

**Christie Group plc**  
**Corporate Governance**

The Directors are committed to delivering high standards of corporate governance to the Company's shareholders and other stakeholders including employees, suppliers, clients, and the wider community. The Board recognises the importance of strong corporate governance. The Directors consider that full compliance with the UK Corporate Governance Code is excessive and have instead chosen to apply the Quoted Companies Alliance Corporate Governance Code (the 'QCA Code') as an alternative which it considers appropriate for AIM companies of its size. The table below sets out how the Company addresses each of the key principles set out in the QCA Code and will provide further details, as appropriate and as required, in its Annual Report and Accounts.

**Simon Herrick, Independent Non-executive Chairman**

**Daniel Prickett, Chief Executive Officer**

*Last Updated: 24 April 2026*

QCA Code Principle	How Christie Group plc applies this principle
<p><b>Principle 1. Establish a purpose strategy and business model which promotes long-term value for shareholders</b></p>	<p>The Board's purpose, business model and strategy are set out in the Strategic report. Our Strategic report also clearly sets out how we have put our strategy into action over the last 12 to 15 months, disposing of two loss making entities reflecting the Board's continued focus on improving the quality of earnings and its balance sheet strength, enabling the Group to focus on investing in its remaining brands to deliver sustainable growth and earnings.</p> <p>The Board, led by the Chairman, set the Group's strategic direction, ensuring financial oversight, and maintaining governance to promote long-term success.</p> <p>As stipulated by the QCA code, our strategy encompasses a wider set of considerations than products and corporate structures, capturing the strategic vision and ambition of the Group, its core values and attributes and key elements required in implementing the strategy – Growth, Return on Investment, People, Resilience &amp; Sustainability and Technology.</p> <p>Key performance indicators the Board consider as demonstrable measures of shareholder value alongside the Group's share price, include overall Group revenue, operating profit, earnings per share and dividend per share. We are committed to returning a dividend to shareholders which can increase progressively with growth in revenue and post-tax cashflow.</p>

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<p><b>Principle 2. Promote a corporate culture that is based on ethical values and behaviours</b></p>	<p>The Board has identified a number of core values and attributes which it considers key to how all companies within the Group and their employees conduct themselves, including all members of the Group Board.</p> <p>These core values and attributes comprise the following:</p> <ul style="list-style-type: none"> <li>• Trustworthiness</li> <li>• Compassion for people &amp; communities</li> <li>• Integrity</li> <li>• Flexibility</li> <li>• Collaboration</li> <li>• Passion</li> <li>• Innovation</li> <li>• Excellence &amp; quality</li> <li>• Client-focus</li> <li>• Knowledgeable</li> </ul> <p>A fuller explanation of the Company's core cultural values and attributes can be found on the Group's website.</p> <p>The core values are supported by our policies and processes as further described in the Governance section of our ESG report.</p>

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<p><b>Principle 3. Seek to understand and meet our shareholders' needs and expectations</b></p>	<p>The Board seeks to respond quickly to all queries and enquiries received from shareholders, and both the Chairman and Chief Executive welcome feedback from all stakeholders which is then reported to the full Board.</p> <p>The Board recognises that the AGM provides an important opportunity to meet private shareholders in a transparent and open forum. The Directors are available to listen to the views of shareholders informally following the AGM.</p> <p>The Company seeks to keep shareholders and potential investors informed of trading performance and outlook, to the best of its ability, through the release of its Annual Report and Accounts, Interim Results and Annual General Meeting Statement as well as Regulatory News Announcements where and when considered appropriate to do so.</p> <p>The company also meets with existing shareholder and potential new investors, either in-person or through appropriate platforms such as Investor Meet Company, to present its Interim and Annual results and to update on trading outlook and strategic progress.</p> <p>See Stakeholder Engagement in the Annual Report for further details on how we engage with our shareholders.</p> <p>The Company website sets out details of the Investor Relations approach, along with relevant contact information.</p>

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<p><b>Principle 4. Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for our long-term success</b></p>	<p>The Board acknowledges a wide range of stakeholders, including but not restricted to, customers, employees, suppliers and shareholders. See Stakeholder Engagement in the Annual Report for further details on how we engage with our stakeholders.</p> <p>The Group places compassion, people and communities among its core values and attributes and seeks to foster a strong moral and ethical climate which underpins how it conducts business.</p> <p>Feedback from all employees and stakeholders is encouraged and welcomed, with various processes in place across the Company and its trading subsidiaries to capture that feedback and, where appropriate, consider it at Board level.</p> <p>The Group believes that our employees are the key to our success. We depend on the skills, capabilities and knowledge of our employees (see our ESG report). The Board receive a monthly report from the Group Chief People Officer on the highlights, key projects, areas to watch and team news.</p> <p>We recognise the importance of feedback, whether named or anonymised, from our stakeholders. We provide a whistleblowing facility for our employees to our Nomination Committee Chair. If any contact is made to our Nominations Committee Chair, the Chief Executive is notified and is provided with anonymised content of the contact so that appropriate action can be taken. Feedback from our other stakeholders is made available via our website.</p> <p>The primary points of contact with the shareholders are the Chief Executive and the Chief Financial Officer. The Company Secretary also responds to any requests for information received from shareholders.</p>

