



Governance Statement for FMS

Introduction

This Governance Statement presents the guiding principles and policies governing the operations of FMS, a leader in providing outsourced accounting, software solutions, and consulting services, specifically tailored for the retail industry. Under the leadership of our Executive Team, we commit to upholding the highest standards of integrity, transparency, and efficiency.

1. Governance Structure

- **Board of Directors:** Our Board, guided by industry experts, sets our strategic direction, oversees management, and ensures accountability to our stakeholders.
- **CEO and Management Team:** CEO Robert W. Graybill leads our management team in executing FMS's strategic vision and managing daily operations.
- **Committees:** Committees such as Audit and Risk Management support the Board in fulfilling its oversight responsibilities.
 - **Audit Committee:**
 - Robert W Graybill
 - Tatyana Levy
 - Mark Franklin
 - **Risk Management Committee:**
 - Robert W Graybill
 - Tatyana Levy
 - Brian Kilinc
 - Adam Deardorff

2. Ethical Standards and Compliance

- **Code of Ethics:** We adhere to a strict Code of Ethics, promoting integrity, responsibility, and professionalism in all our actions.
- **Legal Compliance:** FMS complies with all relevant laws and regulations, including those specific to accounting, data protection, and the retail sector.

3. Risk Management

- **Risk Assessment:** We regularly conduct risk assessments focusing on financial operations, technology, and client projects in the retail industry.
- **Mitigation Strategies:** Strategies including insurance and robust internal controls are in place to effectively manage and mitigate risks.

4. Client Engagement and Confidentiality

- **Service Agreements:** Our agreements clearly outline service scopes, responsibilities, and expectations for each retail client.
- **Confidentiality:** We uphold strict confidentiality protocols to safeguard client information, in line with (and above) all legal and industry standards.

5. Quality Assurance

- **Standards and Procedures:** FMS's services meet professional standards and internal procedures to ensure high quality and dependability.
- **Continuous Improvement:** We continually refine our processes and services, integrating best practices and valuable client feedback.

6. Transparency and Reporting

- **Prioritizing Feedback:** We regularly stress the importance of an open and transparent feedback environment no matter the level of seniority.
- **Financial Reporting:** Accurate and transparent financial records are maintained and reported following applicable accounting standards.
- **Stakeholder Communication:** We engage in regular communication with our clients, employees, and regulators to maintain transparency and trust.

7. Technology and Innovation

- **Software Solutions:** FMS offers advanced technological solutions, specifically designed to meet the evolving needs of the retail industry.
- **Security & Modernization:** Our CIO Brian Kilinc leads the organization in technology innovation and cyber security initiatives to ensure that we as a company maintain our footprint as an industry leader.
- **Innovation:** We are committed to innovation, investing in research and development to stay at the forefront of technology in our field.

Conclusion

FMS, under the leadership of CEO Robert W. Graybill, is dedicated to these governance principles. Adherence to this framework is key to delivering exceptional services to our retail clients, maintaining stakeholder trust, and ensuring our continued success in the industry.