

CORPORATE GOVERNANCE REPORT



Our governance arrangements help ensure that we are well positioned for continued growth”

Bruce Thompson
Chairman

discoverIE is a strong business, with a clear purpose and set of values. This is underpinned by a governance structure that enables the Group’s long-term objectives to be met.

The Group’s performance over the last year was underpinned by our governance arrangements. These structures help ensure we are well positioned for continued growth and to meet the social and environmental challenges facing the Group today.

Compliance with the UK Corporate Governance Code 2024

During the year ended 31 March 2026, the Company fully complied with the applicable requirements of the UK Corporate Governance Code 2024 (the “Code”).

Section	Progress made
Board Leadership and Company Purpose	The Board leads from the front in setting the tone for the business and has established and maintains a clear purpose, set of values and strategy, taking into account the interests of our various stakeholders. The right resources, structures and processes are in place to ensure that these are then implemented properly throughout the Group.
Division of Responsibilities	The respective roles and responsibilities of the Executive and Non-Executive Directors are clear and consistently applied, providing for constructive and effective dialogue and clear accountability.
Composition, Succession and Evaluation	The Board has a healthy balance of skills, knowledge and experience and the appointment process is rigorous and carefully applied. Annual evaluations keep the effectiveness of the Board and its Committees under regular review to ensure this remains the case. During the year ended 31 March 2026, an externally facilitated performance review of the Board and its Committees was completed.
Audit, Risk and Internal Controls	During the year, the Board carefully identified, monitored and took decisions to mitigate the potential impact of any risks to the Group. All of the Group’s principal risks are reported externally in an open and transparent manner (see pages 79 to 84 for more details). This helps ensure that the Company’s financial statements are fair, balanced and understandable. Effective risk management is critical to achieving our strategy.
Remuneration	Remuneration supports the Company’s strategy and is appropriate to the nature and size of the business. The Board has clear processes in place and aims to report in a straightforward and easy to understand way, with a view to providing external stakeholders with reassurance that pay, performance and wider interests are aligned.

¹ Provision 29 of the Code applies to the Company from its financial year ending 31 March 2027. In the year ended 31 March 2026, the Board focused on strengthening its internal controls framework and preparing for implementation (see pages 107 to 108 for more details).



Board Leadership and Company Purpose

Current composition and changes to the Board in the year

Details of the current members of the Board are set out on pages 88 and 89.

Celia Baxter is Senior Independent Director and Chair of the Remuneration Committee, Clive Watson is Chair of the Audit and Risk Committee and Rosalind Kainyah is Chair of the Sustainability Committee.

All of the Non-Executive Directors have considerable expertise in their respective roles.

Section 172 Statement

The Board takes all of its duties seriously, including those set out in section 172 of the Companies Act 2006. The statement required by section 172(1), explaining how it has taken those duties into account, can be found on pages 40 and 41.

Stakeholder engagement

We engage proactively with our stakeholder groups. Further details can be found on pages 38 and 39 and pages 92 to 95.

Sustainability

Provision 1 of the Code deals with the Company generating value over the long-term in the context of future risks and opportunities. This is addressed in the Sustainability Report and in the Risk Management section of this Annual Report and Accounts. Further details of how climate-related risks and opportunities are assessed and managed can be found in the Sustainability Report.

Good governance

The Board keeps the Group's governance frameworks under regular review, especially in light of recent and upcoming changes to the Code. Our purpose, culture and values are communicated to our workforce through internal newsletters, meeting colleagues in-person, town hall meetings, digital channels and corporate brochures.

Our Purpose:

To create innovative electronics that help to improve the world and people's lives.

Values

- Integrity – we act with honesty and openness, treating our partners and stakeholders fairly
- Quality – we strive for excellence and make constant improvements that deliver superior value to our customers
- Empowerment – we inspire growth and innovation by providing an entrepreneurial environment
- Collaboration – we work together, trust and respect each other

- Positive impact – we care about the environment and societies we live in and commit to making a positive impact

Culture

- Dedication and determination – driven by empowerment and a sense of ownership
- Customer centricity – allow employees closest to the customers to make decisions that directly affect customer satisfaction
- Respect, fairness and equality – create an open and inclusive environment in which everyone has an equal opportunity to flourish and grow
- Open communication – create a trusting environment where information flows freely and collaboration thrives
- Target driven – strive for results and high performance

Vision

To be a leading global innovator in electronics.

