

Statement of Compliance with the QCA Corporate Governance Code

Chairman's Introduction

The Group's culture, values and frameworks, whereby everyone at Vianet collectively and individually always 'seeks to do the right thing' for customers, suppliers, colleagues, shareholders and other stakeholders, are fundamental to delivering business growth.

Living and breathing 'doing the right thing' not only underpins Vianet's ethos and corporate governance but also the reputation for integrity and transparency, which is a key component of the Group's solutions for customers.

The Board believes this is one of the Company's key responsibilities and is vital to creating a sustainable, growing business in markets where the data integrity from our solutions and products is critical.

This culture supports the Company's objectives to grow the business through acquiring and retaining customers and strengthening the Group's position and reputation,

It is the Board's job to ensure that the Vianet Group is managed for the long-term benefit of all shareholders, with effective and efficient decision-making. The Board believes that corporate governance is an important part of that job, reducing risk and adding value to our business – and also reinforces our core values.

James Dickson

Chairman

Changes to corporate governance regime

In 2018, the Board adopted the Quoted Companies Alliance (QCA) Corporate Governance Code in line with the London Stock Exchange's changes to the AIM Rules requiring all AIM-listed companies to adopt and comply with a recognised corporate governance code. The Board considers that the Group complies with the QCA code in all material respects, and this report sets out in broad terms how we comply at this point in time. We will provide annual updates on our compliance with the code.

Principle 1: Establish a strategy and business model which promote long-term value for shareholders

Vianet Group plc (AIM: VNET), is a leading international provider of actionable management information and business insight created through combining data from our smart Internet of Things ("IOT") solutions and external information sources.

Our business focus is on improving customer business process performance, asset management and utilisation, and service efficiency where there is both scale and a transformational opportunity.

We aim to empower customers to drive real business change by transforming data from business assets into unparalleled insight and actionable information.

Since Admission to AIM in 2006, the Group has grown from its core beer monitoring business both organically and through strategic acquisitions to widen its offering and also develop new businesses, especially in vending telemetry and contactless payment solutions particularly for the premium coffee sector.

Servicing over 300 customers across the world and rendering live data to our IOT platform from over 210,000 connected machines daily, Vianet is one of the largest business to business (b2b) connected solutions providers in Europe with established long term relationships with blue chip customers and growing recurring revenues which are over 85% of our total revenues.

In our Smart Machines Division we connect a single data gathering device with its own on-board communication capability to a customer's asset or system. The device then sends data back via our IOT platform to cloud based servers. The technology was originally developed for automated retailing machines, however the flexibility and functionality of the device means the technology can be applied to practically any machine which has the capability to output data. The device is also used to connect our contactless payment solution and communicate payment terms to our cloud based payment services providers where that application is also required.

The Smart Zones Division is where we connect multiple data gathering devices into one or more systems or assets with the data from those devices being communicated back to our IOT platform and cloud-based servers via a single 3G communications hub. The technology was originally developed for flow monitoring devices, temperature sensors, and asset management in drinks retailing but practically any data gathering device with a digital output could be connected to the communications hub where required such as gaming machines, utilities management and EPOS.

The Company is market leader in our chosen markets/verticals and has proven leading edge technology and expertise that is highly relevant for asset management, machine learning and predictive solutions in other markets/verticals.

Our goal is to accelerate growth in our existing markets and establish leading positions in new markets by investing in blue chip customer relationships and ensuring that we have leading edge capability

We do that through:

- Using models which ensure that our customers achieve significant return on their new and ongoing investment in the solutions which we provide them. This makes our solutions essential regardless of the wider economic outlook.
- Investing in the ongoing development of our portfolio of solutions to ensure that they remain highly relevant to prospective and existing customers in delivering essential actionable data.
- Investing in new solutions with discipline, because we are able to quickly and efficiently prototype and test new opportunities before we roll them out.
- Using data and technology to continuously improve.

Six monthly, the Board & Senior Management meet to review performance and strategy which includes products, solutions, capability and resources, thereby ensuring that the Company is investing in the right areas.

The strategy, business model and plan for accelerated growth are underpinned by the Group's culture, values and frameworks, whereby everyone at Vianet collectively and individually always 'seeks to do the right thing' for customers, suppliers, colleagues, shareholders and other stakeholders, are fundamental to delivering business growth.

Living and breathing 'doing the right thing' not only underpins Vianet's ethos and corporate governance but also the reputation for integrity and transparency, which is a key component of the Group's solutions for customers.

