Introduction

This Corporate Governance Statement is current as at 28 September 2023 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company has followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations (4th Edition) (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that have not been followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company has adopted in lieu of the recommendation.

This Corporate Governance Statement and further information about the Company's governance practices is set out on the Company's website at http://www.alchemyresources.com.au/corporate-governance.

Due to the current size and nature of the existing Board and the scale of the Company's operations, the Board does not consider that the Company will gain any benefit from having a separate Nomination Committee or a Remuneration Committee and that its resources would be better utilised in other areas as the Board is of the strong view that at this stage the experience and skill set of the current Board is sufficient to perform these roles. Under the Company's Board Charter, the duties that would ordinarily be assigned to these committees are currently carried out by the full Board under the written terms of reference for those committees.

RECOMMENDATIONS (4th EDITION)

Principle	Compliance (Yes/No)	Comment
1. Lay solid foundations for management and oversight		
1.1 A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	The Company's Board Charter (available on the Company's website) sets out the responsibilities of the Board, and those delegated to senior executives. The Board is collectively responsible for promoting the success of the Company through its key functions of overseeing the management of the Company, providing overall corporate governance, monitoring the financial performance of the Company, engaging appropriate management and Directors commensurate with the Company's structure and objectives, and reviewing, ratifying and monitoring systems of risk management and internal control, codes of conduct and legal compliance. The Chief Executive Officer, supported by other members of senior management, is responsible for managing the day to day activities of the Company in accordance with the delegated authority of the Board and advancing the strategic direction of the Company as set by the Board.
1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and	Yes	According to the Company's Policy and Procedure for Selection and (Re)Appointment of Directors (available on the Company's website), prior to the appointment of any new Director appropriate checks are undertaken including checks such as the person's character, experience, education, criminal record and bankruptcy history.

<table>
<tr><th>Principle</th><th>Compliance (Yes/No)</th><th>Comment</th></tr>
<tr><td>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</td><td></td><td>A profile of each Director is included in the Annual Report and in any notice of meeting where a Director is standing for election or re-election.</td></tr>
<tr><td>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</td><td>Yes</td><td>The Company has a written agreement in place with each Director and Senior Executive which sets out the terms of their appointment. Any material variations to written agreements with Directors are disclosed to the ASX.</td></tr>
<tr><td>1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</td><td>Yes</td><td>According to the Company’s Board Charter, the Company Secretary has a direct line of communication with the Chair and all Directors, and is responsible for supporting the proper functioning of the Board which includes, but is not limited to, providing advice on governance and procedural issues, and the preparation of Board papers and minutes.</td></tr>
<tr><td>1.5 A listed entity should:
(a) have and disclose a diversity policy;
(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
(c) disclose in relation to each reporting period:
(1) the measurable objectives set for that period to achieve gender diversity;
(2) the entity’s progress towards achieving those objectives; and
(3) either:
(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined “senior executive” for these purposes); or
(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under that Act.
If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</td><td>Partial</td><td>The Company is committed to supporting and managing diversity as a means of enhancing the Company's performance by recognising and utilising the contribution of the diverse skills and talents of its Directors, officers and employees. Accordingly, the Company has established a Diversity Policy (available on the Company’s website).
The Company has not fully complied with Recommendation 1.5 in that it has not set measurable objectives for achieving gender diversity. The Board monitors diversity across the Company and is satisfied with the current level of gender diversity. Due to the size of the Company and its small number of employees, the Board does not consider it appropriate to formally set measurable objectives for gender diversity at this time.
As at the reporting date, the proportion of women employees across the organisation was as follows:
<table><tr><th></th><th>Percentage</th></tr><tr><td>Proportion of women employees in the whole organisation</td><td>50%</td></tr><tr><td>Proportion of women in senior executive positions</td><td>0%</td></tr><tr><td>Proportion of women on the Board</td><td>33%</td></tr></table>The Company is not a “relevant employer” under the Workplace Gender Equality Act 2012.</td></tr>
<tr><td>1.6 A listed entity should:</td><td>Yes</td><td>The Company has a Process for Performance Evaluation (available on the Company’s website) which details the performance review process of the Board, committees, individual Directors and senior executives.</td></tr>
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Principle	Compliance (Yes/No)	Comment
(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken accordance with that process during or in respect of that period.		The Chair is responsible for the evaluation of the Board and its members, as well as the various Committees. The Chair and the Board periodically discussed the performance and composition of the Board during the last reporting period, considering issues or concerns as they arose. This ongoing process has remained in-house and informal throughout the year. A performance review of the Board, Directors and Committees was undertaken during the reporting period via a roundtable discussion.
1.7 A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Yes	The Company has a Process for Performance Evaluation (available on the Company's website). The Chair and the Board periodically met with the Chief Executive Officer to discuss any issues or concerns as they arose. This ongoing process has remained in-house and informal throughout the year. A performance review of the Chief Executive Officer was undertaken during the reporting period.
2. Structure the board to be effective and add value		
2.1 The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	Yes	The Company currently does not have a Nomination Committee. The Company's Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Board considers that the Company will not currently benefit from the establishment of a separate Nomination Committee. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively: • devoting time at least annually to discuss Board succession issues; and • all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Partial	The Board has identified that the appropriate mix of skills and diversity required of its members on the Board to operate effectively and efficiently is achieved by personnel having substantial skills and experience in operational management, exploration and geology, corporate governance, finance, listed resource companies, equity markets and global funds management. Each of these areas is currently well represented on the Board.