Mission

To design and manufacture innovative customised electronics that help our customers create ever better technical solutions around the world. We aim to achieve this through a motivated, entrepreneurial and empowered workforce that adheres to the highest ethical and quality standards.

In doing so, we expect to create value for Shareholders, while being seen as an attractive and responsible employer and a trusted partner for customers and suppliers.

Strategy

To grow our business in custom and differentiated electronics for niche industrial applications by focusing on markets with structural, sustained growth prospects, complemented by value-enhancing acquisitions.

This is underpinned by strong cash generation and our commitment to the UN Sustainable Development Goals.

Strategic Priorities

This strategy comprises the following priorities:

- Grow sales well ahead of GDP through the economic cycle by focusing on sustainable, structural growth markets
- Acquire high quality businesses with attractive growth prospects, strong and sustainable margins, and discoverIE DNA
- Generate efficiencies and improve operating margin through effective pricing and increased product innovation and differentiation
- Reduce environmental impact by achieving net-zero carbon emissions

CORPORATE GOVERNANCE REPORT CONTINUED

During the year, the Board assessed acquisition opportunities, sustainability commitments, capital deployment decisions and the Group's risk appetite against its strategic priorities, with the aim of ensuring that the Group's approach remains aligned to delivering long-term growth and value creation. Progress against our objectives is measured through our key strategic indicators. Details are set out on page 11.

Employee engagement

Our employees are highly valued and skilled and we depend upon their dedication and hard work for the Group's success. Our decentralised business model relies on the expertise of our teams in different businesses and across different locations. Our strategy recognises the benefits of maintaining our businesses' individual identities, whilst contributing to the success of the Group overall. The Board therefore considers it most appropriate that engagement activities are carried out directly at a local level, with all feedback received by any member of the Board shared with the rest of the Board.

The below summarises why and how the Board and senior management both from Head Office and within our businesses engage, how it influences our strategic thinking, the feedback we receive as to any key concerns, and other factors that affect the day-to-day working environment.

Why we engage

- The well-being, dedication and performance of our people are critical to our continued success as a Group, the products that are delivered to and relationships maintained with customers and, as a result, the value delivered to all of our stakeholders.
- An engaged workforce can help us achieve our long-term strategic goals.
- Knowledgeable and well-trained employees help in the continued development of new and innovative products, both for us and our customers.
- Strong working relations help attract and retain talent.

We aim for a well-motivated workforce and recognise that, without their commitment, the Group would not have achieved its various successes over the last several years. This is both in terms of financial performance and our wider contribution to tackling the issues facing the world today, such as climate change and the need to reduce carbon emissions. As such, it is important to the Board that our colleagues know how highly they are valued and that it recognises that our success depends on their continued invaluable contribution to the Group.

How we engage

A range of employee engagement mechanisms are in place, including employee surveys, performance evaluations, ESG workshops, newsletters, apprenticeship and graduate programmes, employee assistance programmes, employee conferences and town hall meetings. The Board receives updates at every meeting from the Group Chief Executive, the Group General Counsel & Company Secretary and other senior managers on a range of employee-related matters, including any local issues encountered, health and safety matters and the general health and well-being of our workforce. This was particularly important during the pandemic and more recently during the cost-of-living crisis. The Audit & Risk Committee also receives details of any whistleblowing reports, the steps taken to investigate, and any follow-up actions identified as a result.

However, it is the personal interactions that the Board and senior management have that provide the most direct and valuable feedback. Since 2009, the Board has regularly visited the Group's operating sites, meeting management and employees directly. These visits enable all members of the Board to meet with people directly and because the interaction is between all members of the Board, as opposed to just one or two holding this responsibility, this means that the Board is able to meet with a wider cross-section of our global workforce. It also enables the different experience and perspectives that each of our Board members brings to contribute to engagement, thereby fostering a much broader range of interactions than would otherwise be the case.

