting Case Study 3: Political Donations

GOVERNANCE

Issue: UK companies sometimes seek shareholder authority for political donations, stating this is a "protective" measure rather than an intention to donate. This can create governance and reputational risks if the authority is not genuinely protective, if prior donations have occurred, or if the requested limits appear excessive.
Action: Building on prior engagement with a UK-listed platform provider, we applied a more nuanced, case-by-case approach. For each resolution, we assessed whether the authority was described as protective, verified via the Annual Report and Financial Accounts that no political donations had been made in the preceding year, and considered whether the proposed amount was consistent with a genuine protective rationale.
Outcome & Impact: In one case, an investee company sought authority capped at an aggregate of £100k and confirmed that no political donations were made during the reporting period. On that basis, we supported the resolution, demonstrating an evidence-led approach that balances governance concerns with practical market conventions.
Next Steps: We will continue to scrutinise political donation authorities at AGMs, including verifying historical donations and proportionality of limits, and we will vote against resolutions where the protective rationale is not credible or disclosures are insufficient. We will also continue engagement more widely to encourage clear, transparent explanations in meeting documentation across the financial sector.

5

Signatories integrate stewardship considerations into their selection and oversight of external managers

5 Signatories integrate stewardship considerations into their selection and oversight of external managers

During the reporting period, Amati's listed equity strategies were managed directly in-house and were not implemented through external investment managers. As such, the selection and oversight of external managers is not a material feature of our stewardship model.

Outcomes

In view of the fact that we do not appoint external investment managers for our strategies, there were no manager selection, monitoring, engagement or escalation activities to report under this Principle during the period. Our stewardship approach is integrated directly into our investment and engagement activities (see **Principles 1** and **3**), and our oversight of stewardship-related service providers is described under **Principle 6**.

6

Signatories monitor and hold to account stewardship service providers

6 Signatories monitor and hold to account stewardship service providers

Activities

Further detail on Amati's stewardship-related resources and processes (including governance arrangements, internal controls and research procurement) is provided in the **Policy & Context Disclosure** (see **Sections B** and **C**). This Principle focuses on how stewardship service providers are monitored and held to account, and the outcomes achieved during the period.

We do not outsource investment management as we have our own in-house team at Amati. The management of the funds is team based, and the research and portfolio management functions are combined. This approach allows broader coverage of markets and stocks and enables individual managers to develop an in-depth knowledge of prospective investee companies prior to initiating a position in the company. Although there is inevitably some crossover, due to the collaborative nature of the process, individual fund managers assume broad responsibility for originating deals and performing the initial due diligence across the industry sectors. Individual manager investment conclusions are disseminated to the rest of the investment team by email and at the weekly portfolio review. Managers must present a detailed investment case and a clear rationale for their recommendation, and only when consensus is reached is approval given for a position to be established in the company in question. All investment management activities are subject to oversight by senior management, and we have a robust internal governance framework which establishes clear lines of responsibility and accountability.

Similarly, we do not use proxy advisers, feeling strongly that those directly managing the money should take responsibility for voting decisions, and that consideration of these matters should take place when first examining the investment case and not as an exercise by a third party as an adjunct to the process.

Our approach to voting, including our position on the use of proxy advisers and the fact that voting decisions are not outsourced, is set out in the **Policy & Context Disclosure** (see **Section C**). Under this Principle we focus on how relevant service providers are monitored and held to account in practice.

We use third party investment research providers and have a rigorous process in place to monitor all research consumption, as well as to assess all research inputs for quality and contribution to investment decisions, at both analyst and firm level. Where we feel that a research provider is not adding value this will be reflected in the research procurement process for the following year. In addition to our core research, we have tried where possible to expand and deepen our coverage by engaging with independent providers, which are not conflicted by virtue of offering execution services and can often provide unique insights to shape and challenge investment theses and decisions.

Amati therefore uses the research budget to pay for published research and other research-related services, to ensure that it receives independent research coverage of all the companies in its investment universe. This complements our in-house proprietary company research and makes for a more efficient and comprehensive research process, which includes the ongoing monitoring of investee companies. We monitor this area carefully and continually assess the quality of our research providers, using a system developed internally for voting on quality and analysing research outcomes at broker and analyst level, and which feeds into the procurement process for our research budget for the following year.

We also use third party data and analytics providers to support the investment process and to feed into our modelling. We carefully monitor the performance of our data providers for quality and accuracy and in the case of one major data provider of fundamental research and analytics we discontinued using the platform due to ongoing problems with attribution data. After reviewing the offerings of several providers we engaged Refinitiv and have since worked with them to integrate their data into our dealing system. One of the reasons we selected Refinitiv was the ability to use application programme interfaces (APIs) to

6 Signatories monitor and hold to account stewardship service providers

enable our respective systems to interact, which wasn't possible with other providers with more 'closed' systems and where the use of data by clients is strictly controlled. While there remain various issues relating to the integrity of the data and coverage of our universe, we are confident that these can be resolved and that we have the basis for a good partnership going forward to support our investment process.

Outcomes

Although we do not at present use proxy advisers, we use Broadridge to administer our proxy voting. All our instructions have been carried out and we are satisfied with the level of service. We have not ruled out using a proxy adviser in the future, notwithstanding that our firm belief is that the individuals managing the money should make stewardship decisions. However, we do acknowledge that proxy advisers can serve a useful purpose, and we will give further consideration as to whether engaging with a third party could inform our process, albeit that we would always make the final decisions internally and would not hesitate to vote contrary to any external recommendation.

We use Refinitiv for ESGH data. While Refinitiv has one of the most comprehensive databases in the industry, with more than 10,000 ESG data points, we have found that the information is incomplete as it relates to a significant proportion of our investment universe, and that its scoring system and methodology does not yet seem meaningful for our purposes. While this will be partly the result of variation in reporting quality from companies themselves, particularly those with smaller market capitalisations or those on AIM, this is nonetheless something on which we continue to engage with Refinitiv. Our internal ESGH taxonomy and recording framework complements third-party data sources and is described in the **Policy & Context Disclosure** (see **Sections B** and **C**).

All third-party providers are reviewed on an ongoing basis, which is covered in various company policies and risk management protocols under MiFID and the SM&CR framework. A senior manager takes direct responsibility for this process.