# Report of the Nominations Committee

Our focus has been on building a diverse, capable, and future-ready leadership structure to deliver on ZIGUP's strategic priorities and sustainable growth.

## Committee membership

| | Meeting attendance |
|---|---|
| Avril Palmer-Lavery | 2/2 |
| Mark Butcher | 2/2 |
| Bindi Karia | 2/2 |
| John Pattullo | 2/2 |
| Nicola Rabson | 2/2 |

**Avril Palmer-Lavery**
Nominations Committee Chairman

## Dear stakeholder,

I am pleased to present the Report of the Nominations Committee (the Committee) for the year ended 30 April 2026 which outlines the Committee's work to ensure the Board and senior leadership of the Group continue to maintain the appropriate balance of skills, experience and diversity required to support the Group's long-term success and the effective delivery of its strategy.

## Board changes

The Committee was pleased to welcome Rachel Coulson to the Board as CFO. Rachel brings significant financial, operational, and strategic experience gained in senior roles within complex, customer-focused organisations. Her appointment followed a thorough and rigorous selection led by the Committee, supported by external advisers, and we are confident that her expertise will support the Group as it executes its strategic priorities.

Rachel has undertaken a comprehensive and tailored induction programme, since joining the Board in August 2025, further details of which are available later in this report. Rachel has integrated quickly into the leadership team and the Board, and we are already benefitting from her insight and contribution.

## Alignment with the Group's strategic ambition

During the year, the Group announced a new operating model for the UK&I business. The revised structure is designed to, set out a clear framework to deliver sustainable growth, enhance returns and further strengthen ZIGUP's market position. The Committee has carefully considered the implications of this strategic ambition for Board and executive leadership composition and is satisfied that the Group has the appropriate leadership capability experience and depth to support its delivery.

Ensuring that the Board and executive leadership team remain aligned with the Group's strategic direction is a core responsibility of the Committee, and we will continue to review succession plans and leadership requirements as the strategy evolves.

## Board composition, diversity and effectiveness

The Committee continues to ensure that the Board maintains an appropriate balance of skills, experience, independence and diversity. We recognise that diversity in its broadest sense enhances the quality of Board debate and decision making and supports the long-term success of the Group. Diversity considerations remain central to our succession planning and appointment processes.

## Activities during FY2026.

Since May 2025, the Committee has:

- Reviewed talent and succession plans for Board and senior management roles
- Overseen the induction process for the new CFO
- Made recommendations to the Board in relation to Directors' annual reappointment and re-election at the Company's AGM
- Overseen the Group's diversity and inclusion agenda, its role in promoting an inclusive and high-performing culture as part of the Group's strategy, and progress in building a diverse talent pipeline

# Report of the Nominations Committee continued

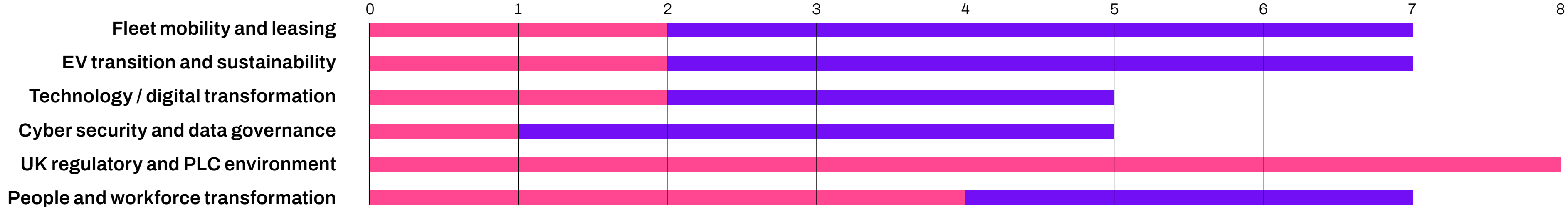
## Demonstrating our skills

The skills matrix below details some of the key skills and experience that our Board has, and is particularly valuable for the effective oversight of the Group and execution of our strategy. Directors bring those skills to the boardroom from their roles both within and outside ZIGUP plc. The skills matrix aligns with the Group's strategic priorities, to ensure the Board remains fully equipped to support delivery of the Group's strategy and purpose and provide challenge to the executive and senior management teams.