Principle 2: Seek to understand and meet shareholder needs and expectations

The Company remains committed to listening and communicating openly with its shareholders to ensure that its strategy, business model and performance are clearly understood. Understanding what analysts and investors think about us, and in turn, helping these audiences understand our business, is a key part of driving our business forward and we actively seek dialogue with the market. We do so via our website, investor roadshows, audio cast of results, attending investor conferences, hosting capital markets days and our regular reporting.

Private shareholders

Our H1 and FY results statements and presentations are available to retail shareholders on the morning of the Group's results announcements. The AGM is the main forum for dialogue with retail shareholders, however both the Chairman and CFO contact details are posted with both being accessible to shareholders. The Notice of Meeting is sent to shareholders at least 21 days before the meeting. The chairs of the Board and all committees, together with all other Directors, attend the AGM and are available to answer questions raised by shareholders. For each vote, the number of proxy votes received for, against and withheld is announced at the meeting. All 2022 AGM resolutions were passed with in excess of 90% of the votes for each resolution being in favour. The results of the AGM are subsequently published and posted on the Company's corporate website. Private shareholder events and meetings are routinely held by any of the Chairman, CEO and CFO

To request further information please contact: investors@vianetplc.com

Institutional shareholders

The Directors actively seek to build a relationship with institutional shareholders. Shareholder relations are managed primarily by the Chairman and Chief Financial Officer, supported by the executive team, as appropriate. The Chairman, Chief Executive Officer and Chief Financial Officer make presentations to institutional shareholders and analysts each year immediately following the release of the full-year and half-year results. In addition, on the morning of results announcements the Chairman emails the results statement and presentation to institutional shareholders and makes himself available for follow up visits and calls with larger institutional shareholders in order to listen to their feedback and have a direct conversation on any areas of concern.

The Board as a whole is kept informed of the views and concerns of major shareholders by briefings from the Chairman and CFO at each Board meeting. Following H1 and FY results roadshows to institutional investors the Board receives unattributed feedback which is gathered by the Company Broker, Cenkos. Any significant investment reports from analysts are also circulated to the Board. The Chairman and other Non-Executive Directors are available to meet with major shareholders if required to discuss issues of importance to them.

Covid 19 Reporting

Our primary goal has been to safeguard employee health and wellbeing, whilst continuing to support our customers and maintaining the Group's solid financial position, with the aim of being strongly positioned for the C19 exit phase.

This crisis has created a common sense of purpose and provided an opportunity to demonstrate leadership.

In parallel with FY2020, FY2021 and FY2022 results announcements the company provided comprehensive reports on our proactive response to the coronavirus pandemic including measures adopted, mitigating actions, government assistance, commercial approach, business impacts, outlook, pandemic exit strategy and our people.

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Principle 3: Take into account wider stakeholder and social responsibilities and their implications for long term success.

Engaging with our stakeholders strengthens our relationships and helps us make better business decisions to deliver on our commitments. The Board is regularly updated on wider stakeholder engagement feedback to stay abreast of stakeholder insights into the issues that matter most to them and our business, and to enable the Board to understand and consider these issues in decision-making. Aside from our shareholders, suppliers and customers, our employees are one of our most important stakeholder groups and the Board therefore closely monitors and reviews the results of the Company's Employee Engagement surveys as well as other feedback it receives to ensure alignment of interests.

Employees

The company actively engages in an annual engagement survey that is part of an initiative to push the company towards a top 100 benchmark of Best Companies. Over the past year:

- We completed an annual employee engagement survey, subsequently agreeing key areas of focus with employees and taking action.
- We completed interim pulse surveys during Covid 19 to get a better understanding of employee morale and issues during lockdown, working from home and furlough.
- All employees attend a half-day session to introduce them to the 7 Habits of Highly Effective People, the principles of which support the continuation of a positive sense of 'team' which we will continue to build upon
- Annual review pay awards were conducted in July 2022 as well as a company cost of living payment in January 2023 payroll for all employees to help out in a difficult year.
- Reward Statements were again issued for a fourth successive year.
- Live all business Q&A briefings have been held at least two monthly in addition to regular business huddles which provide an opportunity for interactive business updates and feedback

Leadership & Management

During the pandemic the senior team led by the Chairman held live Q&A sessions on MS Teams with all the business with video recordings being available to those who did not manage to log in. The live calls were weekly for the first three months moving to fortnightly and now monthly or on any significant government announcement. This has been incredibly well received by employees with one meeting attracting almost 140 of our 150 employees.

