

ADS-ECO SPV

GOVERNANCE AND MANAGEMENT

Detailed Section | English Version



ADS-ECO SPV is designed to operate under a transparent, professional and investor-trusted governance model. The governance system is structured to provide strategic control, effective executive management, disciplined decision-making, ESG oversight and continuous risk monitoring for the ADS-ECO Eco-Industrial Complex.

The model combines shareholder-level control, board-level supervision, executive-level implementation and specialized advisory or control bodies. This structure protects investor interests, strengthens accountability and supports the long-term sustainable development of the entire platform.

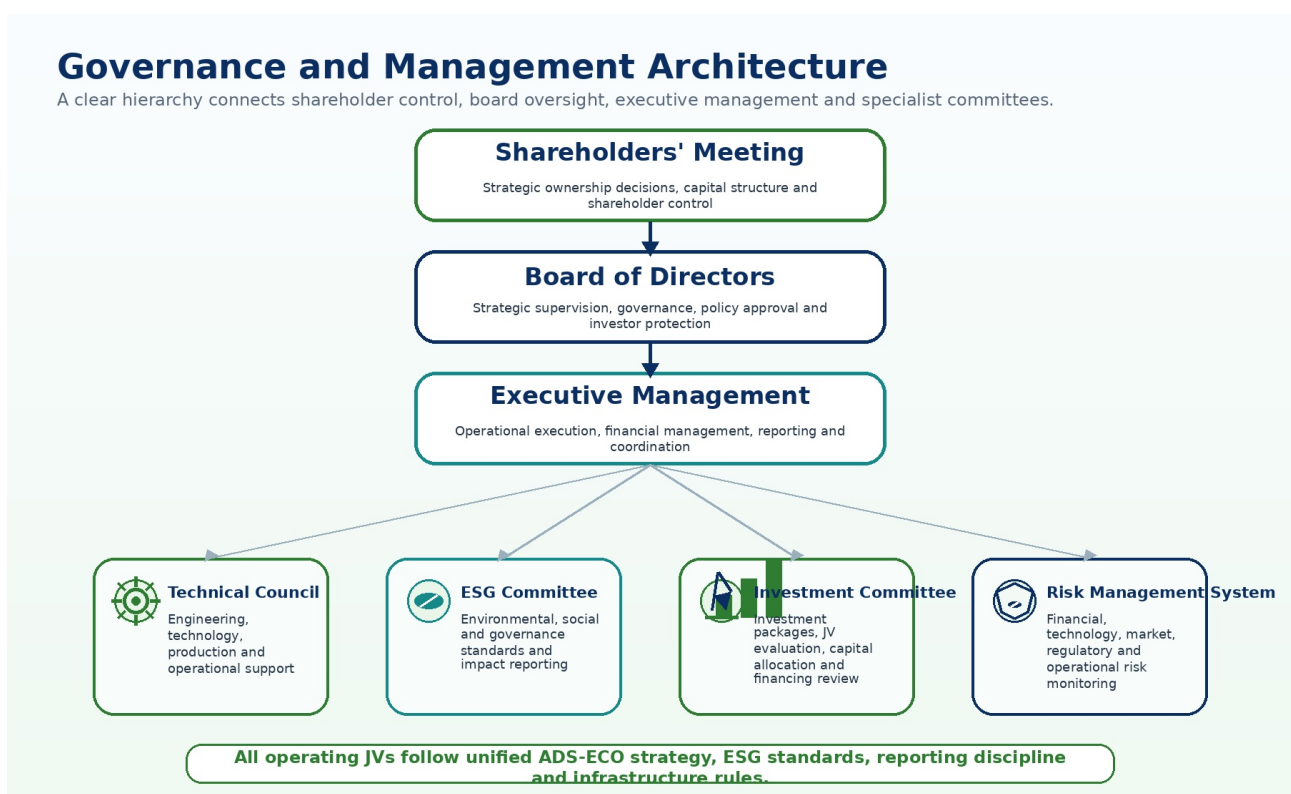
1. Governance Purpose and Operating Logic

The primary purpose of the ADS-ECO SPV governance model is to ensure that a large, multi-sector eco-industrial platform can be managed in a coordinated, transparent and financially disciplined manner. Because ADS-ECO may include several investment directions and Joint Ventures, governance cannot rely only on informal project management. It requires a clear institutional structure, defined responsibilities and regular reporting mechanisms.