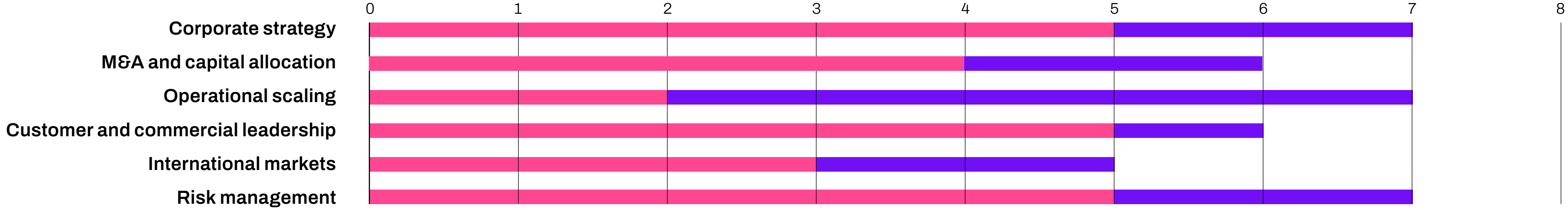
**Skills / Experience**

**Number of Directors**

### Operating context and future trends




### Strategy and commercial leadership




### Governance and stewardship

# Report of the Nominations Committee continued

## Board recruitment

Board appointments are made on merit against objective criteria. The Committee will evaluate the skills, experience and knowledge of the Board against the future challenges affecting the business (including climate-related issues), and in light of this, will prepare a description of the role and the attributes required for a particular appointment. This will include a job specification, and an estimate of the time commitment expected. The Committee then compiles a shortlist taking account of known candidates and candidates suggested by the Group's Board, advisers, and/or appointed recruitment consultants. The appointment process takes account of the benefits of diversity of the Board, including gender diversity; and in identifying suitable candidates, the Committee considers candidates from a range of backgrounds. However, all appointments are made on merit.

The Committee oversees succession planning for Directors and senior management, as well as broader consideration of the leadership needs of the business and senior management development.

We continue to support both the FTSE Women Leaders' Review and the Parker Review and, the Board is compliant with the recommendations of the Parker Review. As at 30 April 2026, the Board is compliant with the Board Diversity Targets as set out in Listing Rule 9.8.6(R) with women comprising 50% (2025 43%).

## Succession planning

Succession planning for the Executive Committee and its direct reports is key to the long-term sustainable success of the Group, and ensuring there is a leadership pipeline of talent is part of the Committee's role. The Committee discusses the likely skills and talent that will be needed in the future, as the Group's business and external environment evolve.

The Committee, along with the Board, is also committed to recognising and nurturing talent within the executive management levels and its direct reports across the Group.

Alongside its focus on succession planning and the development of leadership talent across the Group, the Committee, together with the Board, also keeps the composition, tenure, and independence of the Board under regular review. The Committee notes that certain Non-Executive Directors have now served on the Board for a tenure of between six and seven years. In line with the Group's governance arrangements, the Committee will continue to keep the independence of all Directors under regular review, taking into account tenure, contribution, judgement and continued ability to exercise independent oversight. No concerns regarding the independence or effectiveness of these Directors have been identified.

## CFO Board Induction programme

Rachel Coulson's induction commenced shortly after she joined the Company as CFO on 18 August 2025. This programme was designed to provide a comprehensive understanding of the Group's business model, financial structure, governance framework, and strategic priorities.

During the year, the CFO participated in meetings with Board members, senior management, and external advisers, together with visits to key operational sites across the Group. The programme provided insight into the Group's operations, financial and reporting processes, risk management and internal control framework, organisational culture, and key stakeholder relationships. In addition, the induction covered the Group's strategic priorities, governance arrangements and principal commercial and operational activities, enabling the CFO to develop a broad understanding of the business and the markets in which the Group operates.

## Board Diversity Policy

| Objective | Progress |
|---|---|
| **Ensure that the Board composition is sufficiently diverse and reflects an appropriate balance of skills, knowledge, independence, and experience to enable it to meet its responsibilities, duties, and strategic objectives effectively.** | The Committee undertakes an annual review of the composition of the Board and its committees, with further discussions during the year. An assessment of the Board, including skills, knowledge, independence and experience, and the strategic objectives of the Group, informs the criteria for any new appointment to the Board. |
| **Ensure that both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths, and the Board aims that there should be:**<br>• **at least 40% female Board representation;**<br>• **at least one Board member from a minority ethnic background; and**<br>• **at least one senior Board position (being the Chairman, CEO, CFO, and/or SID) being held by a woman** | Appointments to the Board are made on merit with an objective set of criteria based on the needs of the Board and the business, and the value and importance of increased diversity on the Board. At 30 April 2026, 50% of the Directors on the Board were women. When considering Committee composition and appointments, the Board will continue to have regard to diversity alongside the balance of skills, experience and knowledge required to support the Board. |
| **Ensure that when seeking to appoint a new Director, the search pool will be wide and where executive search firms are used, the Group will only engage with those that have adopted the Voluntary Code of Conduct for Executive Search Firms or equivalent code.** | During the year, the Group appointed a new CFO. The Committee confirms that the appointment process was conducted through engagement of executive search firm Russell Reynolds Associates, which has no other connection with the Company. Russell Reynolds Associates is a signatory to the Voluntary Code of Conduct for Executive Search firms or an equivalent code. |
| **Ensure that the Board will support workforce initiatives that promote a culture of inclusion and diversity.** | The Board is continually apprised of the work undertaken by the Group's Diversity & Inclusion Team and by the Group HR Director. The Board supports the initiatives being undertaken to promote inclusivity and diversity. |

# Report of the Nominations Committee continued

## Independence of the Non-Executive Directors

During the year, the Committee considered the independence of the Non-Executive Directors, including whether length of tenure had any impact on their ability to exercise independent judgement. Having undertaken this review, the Board considers all Non-Executive Directors, with the exception of Mark McCafferty and the Chairman, to be independent in character and judgement and free from any material relationships or circumstances that could materially interfere with the exercise of their independent judgement. Mark McCafferty is not regarded as independent. Consistent with the UK Corporate Governance Code, the Chairman was independent on appointment and her independence is not subject to ongoing assessment.

