

Private & Confidential

Mr Clive Carver



9 May 2019

Dear Clive,

Letter of appointment as a non-executive director

I write to confirm the terms of your appointment as a non-executive director of Aukett Swanke Group Plc ("Company").

It is agreed that this is a contract for services and not a contract of employment.

Appointment

Your appointment will commence on 10 May 2019, being the next Board Meeting date. You will be issued with a board pack beforehand.

Your appointment will be for a period not exceeding three years or as otherwise agreed by the Board, but not exceeding nine years in total. Either party may give one month's written notice to terminate this agreement. You will hold office in accordance with the Company's Articles of Association, and in particular should note that continuation of your appointment is subject to the provision of the articles regarding re-election at annual general meetings and vacation of office.

Time commitment

We anticipate that your appointment will require a time commitment of approximately twenty four days per year.

This will include attendance at scheduled board meetings, board committee meetings, the annual general meeting and other ad-hoc events. In addition you will be expected to devote such time before each meeting as is required to ensure you are adequately prepared.

By accepting this appointment you confirm that you are able to devote sufficient time to the Company's affairs to meeting the expectations of your role. The prior consent of the Chairman must be sought before accepting additional commitments that might adversely affect the time you can devote to your role. The attached RNS announcement covers approved appointments.

Role

Non-executive directors have the same general legal responsibilities to the Company as executive directors. The board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs.

Aukett Swanke Group Plc

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The Board

- Sets the Company's strategic goals, ensures that appropriate resources are in place to enable the Company to meet its goals and reviews management performance.
- Provides leadership with a framework of controls which enable risk to be assessed and managed; and
- Sets the Company's values and standards and ensures its obligations to shareholders and others are understood and met.

In addition to these general requirements, non-executive directors are expected to bring objectivity and an independent perspective to the Board's discussions and the role has the following key elements:

- **Strategy:** Non-executive directors should constructively challenge and contribute to the development of strategy;
- **Performance:** Non-executive directors should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- **Risk:** Non-executive directors should satisfy themselves that financial information is accurate and the financial controls and systems of risk management are robust and defensible; and
- **People:** Non-executive directors are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, senior management, and in succession planning.

Committees

It has been agreed that you will be a member of sub-committees as agreed by the Board from time to time and be Chairman of the Audit Committee.

Fees and Expenses

You will be entitled to a fee of £30,000 per annum from the Company which will be payable to you monthly in arrears, and will be subject to an annual review by the Board.

The monthly payment will be subject to deductions for income tax and national insurance contributions.

You agree that you will not be entitled to any compensation for loss of office.

The Company will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office. Expenses should be claimed no less frequently than every three months. Travel costs to meetings at Central London locations are not reimbursable.

Non-executive directors are not entitled to bonuses nor be covered by employee benefit arrangements. Neither are they entitled to participate in any share option plans nor receive any other form of remuneration from the Company.

Outside interests

It is understood that you may have business interests other than those of the Company, and indeed, the fact that you do so may be of benefit to the Company enabling you to make a full contribution to the work of the Board and by bringing you other experiences to bear.

In the event that you become aware of a potential conflict of interest with your position with the Company you should notify the other Directors. It may be the case that the Board will then exclude you from its discussions on such matters until the potential conflict of interest has been resolved.

Confidential Information

During the course of your appointment you may come into possession of trade secrets and confidential information relating to the business and finance of, and services provide by, the Company and other companies in the Group. Neither during the course of your appointment nor at any time after its termination for any reason use, other than for the purposes of the Company, or disclose to any person or persons whatsoever, any such confidential or secret. This does not apply to any information in the public domain or of which you are aware independently of this appointment.

Your attention is drawn in particular to the legislative and regulatory requirements regarding the disclosure of the price sensitive information.

Share dealing

Dealing in the shares of the Company is subject to the AIM Rules for Companies, and permission must be sought in advance from the Company Secretary before you trade in the shares of the Company. There will be periods of the time when you will be unable to trade in the shares of the Company.

Insurance

The Company shall use its reasonable endeavours to obtain appropriate directors' and officers' liability insurance and to maintain the cover in force for the full term of your appointment, subject to the provisions governing such insurance and on such terms as the Board may from time to time decide.