The governance system is intended to support both strategic decision-making and day-to-day execution. At the strategic level, shareholders and the Board of Directors provide long-term direction, approve major decisions and supervise the protection of investor rights. At the operating level, executive management coordinates finance, contracts, infrastructure, implementation, reporting and stakeholder engagement. Specialized bodies support the platform with technical, ESG, investment and risk-management expertise.

The governance model is built around the following core principles:

- transparency in decision-making, reporting and investor communication;
- clear separation between ownership, oversight and executive implementation;
- professional review of technical, financial, ESG and risk-related decisions;
- consistent rules for all Joint Ventures and operating units;
- long-term protection of ADS-ECO strategy, brand, land assets and shared infrastructure.



Illustrative governance hierarchy showing shareholder control, board oversight, executive delivery and specialized committees.

2. Main Governance Bodies

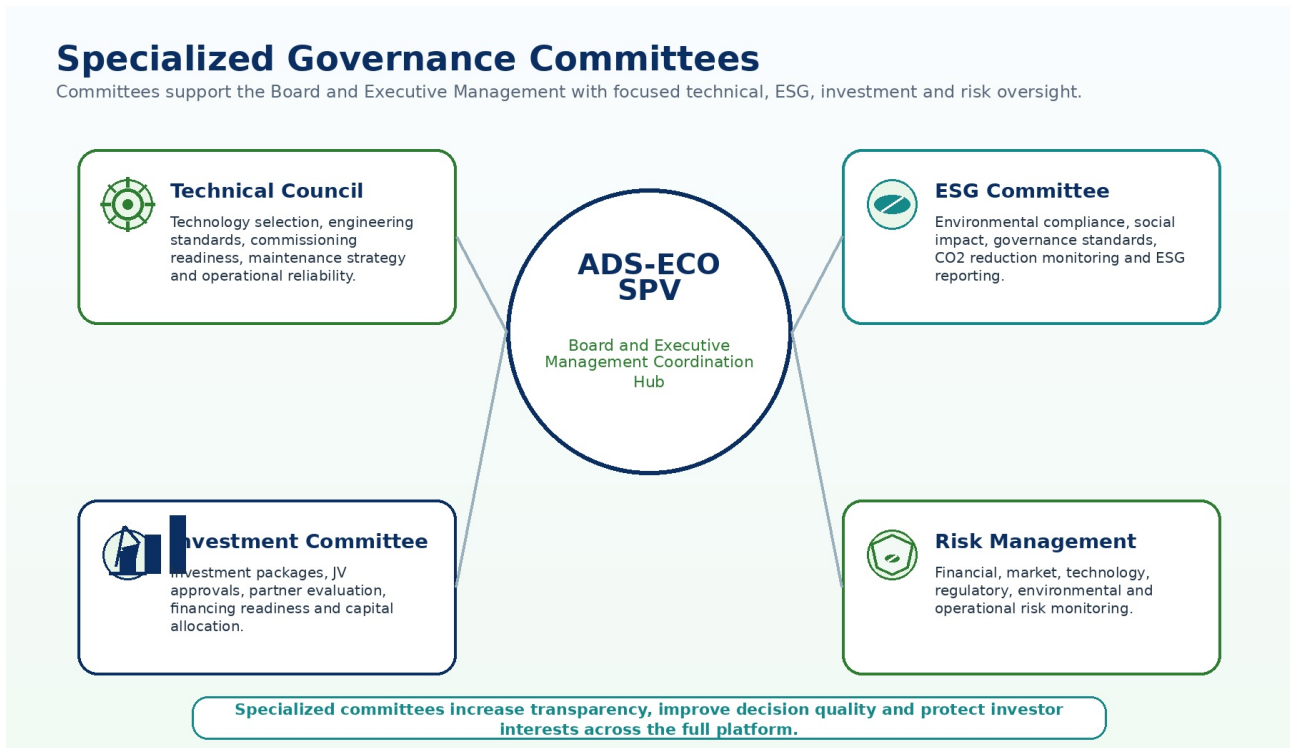
The governance architecture of ADS-ECO SPV may include several formal and functional bodies. Each body has a specific role in the governance chain and contributes to the protection of the project, investors, lenders, partners, and long-term platform strategy.