Principle	Compliance (Yes/No)	Comment
		A profile of each Director setting out their skills, experience, expertise and period of office is set out in the Directors' Report in the Annual Report.
2.3 A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Yes	a) The Board has three Directors, two of whom are considered to be independent according to the Company's Policy on Assessing the Independence of Directors (available on the Company's website), namely Mr Anthony Ho and Ms Liza Carpene. b) There are no independent Directors who fall into this category. The Company will disclose in its Annual Report any instances where this applies and an explanation of the Board's opinion as to why the relevant Director is still considered to be independent. c) The length of service of each Director as at the end of financial year is as follows: Mr Lindsay Dudfield 11.6 years, Ms Liza Carpene 8.3 years, Mr Anthony Ho 11.6 years.
2.4 A majority of the board of a listed entity should be independent directors.	Yes	The Board has a majority of independent Directors. The Board believes that the current composition of the Board is most appropriate for the Company having regard to its size, its current level of operations and its strategy and includes an appropriate mix of relevant skills and expertise. The Board recognises the ASX Corporate Governance Council's recommendation that the majority of the Board should be comprised of independent Directors and as the Company grows and/or its circumstances change, the Board may make further appointments of independent Directors if considered appropriate.
2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	The non-executive Chair of the Board, Mr Lindsay Dudfield, is not an independent Director due to his substantial shareholding in the Company. While the Company recognises the benefit of having an independent director as Chair, the Board considers that Mr Dudfield retains independent judgment such that it does not interfere with the discharge of his duties to the Company. The Board has had due regard to the Company's size, its current level of operations and its strategy, as well as Mr Dudfield's extensive experience in managing companies in the resources industry. The Board considers that Mr Dudfield is the most suitable person to act as Chair and believes that it can maintain a high level of integrity to discharge its duties and responsibilities as a Board. As outlined in the Board Charter (available on the Company's website), a Lead Independent Director may be utilised to take over the role of the Chair when the Chair is unable to act in that capacity as a result of lack of independence. Mr James Wilson is the Company's Chief Executive Officer.
2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	The Company has established a program for the induction of new Directors. The induction program covers all aspects of the Company's activities, operations and policies and procedures. In order to develop and maintain the skills and knowledge required to perform their role, all Directors are encouraged to undergo continual professional development. Subject to approval, the Company will