Termination

The Company may by notice in writing terminate your appointment with effect if:

- You become bankrupt or make any arrangement with your creditors generally; or
- You are admitted to hospital for treatment under the Mental Health Act 1983 (as amended) or have an Order made by any competent Court for your detention or the appointment of a person to exercise powers with respect to your property or affairs; or
- You become disqualified or prohibited from being or acting as a Director of any company by reason of any statutory provision or an Order made by any competent Court; or
- You are convicted of any criminal offence other than an offence which is the reasonable opinion of the Board adversely affects neither the reputation of the Company nor your ability to fulfil your duties adequately; or
- You are the subject or cause of the Company to be subject of a penalty or reprimand imposed by any regulatory authority by which the Company is governed or to which its activities are subject.

Please sign where indicated below to confirm your acceptance of the terms of this letter.

Yours sincerely,

Raul Curiel
Chairman

I confirm my acceptance of the above terms

Signed: -----

Date: -----

Aukett Swanke Group Plc

Director Appointment

Aukett Swanke Group Plc (the Group) ("ASG"), the international group of architects and interior designers is pleased to announce the appointment of Clive Carver as an independent non-executive director.

Clive is a chartered accountant and worked with Coopers & Lybrand, Kleinwort Benson and Price Waterhouse Corporate Finance before becoming head of Corporate Finance at Seymour Pierce, Williams de Broe and finnCap, successively. He is Executive Chairman of Caspian Sunrise plc and Non-executive Chairman of appScatter Group plc, both are admitted to trading on AIM.

Nicholas Thompson commented: "The Board is delighted to have Clive join the board. We very much look forward to working together and benefiting from his extensive public markets experience."

Enquiries

Aukett Swanke Group Plc 020 7843 3000
Nicholas Thompson, Chief Executive Officer
Tony Barkwith, Group Finance Director

finnCap 020 7220 0500
Corporate Finance: Julian Blunt/Giles Rolls
ECM: Alice Lane

Investor / Media Enquiries 07979 604687
Chris Steele/Ben Alexander

In accordance with schedule 2(g) of the AIM Rules for Companies the following disclosures are made relating to Clive Nathan Carver, (age 58):

Current directorships/partnerships

Caspian Sunrise PLC
Eragon Petroleum PLC
Eragon Petroleum UAE
Aibek Investments UAE
ELK Associates LLP
ELK Corporate Services Ltd
appScatter Group PLC
Primary Bid Limited
BrightSpark Capital Limited
Fairfax Close Management

Previous directorships/partnerships

PowerHouse Energy Group plc
Darwin Strategic PLC
365 Agile PLC (formerly IAFYDS plc / V Phase PLC)¹

Fastjet PLC
Ascent Resources PLC
First Graphene Limited (Australian)
Tax Systems PLC

¹On 12 December 2003, 365Agile PLC's (then named lafyds PLC) entire issued share capital was admitted to trading on AIM. Following completion of an acquisition constituting a reverse takeover under the AIM Rules for Companies, lafyds PLC's enlarged share capital was re-admitted to trading on AIM on 26 September 2007. Due to adverse trading conditions, lafyds PLC's shares were suspended from trading on AIM on 20 June 2013 and on 4 September 2013 lafyds PLC was placed into administration under the Insolvency Act 1986. Following the approval of a company voluntary arrangement ("CVA") proposed by the administrators as a means of rescuing lafyds PLC as a going concern, lafyds PLC exited administration on 27 December 2013. On 24 September 2013, lafyds PLC disposed of all of the intellectual property and tooling of its former operating subsidiary, VPhase Smart Energy Limited (which was dissolved on 26 February 2016 following liquidation). On 10 February 2014, simultaneously with a fundraising and other consequential corporate actions, lafyds PLC became an investment company under the AIM Rules for Companies and its shares recommenced trading on AIM. On 23 January 2015, the supervisors of the CVA filed a notice of the completion of the CVA. Clive Carver was appointed as a director of lafyds PLC on 10 February 2014.

The information communicated in this announcement is inside information for the purposes of Article 7 of Regulation 596/2014.