The Board actively encourages the business leadership to visibly align to our values, principles and culture. Balancing Executive time between our people, customers and shareholders is a constant part of the role, however the senior management team have made personal commitments to continue to drive alignment, engagement and visibility. Some of these commitments include 'being present' when in the office and 'being visible' out in the field, placing a greater focus on the People agenda and investing time to ensure there is effective senior leadership team alignment

We have engaged Managers in understanding where the organisation is headed in a way that excites them and activity in the year includes

- Working with an external partner to develop an interactive and innovate cultural learning experience that will help employees better understand our vision for the future, the strategy designed to enable us to achieve this and the cultural values and behaviours that are crucial to our success.
- Identified an engagement platform, including an app that would provide us with a platform to connect with our people in an effective and interactive way.

Suppliers

The business is constantly monitoring key relationships with existing and potential suppliers to maximise the success of the business and manage risks associated with the supply chain, in particular, the fast-changing electronics components area where Vianet are not immune to current global microchip supply chain pressures. There are frequent meetings between management and key suppliers which enable direct feedback to be provided in relation to all aspects of the relationship including new product development, pricing and delivery strategies

Customers

Over the past year we have:

- Introduced a new more comprehensive Performance Review process which has been well received by our larger customers.

- Worked with external parties to implement a leading real time field service management application to improve customer experience and increase efficiency in field operations, supply chain and finance.
- Improved our customer service desk through cultural training and technology investment
- Improved customer experience partly due to a £2m technology infrastructure investment which has delivered increased speed and integrity of data of existing solutions and provided new features and benefits
- Updated and invested in our customer facing websites and our plc website

Communities & Social Responsibility

We are working to do more relating to social responsibility by supporting the local community, encouraging charitable activities and environmental protection.

Over the past year:

- Worked closely with Teesside University and local schools to provide learning opportunities
- Local apprenticeships introduced
- Battery Recycling introduced
- Food Bank Donations introduced
- Sponsored a student project for Northumbria University
- Reviewed our Modern Slavery Statement to ensure we are not inadvertently supporting any type of modern slavery
- Comprehensive Sustainability programme launched in particular a solar energy project

We are developing ways in which we can provide the opportunity for employees to get involved in supporting local community projects.

Modern slavery

As part of our Company culture and values we oppose modern slavery in all its forms and will try to prevent it by any means that we can. We expect anyone who has any suspicions of modern slavery in our business or our supply chain to raise their concerns without delay.

Principle 4: Embed effective risk management, considering both opportunities and threats, throughout the organisation

Audit, risk and internal control

The audit committee undertakes oversight of the integrity of financial reporting and internal controls and audit independence. It also keeps the anti-bribery policy and risk register under review.

Financial controls

The Company has an established framework of internal financial controls, the effectiveness of which is regularly reviewed by the Executive Management, the Audit Committee and the Board in light of an ongoing assessment of significant risks facing the Company.

- The Board is responsible for reviewing and approving overall Company strategy, approving revenue and capital budgets and plans, and for determining the financial structure of the Company including treasury, tax and dividend policy. Monthly results and variances from plans and forecasts are reported to the Board.
- The Audit Committee assists the Board in discharging its duties regarding the financial statements, accounting policies and the maintenance of proper internal business, and operational and financial controls, including the review of results of work performed by the Group controls function.

- In December 2020, the Audit Committee appointed BDO LLP as the Company's auditors replacing Grant Thornton LLP
- There are comprehensive procedures for budgeting and planning, for monitoring and reporting to the Board business performance against those budgets and plans, and for forecasting expected performance over the remainder of the financial period. These cover profits, cash flows, capital expenditure and balance sheets. Monthly results are reported against budget and compared with the prior year, and forecasts for the current financial year are regularly revised in light of actual performance.
- The Company has a consistent system of prior appraisal for investments, overseen by the Chief Financial Officer and Chief Executive Officer, with defined financial controls and procedures with which each business area is required to comply in order to be granted investment funds for development.
- Regular post-investment reviews are also carried out to check the delivered Return on Investment.

Non-financial controls

The Board recognises that maintaining sound controls and discipline is critical to managing the downside risks to our plan.