Governance Body	Role and Description
Shareholders' Meeting	Acts as the highest ownership-level body. It approves fundamental corporate matters, reserved shareholder decisions, changes in capital structure, major strategic transactions and other issues that require shareholder consent.
Board of Directors	Provides strategic oversight, approves key policies, supervises management performance, reviews major investment decisions and ensures that the SPV operates according to investor expectations and corporate governance standards.
Executive Management	Implements the project strategy on a daily basis. It manages finance, contracts, operations, procurement, reporting, coordination of Joint Ventures and execution of Board-approved decisions.
Technical Council	Supports technology, engineering and operational decisions. It reviews technical solutions, EPC readiness, commissioning issues, production standards, equipment selection and maintenance strategy.
ESG Committee	Oversees environmental, social and governance standards. It supports CO2 reduction monitoring, waste diversion reporting, environmental compliance, stakeholder engagement and ESG disclosure.
Investment Committee	Reviews investment packages, Joint Venture proposals, financing structures, investor participation models and risk-return logic before major commitments are made.
Risk Management System	Maintains continuous monitoring of financial, technological, market, regulatory, environmental and operational risks. It supports risk registers, mitigation plans and escalation procedures.

3. Specialized Committees and Advisory Functions

Specialized governance committees are important for an eco-industrial platform because the project includes technical, environmental, financial and operational complexity. These committees do not replace the Board or management. Instead, they improve the quality of decisions by providing focused review, independent analysis and structured recommendations.

For ADS-ECO SPV, the committee framework may be used to ensure that investment decisions are not only financially attractive, but also technically feasible, environmentally compliant, operationally realistic and aligned with the long-term platform strategy. This creates stronger confidence for strategic investors, institutional investors, banks and development finance institutions.



Specialized committees create a professional support layer for the Board and Executive Management.

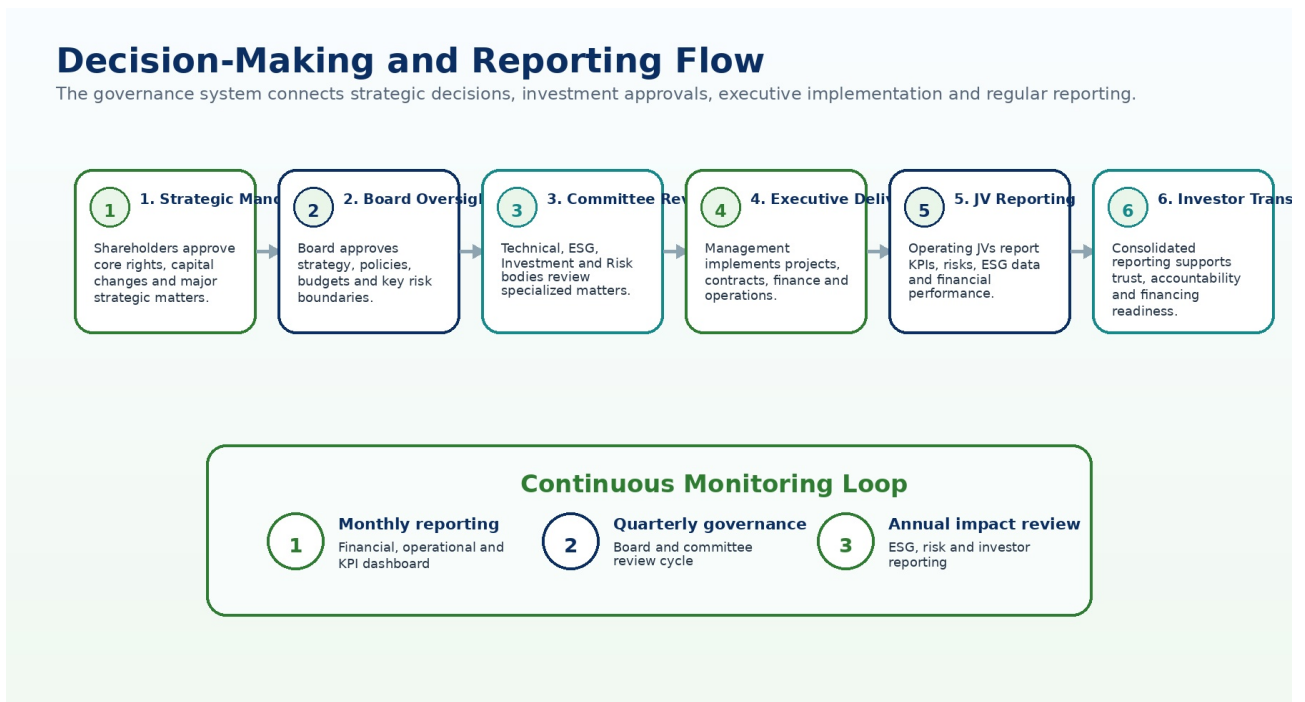
Key functional responsibilities may include:

- reviewing technology, EPC and O&M; readiness before investment approval;
- monitoring ESG requirements and impact reporting across all project phases;
- evaluating Joint Venture proposals, partner suitability and financing models;
- maintaining a risk register and monitoring mitigation actions;
- ensuring that individual business units follow common ADS-ECO platform standards.