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<p><b>Principle 5. Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the Group</b></p>	<p>The Board and Group’s approach to risk is set out in the Audit Committee report and in the Risk Management and Principle risks sections of the Annual Report.</p> <p>Climate-related risks and opportunities are reported in the Non-Financial and Sustainability Information Statement. These will be integrated into the risk reporting and management process by each subsidiary as appropriate.</p> <p>The Board believes that the management structure within the Group facilitates free and rapid communication across the subsidiaries and between the Group Board and those subsidiaries and consequently allows a consistent approach to managing risks.</p> <p>In addition to our internal risk management process, the Audit Committee and the Board review any potential key areas of risk in discussion with the external auditors as part of both the audit plan and audit findings report.</p> <p>The Board is responsible for ensuring that a sound system of internal control exists to safeguard shareholders’ interests and the Group’s assets. It is responsible for the regular review of the effectiveness of the systems of internal control. The Group has a full-time designated Internal Auditor. Internal controls are designed to manage rather than eliminate risk and therefore even the most effective system cannot provide assurance that each and every risk, present and future, has been addressed.</p> <p>The Group operates a planning and budgeting system with an annual budget approved by the Board. There is a financial reporting system which compares results with the budget and the previous year on a monthly basis to identify any variances from approved plans. Rolling cash flow forecasts form part of the reporting system. The Group remains alert to react to other business opportunities as they arise.</p>

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<p><b>Principle 6. Establish and maintain the board as a well-functioning, balanced team led by the Chair</b></p>	<p>As at 31st December 2025 the Board of Directors comprised three Executive Directors, Daniel Prickett, Paul Harding and Simon Hawkins, and three Non-executive Directors, Simon Herrick, Andrew Doyle and Hwfa Gwyn.</p> <p>As at 15th January 2026, Paul Harding became a Non-executive Director and will be stepping down from the Board at the AGM in June 2026.</p> <p>The Directors consider that Simon Herrick and Andrew Doyle are independent Non-executive Directors.</p> <p>The skills and capabilities of the Directors is set out in Principle 7. The Nomination Committee considers if the Board has the right mix of skills on a regular basis to ensure the Group can execute, challenge and deliver the strategy to create sustainable value for shareholders.</p> <p>All Directors retire by rotation and stand for re-election by shareholders, in accordance with the requirement that a number nearest to but not exceeding one third of the serving directors who are otherwise not eligible for re-election under Article 107 stand for re-election at each Annual General Meeting.</p> <p>The Board has established three Committees: Audit, Remuneration and Nomination which are outlined in the Annual Report in Principle 6.</p> <p>Attendance at Board and Committee Meetings is presented on page 43 of the Governance Report in the Annual Report.</p> <p>Charlotte French acts as Company Secretary to the Board and its Committees. The Company Secretary provides dedicated support to the Board, facilitating effective information flows and advising on corporate governance matters.</p>

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<p><b>Principle 7. Maintain appropriate governance structures and ensure that individually and collectively the Directors have the necessary up-to-date experience, skills and capabilities</b></p>	<p><a href="#">Matters reserved for the Board</a> can be viewed on Christie Group’s website.</p> <p>The Nominations Committee oversees the process and makes recommendations to the Board on all new Board appointments. Board appointments are considered on merit having due regard to the balance of skills required on the Board and the individual skills and experience of any proposed appointment, as well as the benefits of being able to draw on diverse experiences and backgrounds.</p> <p>Professional, industry and sector-specific experience are considered objectively in the context of the requirements of the role.</p> <p>The Board meets at least ten times per calendar year and holds two additional sessions dedicated to a comprehensive review of strategy and operations, ensuring alignment with the creation of medium- and long-term shareholder value.</p> <p>The Board also receives detailed monthly trading updates from subsidiary Managing Directors, together with monthly reports from key Group functions. Key personnel attend scheduled Board meetings at least once per year. These information flows enable the Board to engage in fully informed discussions and discharge its responsibilities effectively.</p> <p>The Board is supported by its Committees as outlined below:</p> <p><b>Audit Committee - <a href="#">Terms of Reference</a></b> The Audit Committee comprises of three Non-executive Directors, two of which are independent in accordance with the QCA code. The Committee’s role is set out within the Audit Committee Report.</p> <p><b>Remuneration Committee – <a href="#">Terms of Reference</a></b> The Remuneration Committee comprises of three Non-executive Directors, two of which are independent in accordance with the QCA code. The Committee’s role is set out within the Remuneration Committee Report.</p> <p><b>Nomination Committee – <a href="#">Terms of Reference</a></b> The Nomination Committee comprises of three Non-executive Directors, two of which are independent. Appointments are considered by the Board as a whole upon the recommendation of the</p>