The Board has ultimate responsibility for the Group's system of internal control and for reviewing its effectiveness. However, any such system of internal control can provide only reasonable, but not absolute, assurance against material misstatement or loss. The Board considers that the internal controls in place are appropriate for the size, complexity and risk profile of the Group. The principal elements of the Group's internal control system include:

- Close management of the day-to-day activities of the Group by the Executive Directors
- An organisational structure with defined levels of responsibility, which promotes entrepreneurial decision-making and rapid implementation while minimising risks
- A comprehensive annual bottom up budgeting process producing a detailed integrated profit and loss, balance sheet and cash flow, which is approved by the Board
- Detailed monthly reporting of performance against budget
- Central control over key areas such as capital expenditure authorisation and banking facilities
- A close working relationship with our lawyers Gordons LLP to ensure legal risk is properly managed and legal rigour is enforced in all our business negotiations.

The Group continues to review its system of internal control to ensure compliance with best practice, while also having regard to its size and the resources available. The CFO and Finance Director carry out regular reviews of each business unit to ensure they are achieving a Group-wide minimum control standard, the results of which are reported back to the Board. They also have the authority to investigate any significant breaches of control and recommend how to prevent such breaches in future. As part of the Group's review a number of non-financial controls covering areas such as regulatory compliance, business integrity, health and safety, risk management, business continuity and corporate social responsibility (including ethical trading, supplier standards, environmental concerns and employment diversity) have been assessed. The key elements of those non-financial controls are set out below.

Standards and policies

The Board is committed to maintaining appropriate standards for all the Company's business activities and ensuring that these standards are set out in written policies. Key examples of such standards and policies include the 'Anti Modern Slavery Policy' and 'Bribery Policy'. All policies are underpinned by our culture of "Doing the right thing for our customers, people and suppliers". Operating procedures for control of office based and field operations are clearly

documented and set out in operation manuals. Senior managers are responsible for the implementation of these procedures and compliance is monitored.

Approval process

All material contracts are required to be reviewed and signed by a Divisional Director and the Group CFO.

Risk assessment

The Company has a Business Risk Register with business continuity plans to address key risks that have an immediate impact. Risks facing the business are re-assessed, and potential mitigating actions are considered and implemented to help protect against those risks.

In addition to being a living document the Risk Register is reviewed formally every six months in a meeting of the Board and Senior Management.

Matters such as Health & Safety, GDPR and cyber security are standing items on the agenda for Board meetings

Code of Conduct

Our Code of Conduct includes guidance on anything that could get our employees into trouble, (including business integrity, anti-bribery, gifts, intellectual property, data protection and design rights) they are sent to everyone in the Group and are visible in all workplaces. Every year senior managers and above declare compliance to this code.

Principle 5: Maintaining the Board as a well-functioning, balanced team led by the Chair

Until 24 March 2023, the Board comprised the Chairman, two Executive and two Non-Executive Directors.

James Dickson, Chairman, is currently acting as Interim CEO.

Stella Panu joined the Board in July 2022 (replacing Chris Williams who stepped down), Non-Executive Director is Chair of the Audit Committee, whilst Dave Coplin is Chair of the Remuneration Committee. James Dickson chairs the Nominations Committee.

The Board considers, after careful review, that the Non-Executive Directors bring an independent judgement to bear. In particular the Board has considered the independence of James Dickson, Non-Executive Chairman who was CEO until 2013 and holds a shareholding of c 17.5% and has concluded that his interests are fully aligned to shareholders.

The Board is satisfied that it has a suitable balance between independence on the one hand, and knowledge of the Company and markets on the other, to enable it to discharge its duties and responsibilities effectively. All Directors are encouraged to use their independent judgement and to challenge all matters, whether strategic or operational. The Chairman holds regular update meetings with each Director to ensure they are performing as they are required and comfortable that they are allowed to do so independently in an inclusive environment. During the year eight Board meetings took place including two two-day Performance & Strategy Reviews with senior management. All Board members attended all meetings.

Key Board activities this year included:

- Input into our strategic priorities and accelerating the growth plan including the acquisition of Vendman
- Ongoing open dialogue with the investment community, including follow up meetings with the Chairman.
- Considered our financial and non-financial policies.
- Discussed the Group's capital structure and financial strategy, including capital investments, shareholder returns and the dividend policy
- Reviewed the investment justification and progress of the Group's technology platform and infrastructure development.

- Appointed BDO as auditors in place of Grant Thornton
- Discussed internal governance processes
- Reviewed the Group risk register
- Reviewed feedback from shareholders post full and half year results
- Ongoing review and monitoring of Health & Safety, GDPR and Cyber Security
- Discussed and supported the Group's response to the Coronavirus pandemic

Time commitments and meetings attended by directors is available in the Company's annual report however the Company's Non-Executive Directors are expected to commit between 15-18 days per year to the Company and the Chairman is expected to commit at least 40 days per year to the Company, however he is currently fully committed to the company whilst acting as Interim CEO.