4. Decision-Making and Reporting Flow

The governance model should support a clear flow of decisions from strategy to implementation and back to reporting. Shareholders and the Board define the strategic mandate, executive management implements approved plans, committees review specialized matters, and Joint Ventures report operational, financial, ESG and risk information to the platform.

A disciplined reporting cycle is especially important for a multi-SPV or Joint Venture platform. It allows ADS-ECO to consolidate information from different business units and maintain a single overview of performance, risks, environmental impact, financing requirements and operational priorities.



A structured reporting and decision cycle supports accountability and investor transparency.

Typical reporting channels may include monthly management reports, quarterly Board reviews, ESG dashboards, risk registers, financial updates, JV performance reports and annual impact summaries.

5. Investor Protection and Accountability Matrix

A well-defined governance structure protects investors by clarifying who makes decisions, who supervises implementation, who reviews risks and who reports performance. This reduces uncertainty, limits conflicts and creates a higher level of trust for external capital providers.

The accountability framework also supports lenders and development finance institutions. Financial institutions typically require clear governance, defined decision rights, risk monitoring, reporting discipline and reliable project controls. ADS-ECO SPV can use this governance structure to demonstrate that the project is managed according to professional infrastructure investment standards.

Accountability and Control Matrix

Clear responsibilities protect investors and ensure that each governance body has a defined role.

Governance Body	Primary Role	Key Controls	Outputs
Shareholders' Meeting	Ownership decisions and shareholder rights	Reserved matters, capital approvals, major transactions	Strategic mandate and shareholder resolutions
Board of Directors	Strategy, supervision and governance	Policies, budgets, risk limits, management oversight	Approved strategy, budgets and governance rules
Executive Management	Daily execution and platform delivery	Contracts, operations, finance, HR, reporting discipline	Implementation plans and management reports
Technical Council	Engineering and technology support	Technology review, EPC quality, commissioning readiness	Technical recommendations and standards
ESG Committee	Environmental, social and governance oversight	ESG KPIs, compliance, impact reporting, community interface	ESG reports and corrective action plans
Investment Committee	JV and financing package evaluation	Partner screening, financial review, risk-return assessment	Investment recommendations and approval notes
Risk Management System	Continuous risk monitoring	Risk register, mitigation plans, escalation procedures	Risk dashboard and mitigation updates

The matrix supports transparent governance, investor protection, accountability and long-term platform discipline.

Accountability matrix showing the roles, controls and outputs of the main governance bodies.

6. Risk Oversight within the Governance Model

Risk management is integrated into the governance model rather than treated as a separate administrative function. The Board defines risk appetite and major risk boundaries, executive management monitors project execution, committees review specific risk areas, and operating JVs provide performance and risk data to the platform.

The system may cover the following risk categories:

- financial risks, including funding delays, cost escalation, revenue volatility and debt-service pressure;
- technological risks, including technology selection, equipment performance, commissioning and maintenance reliability;
- market risks, including demand for recycled materials, energy prices, off-take conditions and service contracts;
- regulatory risks, including permits, environmental approvals, tariffs, land-use issues and compliance obligations;
- environmental and ESG risks, including emissions, waste handling, water management, occupational health and community impact;
- operational risks, including safety, downtime, supply-chain continuity, staffing, training and emergency response.

By assigning risk monitoring responsibilities to the right governance level, ADS-ECO SPV can detect issues earlier, apply corrective measures faster and keep investors informed. This improves the overall resilience of the platform and supports long-term financial stability.

Governance Conclusion

The ADS-ECO SPV governance and management model creates a transparent and professional institutional framework for a complex eco-industrial platform. It combines shareholder oversight, Board supervision, executive implementation, technical expertise, ESG control, investment review and risk management. This structure supports investor confidence, protects strategic assets, improves decision-making and enables the long-term sustainable development of the ADS-ECO Eco-Industrial Complex.