

1. Purpose

This Board Diversity Policy sets out the approach to diversity and inclusion in respect of the Board of Directors.

2. Scope

- 2.1 This Board Diversity Policy applies to the Board of Directors and the Board Committees. Diversity and inclusion across all employees is covered by the Equal Opportunities Policy.

3. Policy Statement

- 3.1 Carr's Group plc ("**Carr's Group**") recognises and embraces the benefits of having a diverse Board and sees diversity at Board level as a very important aspect of its overall ESG responsibility where it is determined to play a catalytic role. The Board believes that diversity at the Board level is an important part of achieving strategic objectives and to attracting and retaining the best people.
- 3.2 Carr's Group is committed to building and sustaining an inclusive culture and diverse workforce. This Policy reflects the Board's approach to similarly promoting and maintaining diverse and inclusive membership that reflects a broad range of skills, experiences, and perspectives. Diversity is understood in its broadest sense and includes, but is not limited to, differences in regional and industry experience, social and ethnic background, race, gender, age, educational and professional background, cognitive and personal strengths, and other relevant attributes.

4. Board Diversity Objectives

- 4.1 In determining the optimal composition of the Board, these differences are carefully considered and, wherever possible, appropriately balanced to ensure a wide range of perspectives and insights are brought to decision-making processes. The Board recognises that such diversity enhances effective governance by drawing on the full spectrum of available talent.
- 4.2 Appointments to the Board are made based on merit and are guided by the specific skills, experience, independence, and knowledge required to ensure a well-rounded and high-performing Board. The Board fosters an environment of fairness and equal opportunity, where all individuals are treated with respect regardless of gender, race, colour, nationality, religion or belief, marital or civil partnership status, family status, pregnancy or maternity, sexual orientation, gender reassignment, disability, or age.
- 4.3 The Board's approach to diversity recognises best practice and national recommendations, whilst taking into account the circumstances and requirements of the business. The Board is supportive of the recommendation of the Hampton Alexander Review to achieve a minimum of at least one third women on the Board, as well as the Parker Review's recommendation to have at least one Director from an ethnic minority background and discloses annually its position against board diversity targets as required by the UK Listing Rules.
- 4.4 The Board recognises that there are many factors which impact on the Board's ability to maintain and improve the balance of representation over the long term in accordance with this Policy.

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- 4.5 To support these objectives, the Board seeks to engage executive search firms who have signed up to the Voluntary Code of Conduct for Executive Search Firms which promotes gender and ethnic diversity and aligns with best recruitment practices.

5. Monitoring and Reporting

- 5.1 The Nomination Committee shall review annually progress made against these policy objectives and report to the Board on the outcome of its review. The Nomination Committee shall also make recommendations to the Board which it considers necessary to achieve these objectives.

Date of approval:

12 August 2025

Date of last review:

August 2025

Date of next review:

August 2026