Directors' conflict of interest

The Company has effective procedures in place to monitor and deal with conflicts of interest. The Board is aware of the other commitments and interests of its Directors, and changes to these commitments and interests are reported to and, where appropriate, agreed with the rest of the Board.

Principle 6: Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities

The Board is satisfied that, between the Directors, it has an effective and appropriate balance of skills and experience, including in the areas of IOT, b2b, software as a service, finance, innovation, international trading, ecommerce and marketing. All Directors receive regular and timely information on the Group's operational and financial performance. Relevant information is circulated to the Directors in advance of meetings. The business reports monthly on its headline performance against its agreed budget, and the Board reviews the monthly update on performance and any significant variances are reviewed at each meeting.

All Directors retire by rotation at regular intervals in accordance with the Company's Articles of Association.

Appointment, removal and re-election of Directors

The Board makes decisions regarding the appointment and removal of Directors, and there is a formal, rigorous and transparent procedure for appointments. The Company's Articles of Association require that one-third of the Directors must stand for re-election by shareholders annually in rotation; that all Directors must stand for re-election at least once every three years; and that any new Directors appointed during the year must stand for election at the AGM immediately following their appointment.

Mark H Foster, CFO, and Dave Coplin, NED retired by rotation in FY23 and, being eligible for re-election were re-appointed to the Board at the AGM on 13 July 2022.

Independent advice

All Directors are able to take independent professional advice in the furtherance of their duties, if necessary, at the Company's expense. In addition, the Directors have direct access to the advice and services of the Mark Foster, Company Secretary and Chief Financial Officer who in turn may refer directly to the Group's advisors, in particular the company lawyers and auditors.

The Company Secretary is responsible for ensuring that the Board procedures are followed and that the Company complies with all applicable rules, regulations governing its operation

The Board and senior management from time to time seek advice on significant matters from external advisers. These advisers include, amongst others, the Company's nominated adviser and broker, public relations, external auditors legal advisers, capital advisory services and remuneration advisory services.

Principle 7: Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Chairman assesses the individual contributions of each of the members of the team on an ongoing basis to ensure that:

- Their contribution is relevant and effective
- That they are committed
- Where relevant, they have maintained their independence

The chairman holds regular individual reviews with each board member to discuss matters reserved for the Board and matters impacting Board effectiveness.

The last internal Board effectiveness evaluation sought anonymous feedback from Directors and senior managers covering areas including structure & skills, operating effectiveness, quality & timeliness of information, and board development. This exercise identified a number of areas for positive action including a modest increase in the number of Board meetings from 6 to 9 comprising:

- Two two-day Board meetings incorporating Performance & Strategy reviews with senior management attending
- 7 one day Board meetings. The majority of which have been online MS Teams meetings

This resulted in greater exposure between management and Non-Executive Directors, and also enables the board to have more in depth discussions with more timely decision making and action.

The evaluation also concluded that the Chairman, whilst occasionally direct, has an open, inclusive leadership style, demonstrates independence and objectivity, and has a strong understanding of the business.

The next Board Effectiveness Review is due in September 2023, when we intend to review the performance of the team as a unit to ensure that the members of the board collectively function in an efficient and productive manner.

Principle 8: Promote a culture that is based on our values and behaviours

The Board aims to lead by example and do what is in the best interests of the Company. The Group's culture, values and frameworks, whereby everyone at Vianet collectively and individually always 'seeks to do the right thing' for customers, suppliers, colleagues, shareholders and other stakeholders, are fundamental to delivering business growth.

Living and breathing 'doing the right thing' not only underpins Vianet's ethos and corporate governance but also the reputation for integrity and transparency, which is a key component of the Group's solutions for customers.

The Board ensures that the company has the means to determine that values are recognised and respected through its reward and recognition frameworks from performance and development review through to recognition awards

Principle 9: Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

Board programme

The Board meets at least 9 times each year over eleven days in accordance with its scheduled meeting calendar.

The Board sets direction for the Company through a formal schedule of matters reserved for its decision. Six months prior to the start of each financial year, a schedule of dates for that year's Board meetings is compiled to align as far

as reasonably practicable with the Company's financial calendar on the one hand, and its trading calendar on the other, while also ensuring an appropriate spread of meetings across the financial year. This is supplemented by additional meetings as and when required. During the year to 30 March 2023, the Board met for eight scheduled meetings over ten days.