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	<p>Committee. The Nominations Committee meets as required from time to time. The Committee’s role is set out within the Nomination Committee Report.</p> <p>The Group’s Executive Committee meets at least six times per year and comprises the Christie Group Executive Directors, the Company Secretary, subsidiary Managing Directors, and the Group Heads of Technology, People, Marketing and Legal.</p> <p>Each subsidiary holds monthly executive management meetings, attended by at least one of Christie Group’s Executive Directors.</p> <p>The Board has a broad range of skills to ensure it collectively possesses the appropriate balance of skills, experience and sound working knowledge required for effective governance of an AIM-listed company. These are presented on page 43 of the Governance report and detailed in the biographies of each Board member.</p> <p>Where individual training needs are identified, the Board fully supports Directors in undertaking the necessary development. In addition, each individual Board member is responsible for maintaining their own continued professional development as appropriate to their role and expertise.</p> <p>When necessary, external advice is sought on legal, personnel, financial and governance matters. The primary sources are the Company’s NOMAD and Company lawyer.</p>

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<p><b>Principle 8. Evaluate the Board performance based on clear and relevant objectives, seeking continuous improvement</b></p>	<p>The Board regards its evaluation process as a continuous cycle of improvement, led and facilitated by the Chairman, who engages with Directors both collectively and individually.</p> <p>At the beginning of 2025, the Board engaged an external evaluator, Evalu8, to undertake a formal review of the effectiveness of the Board and its Committees, including their operations and areas for potential enhancement. The assessment, completed in Q1 2025, was carried out with reference to the QCA Corporate Governance Code. As part of the process, each Director provided ratings against a series of statements, which were consolidated into a report and discussed at the March 2025 Board meeting.</p> <p>In 2025 areas of focus for the Board have included the group’s strategy process and investment proposition as well as the application of the 2023 QCA Code.</p> <p>The Board intends to conduct external evaluations on a triennial basis to allow sufficient time for meaningful progress between reviews. The 2025 evaluation will serve as the benchmark for the next external review in 2028, with the Board continuing to assess its effectiveness informally on an ongoing basis.</p> <p>Succession plans are required to be in place across the trading subsidiaries and are submitted by each Managing Director to the Chief Executive for his own evaluation and input. The plans are considered an important area to focus on for each company within the Group to ensure sustainability and are themselves then the subject of regular dialogue and review between the Chief Executive and Nomination Committee Chair supported by Non-executive Directors.</p>

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<p><b>Principle 9. Establish a remuneration policy which is supportive of long-term value creation and the company’s purpose, strategy and culture</b></p>	<p>The Remuneration Report sets out how the Group’s Remuneration Policy supports long term value creation and aligns with the Company’s purpose, strategy and culture. The policy was subject to a comprehensive review in 2025, following which a number of updates were implemented.</p> <p>As part of this review, the Remuneration Committee considered the remuneration structures of key value drivers within the Group to ensure that pay arrangements were appropriately positioned to retain these individuals, support the delivery of long-term objectives and align their interests with the creation of shareholder value. The revised approach is designed to provide a clear incentive for medium- and long-term value creation across the Group, rather than focusing solely on short term performance, which continues to be incentivised through annual bonus arrangements.</p> <p>The Remuneration Policy is reviewed annually by the Remuneration Committee to ensure it continues to promote responsible long term performance and sustainable growth of the Group.</p> <p>The Remuneration Report is submitted to shareholders for an advisory vote at the Annual General Meeting each year. At the 2025 AGM, the report received strong support, with over 99% of votes cast in favour.</p> <p>The Company operates a Save As You Earn (SAYE) scheme for UK employees and a Company Share Option Plan (CSOP) available to all employees. While both schemes currently have live options outstanding, the Company has paused further grants in order to preserve option capacity and focus its share based incentives on the implementation of long term incentive schemes for certain senior executives, including Company-level Managing Directors and the Group’s Executive Directors. In this context, a Long-Term Incentive Plan (LTIP) was introduced at the start of 2026.</p>

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<p><b>Principle 10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders</b></p>	<p>The Board communicates how the Company is governed and how it is performing by maintaining a dialogue with shareholders and other key stakeholders through methods described in the Stakeholder Engagement report.</p> <p>The Board welcomes dialogue with shareholders and other stakeholders at any time.</p> <p>The Company provides information to shareholders through the Annual Report, the AGM, the Interim Report, the website and market announcements. The Company also holds investor roadshows following results and responds to investor requests where able to do so under MAR rules.</p> <p>The reports to shareholders can be found below:</p> <ul style="list-style-type: none"> <li>• <b>Audit Committee Report</b></li> <li>• <b>Remuneration Committee Report</b></li> <li>• <b>Nomination Committee Report</b></li> <li>• <b>Reports</b></li> </ul> <p>The outcome of the AGM vote is disclosed in the results of the AGM announcement. Historically the AGM votes were cast by show of hands but from 2025 they are now cast by a poll vote with the results of that poll made available to the market.</p>