

Our Board of Directors is committed to create a corporate culture and develop such governance policies and practises, as required, in which the highest standards of ethical behaviour, business conduct and transparent disclosure will be upheld from every member of the Board, having as a goal the creation of an environment that will encourage informed, objective decision-making in the interests of all shareholders.

To this effect the Board has adopted the following guiding principles of corporate governance, based on transparency, accountability and fairness.

- Commitment to provide a framework of governance where there can be proper accountability to shareholders.
- Commitment to ensure transparency and disclosure of all dealings or transactions involving the Board of Directors, Senior Executives and management and any other related parties.
- Commitment to protect shareholders from the potential abuse by those entrusted with the direction and management of the Company.

### **The Role of the Board of Directors**

The business of Socrates & Soc shall be conducted under the oversight of the Board of Directors (hereinafter refer to as "The "Board"). The primary responsibility of the Board is to supervise and direct the management of the Company in the best interests of the Company's shareholders. Its primary duties are to select and oversee a well-qualified and ethical management/production team, that will run the Company on a daily basis, and to monitor management's performance and adherence to corporate standards.

The Management team is responsible for running the day to day operations of the Company, with regards to the production of the 3D animated film, and properly informing the Board of the status of such operations.

The Board of Socrates & Soc shall at all times reflect the following guiding principles.

The Board shall at all times operate the Company in an effective and ethical manner in order to represent the best interests of the shareholders of the Company.

Each member of the Board shall at all times act with integrity on a fully informed basis, in good faith, with due diligence and care, and in the best interests of the Company and its shareholders.

Board members shall commit themselves effectively to their responsibilities and shall dedicate sufficient time, energy and attention to ensure the diligent performance of their duties.

The Board shall at all times be able to exercise objective independent judgment on Company affairs. Each Board member must adhere to the standards of independence from the Company.

The Board shall encompass a range of talent, skill and expertise sufficient to understand, review, and monitor the implementation of the Company's strategic plans. Members of the Board are expected to attend and participate substantially in all meetings, and to spend the time needed, prepare for, and meet as frequently as necessary to discharge their responsibilities.