In accordance with the results of the independence assessment, and in line with the requirements of the Code, all Directors will retire at this year's AGM and, submit themselves for reappointment by shareholders. Ahead of the 2026 AGM, the Committee considered the performance and effectiveness of each Director as well as the findings from the internal Board evaluation and the Committee concluded that all Directors were valuable members of the Board, provided constructive challenge and had the requisite skills and time to devote to the role and subsequently the Committee. The skills and experience of the Directors can be found on page 85 of the Nominations Committee Report and in the biographical details, also on the Company's website at www.zigup.com.

## Board diversity

The Board considers that its composition should be designed to ensure it has the best experience and skills to advance the Group's strategy for the benefit of all its stakeholders, and that as part of this the benefits of all aspects of diversity should be considered, including, but not limited to, gender and ethnicity. The Group maintains an appropriate diversity and inclusion policy for all of its workforce, including our senior management and the Board. Accordingly, the Committee will consider candidates on merit against objective criteria, with regard to the benefits of diversity of gender, social and ethnic backgrounds, cognitive and personal strengths, when identifying suitable candidates for appointment to the Board. The Board is also committed to operating in a way that supports diversity and inclusivity, including ensuring appropriate consideration of diversity and inclusion in succession planning at senior management and Board level. When searches for an appointment to the Board are conducted by the Company with external search firms, these firms will identify and present a list of qualified potential candidates, including having regard to diversity.

The Board, as part of its agenda oversees and monitors progress of the Group's diversity and inclusion agenda. In 2024 this included the Board endorsing an ambition for 10% representation of ethnically diverse groups within the Executive Committee and its members' direct reports, taking into account the Parker Review's 2023 report which requests all FTSE 350 companies to set a target for ethnic minorities in their senior management team and direct reports by 2027.

The Board and the Nominations Committee will continue to monitor progress against the Group's chosen target on an annual basis.

As at 30 April 2026, two of the senior positions on the Board were held by a woman. The Board also included one Director from an ethnic minority background. The Committee and the Board, whilst mindful of the targets set by the Listing Rules, will continue to make appointments based on merit, having regard to diversity.

## Gender representation for Board and executive management as at 30 April 2026

| | Number of Board members | Percentage of the Board | Number of senior positions on the Board (CEO, CFO, SID, and Chairman) | Number in executive management[1] | Percentage of executive management |
|---|---|---|---|---|---|
| Men | 4 | 50% | 2 | 4 | 57% |
| Women | 4 | 50% | 2 | 3 | 43% |

## Ethnic background of Board and executive management as at 30 April 2026

| | Number of Board members | Percentage of the Board | Number of senior positions on the Board (CEO, CFO, SID, and Chairman) | Number in executive management[1] | Percentage of executive management |
|---|---|---|---|---|---|
| White British or other (including minority-white groups) | 7 | 88% | 4 | 7 | 100% |
| Asian/Asian British | 1 | 12% | – | – | – |

1 Executive management includes the Executive Committee (the most senior executive body below the Board) and the Company Secretary, excluding administrative and support staff, as defined by the Listing Rules.

Gender and ethnicity data relating to the Board, the Executive Committee and Company Secretary is collected on an annual basis applying a standardised process managed by the Company Secretary and the Group's HR functions. Each Board member, Executive Committee member and the Company Secretary is requested to confirm, on a strictly confidential and voluntary basis, their ethnicity and gender identity (or specify they do not wish to report such data). The criteria of the standard form questionnaire are fully aligned to the definitions specified in the Listing Rules, with individuals requested to specify:

(1) Self-reported gender identity. Selection from (a) male; (b) female; (c) other category/please specify; (d) not specified (due to local data privacy laws); or prefer not to say.

(2) Self-reported ethnic background (classifications as designated by the UK Office of National Statistics). Selection from: (a) White British or other white; (b) Mixed or multiple ethnic groups; (c) Asian or Asian British; (d) Black; (e) Other ethnic group/please specify (f) not specified (due to local data privacy laws); or prefer not to say.

As at 30 April 2026, the Group's Executive Committee and direct reports comprised 57% male and 43% female.

## Looking ahead

The Committee will continue to ensure that the Board and executive leadership team remain well positioned to support the delivery of the Group's strategic ambition. This includes maintaining robust succession plans, supporting leadership development, and ensuring that the Board continues to reflect the skills and experience required to oversee the Group's long-term strategy.

On behalf of the Committee, I would like to thank my fellow Directors and the executive leadership team for their continued commitment and contribution during the year.

**Avril Palmer-Lavery**
Chairman

7 July 2026