Principle	Compliance (Yes/No)	Comment
		pay reasonable expenses to enable Directors to seek independent professional advice if required to properly discharge their responsibilities.
3. Instil a culture of acting lawfully, ethically and responsibly		
3.1 A listed entity should articulate and disclose its values.	Yes	The Company has established a Code of Conduct (available on the Company's website) that outlines the principles and standards which the Board, senior executives and employees of the Company are encouraged to strive towards when dealing with each other, shareholders, other stakeholders and the broader community.
3.2 A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and (2) any other material breaches of that code that call into question the culture of the organisation.	Yes	The Company has established a Code of Conduct (available on the Company's website) as a framework for decisions and actions promoting ethical conduct in employment to maintain confidence in the Company's integrity, the practices necessary to take into account its legal obligations and the reasonable expectations of its stakeholders, and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.
3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	The Company has established a Whistleblower Policy (available on the Company's website) outlining who is entitled to protection as a whistleblower and what that protection entails, and how disclosures made by whistleblowers are dealt with by the Company.
3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	Yes	The Company has established an Anti-Bribery and Corruption Policy (available on the Company's website) setting out the conduct expected by the Company to minimise the risk of bribery or corruption occurring in connection with its operations and activities, as well as providing guidance on how to deal with instances of bribery or corruption.
4. Safeguard the integrity of corporate reports		
4.1 The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and	Yes	The Board has established an Audit Committee which operates under a Charter (available on the Company's website) approved by the Board. The Audit Committee is chaired by Mr Anthony Ho (an independent Director) and has three members. At this time there are two members of the Committee who are considered to be independent. All members of the Audit Committee are financially literate and have significant understanding of the industry in which the Company operates. The qualifications and experience of the Audit Committee members are outlined in the profiles in the Directors' Report contained within the Annual Report. The members of the Audit Committee and the details of each member's attendance at its meetings during the last reporting period are as shown below:

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<tr><th>Principle</th><th>Compliance (Yes/No)</th><th>Comment</th></tr>
<tr><td>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</td><td></td><td><table><tr><th></th><th></th><th colspan="2">Committee Meetings</th></tr><tr><th>Director</th><th>Position</th><th>Attended</th><th>Held</th></tr><tr><td>Anthony Ho</td><td>Committee Chair (Independent)</td><td>2</td><td>2</td></tr><tr><td>Lindsay Dudfield</td><td>Non-Executive Chair</td><td>2</td><td>2</td></tr><tr><td>Liza Carpene</td><td>Non-Executive Director</td><td>2</td><td>2</td></tr></table></td></tr>
<tr><td>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</td><td>Yes</td><td>The Company's Chief Executive Officer and Chief Financial Officer have provided the Board with the appropriate declarations in accordance with section 295A of the Corporations Act and this Recommendation 4.2 in relation to the full year and half year statutory financial reports as well as the quarterly cash flow reports.</td></tr>
<tr><td>4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</td><td>Yes</td><td>All reports are prepared and reviewed by Management and other suitably qualified personnel. Prior to release, the reports are reviewed by the full Board, and if considered necessary, the Board has the ability to liaise with the preparers of the report directly or to seek appropriate external advice.</td></tr>
<tr><td>5. Make timely and balanced disclosure</td><td></td><td></td></tr>
<tr><td>5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the listing rules 3.1.</td><td>Yes</td><td>The Company's Policy on Continuous Disclosure (available on the Company's website) is designed to ensure compliance with ASX Listing Rule disclosure requirements and accountability at a senior executive level for that compliance.</td></tr>
<tr><td>5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</td><td>Yes</td><td>The Company has established automatic reporting via the ASX Market Announcements Platform for distribution of immediate copies of all market announcements to the Board.</td></tr>
<tr><td>5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.</td><td>Yes</td><td>The Company's Policy on Continuous Disclosure (available on the Company's website) nominates the Company Secretary as the Responsible Officer authorised to make Company announcements and the requirement for the Responsible Officer to be aware of all information disclosures in advance for appropriate release.</td></tr>
<tr><td>6. Respect the rights of security holders</td><td></td><td></td></tr>
<tr><td>6.1 A listed entity should provide information about itself and its governance to investors via its website.</td><td>Yes</td><td>The Company's website (www.alchemyresources.com.au) provides information on the Company including its background, objectives, projects and contact details. The Corporate Governance page provides access to key policies, procedures and charters of the Company, such as the Board and</td></tr>
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Principle	Compliance (Yes/No)	Comment
		Committee charters, securities trading policy, anti bribery and corruption policy, diversity policy and the latest Corporate Governance Statement. ASX announcements, Company reports and presentations are uploaded to the website following release to the ASX.
6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	Due to the size of the Company and its current stage of development the Company does not have a formal investor relations program, however the Company's Shareholder Communication Policy (available on the Company's website) outlines the Company's commitment to facilitating communication with investors. The Company's Board and management engage with Shareholders at the Annual General Meeting and other public venues (ie. conferences). The Company will meet with investors upon request and respond to any enquiries they may make from time to time.
6.3 A listed entity should disclose how it facilitates and encourage participation at meetings of security holders.	Yes	The Board encourages the attendance and participation of Shareholders at Shareholder meetings and sets the time and location of each meeting to promote maximum attendance by Shareholders. The Company encourages Shareholders to submit questions in advance of a general meeting, and for the responses to these questions to be addressed through disclosure relating to that meeting. As noted above, the Company also has in place a Shareholder Communication Policy (available on the Company's website).
6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company conducts Shareholder meetings in compliance with the requirement to decide substantive resolutions by deed poll.
6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company welcomes electronic communication from its Shareholders via its website. In addition, ASX announcements and Company reports are distributed to Shareholders and interested parties by email (registration is via the Company's website) as well as being uploaded to the Company's website. The Investor Centre page of the Company's website includes an outline of how a Shareholder can elect to receive communications, including via registration with the share registry to access their personal information and shareholdings via the internet. The Company's share registry engages with Shareholders electronically and makes available a range of relevant forms on its website.
7. Recognise and manage risk		
7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee;	Yes	The Company has not established a separate Risk Committee, however the Audit Committee and the Board assume responsibility for overseeing and approving risk management strategy and policies, internal compliance, and non-financial internal control. The Board has adopted a Risk Management Policy (available on the Company's website), which sets out the Company's approach to risk. Under the policy, the Board is responsible for approving the Company's policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control.