The Board and its Committees receive appropriate and timely information prior to each meeting; a formal agenda is produced for each meeting, and Board and Committee papers are distributed several days before meetings take place. Any Director may challenge Company proposals and decisions are taken democratically after discussion. Any Director who feels that any concern remains unresolved after discussion may ask for that concern to be noted in the minutes of the meeting, which are then circulated to all Directors. Any specific actions arising from such meetings are agreed by the Board or relevant Committee and then followed up by the Company's management.

Roles of the Board, Chairman and Chief Executive Officer.

The Board is responsible for the long-term success of the Company. There is a formal schedule of matters reserved for the Board. It is responsible for overall Group strategy; approval of major investments (whether Capex or Opex); approval of the annual and interim results; annual budgets; dividend policy; and Board structure. It monitors the exposure to key business risks and reviews the strategic direction of all trading subsidiaries, their annual budgets and their performance in relation to those budgets.

There is a clear division of responsibility at the head of the Company. The Chairman is responsible for running the business of the Board and for ensuring appropriate strategic focus and direction. The Chief Executive Officer is responsible for proposing the strategic focus to the Board, implementing it once it has been approved and overseeing the management of the Company through the Executive Team.

All Directors receive regular and timely information on the Group's operational and financial performance. Relevant information is circulated to the Directors monthly and in advance of meetings. The business reports monthly on its headline performance against its agreed budget, and the Board reviews the monthly update on performance and any significant variances are reviewed at each meeting. Senior executives below Board level attend Board meetings where appropriate to present business updates and in particular half yearly they participate actively in the Board's two day Performance & Strategy Review programmes. Board meetings throughout the year are held at a Company Advisor office or at the Company's offices giving, in particular the Non-Executive Directors, access to the different operations to gain a greater understanding of the Group's activities.

Executive Team

The Executive Team consists of James Dickson, Chairman and Interim CEO and Mark Foster, CFO supported by the divisional directors and functional heads. They are responsible for formulation of the proposed strategic focus for submission to the Board, the day-to-day management of the Group's businesses and its overall trading, operational and financial performance in fulfilment of that strategy, as well as plans and budgets approved by the Board of Directors. It also manages and oversees key risks, management development and corporate responsibility programmes. The Chief Executive Officer reports to the plc Board on issues, progress and recommendations for change. The controls applied by the Executive Team to financial and non-financial matters are set out earlier in this document, and the effectiveness of these controls is regularly reported to the Audit Committee and the Board.

Board committees

The Board is supported by the Audit, Remuneration and Nomination committees. Each committee has access to such resources, information and advice as it deems necessary, at the cost of the Company, to enable the committee to discharge its duties. **The terms of reference of each committee are available on request and at www.vianetplc.com.**

The Nomination Committee comprises three members, the majority of whom are independent Non-Executive Directors. The Committee is chaired by the Chairman unless the matter under discussion is their own succession. Other Directors may be invited to attend as appropriate and only if they do not have a conflict of interest. The Committee is also assisted by executive search consultants as and when required. The Committee's principal responsibility is to lead

the process for Board appointments and to make recommendations for maintaining an appropriate balance of skills on the Board. The Committee met during the year to consider the resignation of the CEO and logistics around replacement and interim measures. It is anticipated that the Committee will meet 2-3 times next year with the main topic being general succession planning for key senior executives and the board.

Principle 10: Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Company communicates with shareholders through the Annual Report and Accounts, full-year and half-year announcements and webcasts of the results presentations, the Annual General Meeting (AGM) and one-to-one meetings with large existing or potential new shareholders. The Company's Annual Report contains summaries of the board committees undertaken during the year. The Chairman has an active role in encouraging shareholder interaction, seeking and listening to feedback. A range of corporate information (including all Company announcements and presentations) is also available to shareholders, investors and the public via the Company's corporate website, www.vianetplc.com

The Board receives regular updates on the views of shareholders through briefings and reports from the Chairman, the Chief Executive Officer, Chief Financial Officer and the Company's brokers. The Company communicates with institutional investors frequently through briefings with management. In addition, analysts' notes and brokers' briefings are reviewed to achieve a wide understanding of investors' views. In FY2020 the Company held two Capital Markets Events to explain to investors its plans for accelerating growth and its technology investment. Further Capital Markets events will be planned for Q1 FY2023. The Company completes regular employee surveys to maintain an open dialogue with employees. New functionality and management applications have been introduced on to manage field operations and collate customer feedback and use this to improve service.

James Dickson

Chairman

March 2023