

# SSP GROUP PLC

# BOARD DIVERSITY & INCLUSION POLICY

20 September 2023

## Contents

- 1. PURPOSE ..... 2
- 2. POLICY STATEMENT ..... 2
- 3. POLICY OBJECTIVES ..... 3
- 4. MONITORING AND REPORTING ..... 3
- 5. REVIEW OF THE POLICY ..... 4

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## 1. PURPOSE

- 1.1 This Board Diversity & Inclusion Policy (the **Policy**) sets out the approach to diversity and inclusion on SSP Group plc's Board (the **Board**) and amongst its Senior Management<sup>1</sup>. The Board recognises the importance and value of diversity and inclusion in driving good decision making and the role of the Board and Senior Management in leading a culture where everyone can thrive.
- 1.2 The Policy is intended to assist the Board, through the work of the Nomination 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.
- 1.3 This Policy is applicable to the Board, its Committees<sup>2</sup> and Senior Management and 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:

- a) all aspects of diversity, including diversity of experience, gender, ethnicity, age, sexual orientation, disability and educational, professional or socio-economic backgrounds, are important not only in the business generally, but also with respect to the composition of the Board, its Committees and Senior Management;
- b) it is important to understand and represent the views of the Group's diverse workforce, customer base and the communities in which it operates;
- c) by promoting diversity and inclusion in support of the Group's values, the Board and Senior Management are able to lead by example, promote the desired culture of the Group and foster an environment where colleagues can thrive; and
- d) with the right knowledge, skillsets and a breadth of perspectives present in the boardroom and amongst Senior Management, the Board and the leadership team are more likely to engage in creative decision making and innovation and to maximise opportunities for the Group's success.

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<sup>1</sup> Senior management refers to members of SSP's Group Executive Committee and their direct reports (other than PAs or admin colleagues).

<sup>2</sup> Committees refers to the standing Audit, Remuneration and Nomination Committees.

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2.2 While the Board is committed to promoting a diverse and inclusive culture where individual views and unique perspectives are embraced, the Board respects the right of all individuals to express themselves according to their personal comfort levels and will never impose any pressure on directors or colleagues to disclose personal information when they are not comfortable doing so other than as required by law.

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

### **3. POLICY OBJECTIVES**

3.1 The Board will ensure that it and its Committees are made up of an appropriate range of skills, experience, knowledge and backgrounds, however, all appointments will be made on merit, taking account what is required to ensure a diverse and effective Board.

3.2 The Board is committed to achieving and maintaining:

- a) at least 40% women on the Board;
- b) at least one woman in the role of either Chair, Senior Independent Director, Chief Executive or Chief Financial Officer;
- c) at least one director from a minority ethnic background;
- d) a diverse representation on each standing Board Committee, and
- e) at least 40% women in Senior Management roles.

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. The Board and Nomination Committee will continue to explore the ways in which the overall diversity balance in the Group Executive Committee and other Senior Management positions can be developed.

3.4 The Board recognises that there may be periods of change in Board composition that result in temporary periods when objectives set out above are not achieved.

### **4. MONITORING AND REPORTING**

4.1 The Nomination Committee leads the process for Board appointments and makes recommendations to the Board and in accordance with its terms of reference, the Nomination Committee shall:

- a) regularly review the structure, size and composition of the Board (including its skills, knowledge, independence, experience and diversity);
- b) oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Group;
- c) set measurable objectives for gender and ethnic diversity for the Board and Senior Management, including as part of this Policy;

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- d) when the Board wishes to appoint a director, evaluate the balance of skills, knowledge, independence, experience and diversity on the Board. When identifying suitable candidates, the Nomination Committee should:
- (i) use open advertising or the services of external advisers to facilitate the search;
  - (ii) consider candidates from different genders and a wide range of backgrounds; and
  - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including elements of diversity as set out in paragraph 2.1(a) above, taking care that appointees have enough time available to devote to the position; and
- e) report to shareholders through the Group Annual Report on the implementation and progress against the objectives set out in this 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 Nomination 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 Nomination Committee will recommend any necessary revisions to the Board for approval.

**Approved by the SSP Group plc Board on 20 September 2023**