

DAVID WALSH

At the AGM in October 2018 David Walsh transitioned from an Executive role as Chief Operating Officer to a Non-Executive Director role, in order to focus his attention on a start-up opportunity outside the games industry as Investor Director of Pre-Cleared Limited. David's knowledge of Frontier and the games industry, combined with his 30 years' experience of engineering and commercial management roles in high-growth technology companies, provides significant value to Board discussions and decisions.

BOARD COMMITTEES

The Committees report regularly to the Board on the performance of the activities they have been assigned.

AUDIT COMMITTEE

The Audit Committee comprises only independent Non-Executive Directors; its members are David Gammon (Committee Chair), Charles Cotton and David Walsh. The Committee is supported by Alex Bevis, CFO and Company Secretary.

The Audit Committee determines the terms of engagement of the Company's Auditor and, in consultation with the Auditor, the scope of the audit. It will receive and review reports from management and the Auditor relating to the interim and annual accounts as well as the accounting and internal control systems in use by the Company and Group. The Audit Committee has unrestricted access to the Company's Auditor.

The Audit Committee also reviews accounting and treasury policies, financial reporting including key performance indicators and supporting key areas of management judgements, and corporate governance standards. The Audit Committee is open to attendance by any Director and reports its key issues at Board meetings.

In the financial year to 31 May 2021 the Audit Committee met on five occasions and four of these meetings were attended by the external Auditor, Ernst & Young.

Key areas of activity

- Financial reporting
- Internal control and risk management reviews
- External audit performance review
- Significant audit issues
- Changes in standard for accounting and financial reporting
- Treasury policy and foreign exchange risk review

REMUNERATION COMMITTEE

The Remuneration Committee comprises only independent Non-Executive Directors; its members are David Gammon (Committee Chair), Charles Cotton and David Walsh. The Committee is supported by Alex Bevis, CFO and Company Secretary, and Yvonne Dawes, Head of HR.

The Remuneration Committee reviews the scale and structure of the Executive Directors' future remuneration and the terms of the service agreements with due regard to the interests of shareholders. No Director is permitted to participate in discussions or decisions concerning their own remuneration.

The Remuneration Committee also approves annual salary review limits, bonus schemes and payment limits, in addition to significant employee benefits, such as pensions, medical insurance and share option schemes.

In the financial year to 31 May 2021 the Remuneration Committee met on four occasions.

Key areas of activity

- Review of Directors' remuneration against benchmark data
- Review of staff benefits through employee surveys and benchmarking
- Review of equity schemes including Sharesave and LTIP
- Pension planning and execution
- Bonus scheme assessment and implementation

NOMINATIONS COMMITTEE

The Nominations Committee comprises David Walsh (Committee Chair), David Gammon, Charles Cotton and David Braben.

The Nominations Committee reviews the constituents of the Board and its Committees to ensure appropriate balanced representation.

In the financial year to 31 May 2021 the Nominations Committee met on six occasions.

Key areas of activity

- Board composition and the assessment of the need for further Non-Executives
- Review of senior positions required to strengthen the organisation and succession planning