Principle	Compliance (Yes/No)	Comment
(4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		Under the policy, the Board delegates day-to-day management of risk to the Chief Executive Officer who, with the assistance of management, is responsible for identifying, assessing, monitoring and managing risks. During the reporting period senior executives reviewed and reported to the Board on critical material business risks. The Audit Committee also monitors and reviews the integrity of financial reporting and the Company's internal financial control and risk management systems, and reports to the Board.
7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	In accordance with the Company's Risk Management Policy, the Board will review at least annually the Company's risk management framework of material business risks and satisfy itself that the risk management system is operating effectively in all material respects. The Board commenced a review of the risk management framework during the reporting period.
7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	Yes	Due to the size of the Company and its current level of activity and operations, the Company does not have an internal audit function. The Company periodically conducts reviews of the Company's financial systems, documents and processes, and any recommendations for improvement are reported to the Board as part of the Company's risk management processes.
7.4 A listed entity should disclose whether it has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks.	Yes	The Company discloses whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks in its Annual Report and on its website as part of its continuous disclosure obligations.
8. Remunerate fairly and responsibly		
8.1 The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the	Yes	The Company currently does not have a Remuneration Committee. The Company's Remuneration Committee Charter provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. The Board considers that the Company will not currently benefit from the establishment of a separate Remuneration Committee. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration Committee Charter including the following processes to set the level and composition of remuneration for Directors and senior executives and to ensure that such remuneration is appropriate and not excessive:

Principle	Compliance (Yes/No)	Comment
individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		• devoting time at least annually to discuss a) the on-going appropriateness and relevance of Director and executive remuneration and other executive benefit programs and b) ensuring that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market; and • all Board members being involved in the Company's remuneration process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.
8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The structure of Non-Executive Director remuneration is clearly distinguishable from that of senior executives. Non-Executive Directors are remunerated on a fixed fee basis for their time, commitment and responsibilities as part of an aggregate remuneration pool approved by Shareholders. These fees are not linked to the performance of the Company. Non-Executive Directors' remuneration may also include options, subject to approval by Shareholders. The Company's Non-Executive Directors receive a Board fee but do not receive fees for chairing or participating on Board committees. Executive Directors and senior executives are remunerated either by way of annual salary (ie. cash and superannuation components) or by consulting fees. Senior executives may also, at the Board's discretion, receive incentive options. Further details on the Company's remuneration practices with regard to Directors and senior executives are contained within the Remuneration Report which forms part of the Directors' Report in the Annual Report.
8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	The Company has an Employee Securities Incentive Plan (Incentive Plan), which was last approved by Shareholders at the 2022 Annual General Meeting. A summary of the Incentive Plan was included in the Company's 2022 Notice of General Meeting, a copy of which is available on the Company's website. The Company's Policy for Trading in Company Securities (available on the Company's website) prohibits Directors, officers and employees from entering into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining written acknowledgement from the Chair.