

Due South Group

Corporate Governance Charter

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Foreword from the Chief Executive

At Due South Group, we believe that successful infrastructure is built on more than engineering and finance. It is built on trust, integrity, accountability and responsible leadership.

Our purpose is to develop and deliver sustainable infrastructure, renewable energy and humanitarian projects that strengthen communities, improve public services and support long-term economic development. We work in partnership with governments, investors, development institutions, international organisations and local stakeholders to transform strategic opportunities into practical, measurable outcomes.

The confidence placed in us by our partners is earned through the standards by which we conduct ourselves. Good governance is therefore not simply a corporate obligation; it is fundamental to every decision we make and every project we undertake.

This Charter establishes the principles that guide Due South Group and demonstrates our commitment to transparency, ethical conduct and professional excellence.

As Chief Executive, I am committed to ensuring that these principles remain central to our organisation as we continue to expand our international activities.

**Steven Edwards
Chief Executive Officer
Due South Group**



1. Our Purpose

Due South Group is an international infrastructure development and project management company specialising in renewable energy, healthcare infrastructure, humanitarian programmes and sustainable development.

We work alongside governments, public institutions, private investors and international funding organisations to develop and deliver projects that improve lives, strengthen essential services and create lasting economic and social value.

Every project we undertake is guided by the principles of integrity, professionalism, sustainability and responsible stewardship of public and private investment.



2. Purpose of this Charter

This Corporate Governance Charter establishes the governance framework under which Due South Group operates.

It defines the standards of leadership, accountability, decision-making and ethical conduct expected throughout the Company and provides assurance to clients, funding organisations, governments, investors and project partners that our business is managed responsibly, transparently and professionally.

The Charter applies to all directors, employees, consultants, contractors and representatives acting on behalf of Due South Group.



3. Our Values

The Company's culture is founded upon six core values:

Integrity

We conduct our business honestly, ethically and transparently.

Accountability

We accept responsibility for our decisions, actions and commitments.

Excellence

We strive to achieve the highest professional standards in every project we deliver.

Partnership

We build long-term relationships based upon trust, respect and collaboration.

Sustainability

We seek solutions that create lasting environmental, economic and social benefits.

Innovation

We embrace new technologies and practical thinking to solve complex infrastructure challenges.

These values guide every aspect of our operations.



4. Governance Principles

Due South Group is committed to:

- **Strong and accountable leadership.**
- **Ethical decision-making.**
- **Transparent financial management.**
- **Effective risk management.**
- **Compliance with all applicable legislation.**
- **Responsible environmental and social stewardship.**
- **Continuous organisational improvement.**
- **Respect for human rights.**
- **Fair and ethical procurement.**
- **Responsible management of public and donor funding.**

These principles underpin every business activity undertaken by the Company.



5. Leadership and Oversight

The Chief Executive Officer provides strategic leadership and is responsible for ensuring that the Company operates in accordance with this Charter.

Management is responsible for:

- **Implementing Company policies.**
- **Maintaining effective governance systems.**
- **Managing organisational and project risks.**
- **Ensuring compliance with legal and contractual obligations.**
- **Promoting ethical conduct.**
- **Delivering continual improvement.**

Every individual working on behalf of Due South Group shares responsibility for maintaining these standards.



6. Ethical Conduct

Integrity is fundamental to the Company's reputation.

Due South Group maintains a zero-tolerance approach towards:

- **Bribery and corruption.**
- **Fraud and financial misconduct.**
- **Money laundering.**
- **Conflicts of interest.**
- **Modern slavery.**
- **Human trafficking.**
- **Discrimination.**
- **Harassment.**
- **Abuse of confidential information.**
- **Unethical procurement practices.**

Business decisions shall always be made fairly, objectively and in the best interests of clients, partners and the communities we serve.



7. Accountability and Transparency

The Company is committed to maintaining clear governance arrangements throughout every project.

This includes:

- **Defined authority levels.**
- **Transparent decision-making.**
- **Effective financial controls.**

- Documented project governance.
- Risk reporting.
- Independent assurance where appropriate.
- Regular project performance reviews.

We recognise that transparency builds confidence and strengthens long-term partnerships.



8. Risk Management

Infrastructure and humanitarian programmes often operate in complex environments.

Due South Group maintains structured systems for identifying, assessing and managing strategic, financial, operational, environmental, security and reputational risks.

Risk management is embedded throughout the project lifecycle and forms part of every significant business decision.



9. Financial Stewardship

The Company is committed to the responsible management of financial resources.

This includes:

- Accurate accounting.
- Effective budget control.
- Transparent financial reporting.
- Appropriate authorisation procedures.
- Protection of client and donor funds.
- Independent financial review where required.

We recognise our responsibility to ensure that all funding entrusted to the Company is managed efficiently, ethically and for its intended purpose.



10. Legal and Regulatory Compliance

Due South Group complies with applicable legislation and recognised international standards in every jurisdiction in which it operates.

This includes compliance with:

- **Corporate law.**
- **Anti-bribery legislation.**
- **Modern slavery legislation.**
- **Data protection requirements.**
- **Export controls.**
- **International sanctions.**
- **Environmental legislation.**
- **Health and Safety requirements.**
- **Donor compliance obligations.**

Where local legal requirements differ from our own standards, the Company seeks to apply the higher standard wherever practical and lawful.



11. Humanitarian Responsibility

When delivering humanitarian and healthcare programmes, Due South Group recognises its responsibility to ensure that resources are used effectively, ethically and transparently.

Our objective is to maximise positive social impact while maintaining accountability to funding organisations, government partners and the communities we serve.



12. Sustainability

We believe that successful infrastructure should create lasting value.

Environmental protection, climate resilience, social inclusion and responsible resource management are integrated into our project planning and delivery wherever appropriate.

Our ambition is to deliver infrastructure that contributes to stronger communities and sustainable economic development.



13. Stakeholder Engagement

We work collaboratively with governments, ministries, development finance institutions, investors, local authorities, contractors, suppliers and community representatives.

Open communication, mutual respect and transparency are essential to maintaining successful partnerships and delivering projects that achieve meaningful outcomes.



14. Continuous Improvement

Due South Group is committed to learning from experience.

We regularly review our governance systems, policies and project performance to ensure that lessons learned are incorporated into future programmes.

Continuous improvement is essential to maintaining the confidence of our partners and achieving excellence in project delivery.



15. Review

This Charter shall be reviewed annually or following any significant change in legislation, organisational structure or operational activity.

Compliance with this Charter is mandatory for all individuals acting on behalf of Due South Group.



Our Commitment

Due South Group is committed to being recognised as a trusted international partner in the development and delivery of sustainable infrastructure, renewable energy and humanitarian programmes.



Our reputation will continue to be built upon integrity, professionalism, accountability and the successful delivery of projects that improve lives and create lasting value for the communities we serve.

I believe this version positions Due South Group not simply as a contractor, but as an organisation with a clearly articulated mission, mature governance and a commitment to ethical, sustainable project delivery. It also provides a consistent tone that we can carry through the remaining policies in your Governance & Compliance Manual.