

# SSP GROUP PLC BOARD DIVERSITY POLICY



5 October 2022

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## 1. PURPOSE

1.1 This Board Diversity Policy (the "Policy") sets out the Board of SSP Group plc's (the "Board's") approach to diversity. The Policy is intended to assist the Board, through the work of the Nomination Committee (the "Committee"), by setting objectives for achieving board and senior management diversity, promoting the success of SSP Group plc (the "Group") for the benefit of its shareholders as a whole, having regard to the interests of other stakeholders.

1.2 This Board Diversity Policy is applicable to the Board only but sits alongside the Group's other group policies adopted from time to time which set out the Group's broader commitment to inclusion and diversity.

## 2. POLICY STATEMENT

2.1 The Board believes that:

- i. diversity, including gender and ethnic diversity, but also diversity of experience and backgrounds, is important not only in the business generally, but also with respect to the composition of the Board;
- ii. it is important to understand and represent the views of its diverse workforce, customer base and the communities in which it operates;
- iii. by promoting diversity and inclusion in support of the Group's values, the Board and senior management are able to lead by example and promote the desired culture of the Group and an environment where colleagues can thrive; and
- iv. with the right knowledge, skillsets and a breadth of perspectives present in the boardroom, it is more likely to engage in creative decision making and innovation and to maximise opportunities for the Group's success.

2.2 Other details of the Group's practices and initiatives in relation to inclusion and diversity are disclosed in the Group's annual report.

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### 3. POLICY OBJECTIVES

- 3.1 The Board will ensure that it is made up of an appropriate mix of skills, experience and knowledge required to effectively oversee and support the management of the Company.
- 3.2 The Board supports the recommendations set out in the FTSE Women Leaders Review (and previously the Hampton-Alexander Review) on gender diversity the Parker Review on ethnic diversity. While recognising that periods of change in Board composition may result in temporary periods when this balance is not achieved, the Board is committed to maintaining:
- i. no less than 40% female representation on the Board;
  - ii. no less than one female in the role of either Chair, Senior Independent Director, Chief Executive or Chief Financial Officer; and
  - iii. no less than one director from a minority ethnic background.
- 3.3 The Board will support and monitor the Group's plans and activities to review the diversity of its senior management and its pipeline and to explore the ways in which the overall diversity balance in the Group Executive Committee and senior leadership positions can be developed.

### 4. MONITORING AND REPORTING

- 4.1 The Committee leads the process for Board appointments and makes recommendations to the Board and in accordance with its terms of reference, the Committee shall:
- i. regularly review the structure, size and composition of the Board (including its skills, knowledge, independence, experience and diversity);
  - ii. oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Group;
  - iii. set measurable objectives for board and senior management diversity, including as part of this Board Diversity Policy;
  - iv. when the Board wishes to appoint a director, the Committee will evaluate the balance of skills, knowledge, independence, experience and diversity on the Board. When identifying suitable candidates, the Committee should:
    - a. use open advertising or the services of external advisers to facilitate the search;

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- b. consider candidates from different genders and a wide range of backgrounds; and
  - c. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position; and
  - v. report to shareholders through the Group Annual Report on the implementation and progress against the objectives set out in this Board Diversity Policy as required by the UK Corporate Governance Code, and the Disclosure Guidance and Transparency Rules and other regulatory requirements.

## **5. REVIEW OF THE POLICY**

5.1 The Committee will regularly review this Policy to ensure its alignment with best practice and the requirements of the UK Corporate Governance Code and any other applicable rules or law, as appropriate.

5.2 The Committee will recommend any necessary revisions to the Board for approval.

**Approved by the SSP Group plc Board on 5 October 2022**