Reviewing, embedding and managing our culture

We embrace a decentralised operating model, and our success hinges on a culture built on respect, fairness, and equality, that empowers our teams locally, fosters open communication, and unites us towards our shared ambitions.

Engagement is conducted using a variety of methods, starting within businesses at a local level, complemented by oversight from Head Office, and by the Board engaging directly. The diagram opposite provides a summary.

The Board assesses whether the desired culture is being embedded through site visits, employee feedback, internal audit findings and whistleblowing data, and uses these inputs to challenge management where potential misalignment is identified.

The below provides a summary of the Board's visits over the last three years:

Date	Board member(s)	Site
January 2023	Bruce Thompson Simon Gibbins Tracey Graham Nick Jefferies Rosalind Kainyah Clive Watson	Variohm
February 2023	Bruce Thompson Nick Jefferies	Limitor
May 2023	Nick Jefferies Simon Gibbins	Magnasphere, Phoenix America
September 2023	Celia Baxter	Cursor Controls
October 2023	Celia Baxter	Variohm Eurosensur
November 2023	Celia Baxter	Sens-Tech
January 2024	Bruce Thompson Celia Baxter Simon Gibbins Tracey Graham Nick Jefferies Rosalind Kainyah Clive Watson	MTC
April 2024	Bruce Thompson Nick Jefferies	CPI, Phoenix America, Shape, Magnasphere, Beacon
May 2024	Nick Jefferies	DTI
July 2024	Nick Jefferies Simon Gibbins	Positek
September 2024	Bruce Thompson Celia Baxter Simon Gibbins Tracey Graham Nick Jefferies Rosalind Kainyah Clive Watson	Internal Conference and Capital Markets Day
January 2025	Nick Jefferies	Sens-Tech
March 2025	Nick Jefferies	Myrra China, Noratel China, DTI

Date	Board member(s)	Site
April 2025	Nick Jefferies	CPI, Beacon, Shape
	Celia Baxter	Women in Engineering & Operations Seminar
October 2025	Bruce Thompson Celia Baxter Simon Gibbins Nick Jefferies Rosalind Kainyah Clive Watson	Noratel Poland
	Nick Jefferies Simon Gibbins	Engineering & Technical Sales Forum

September 2024 Internal Conference and Capital Markets Day

In September 2024, all of our businesses were brought together in London for a two-day internal conference and a Capital Markets Day. These events provided an opportunity for Board members to have one-on-one discussions with all of the senior leaders across the Group and several members of their respective teams. All businesses participated and all Board members attended.

During these visits the Board seeks to better understand:

- The nature of each business, the products it makes and the customers and markets it serves
- Any operational challenges or constraints that the business may face
- Opportunities that have been identified for future product innovation and business growth
- Employee morale and motivation, working conditions, local skills and expertise, and the strength of relations among the workforce generally and with the local senior management team
- Relations between the business and the wider Group
- Where a business sits within a cluster of Group companies, how that cluster is working together and the opportunities and challenges that this brings
- Possible future acquisition targets that may complement the existing business
- Any health and safety issues

In addition to regularly scheduled business reviews, several members of the Group Management Committee ("GMC") conduct routine functional meetings and other site visits with our businesses.

CORPORATE GOVERNANCE REPORT CONTINUED

Updates from these visits are reported to the Board, either directly or via the Group Chief Executive. These reports typically include the matters referred to above, thereby enabling the Board to have oversight of workforce relations and benefit from their collective input.

The Audit & Risk Committee also receives updates at every meeting from the Risk & Internal Audit team, following internal audits that have been conducted at each site. One key item that is checked on all internal audits is that the Group's whistleblowing posters are clearly displayed at all sites, so that if there are any matters that staff wish to raise in confidence, and anonymously if preferred, they know the channels through which they can do so. For further details on our Global Whistleblowing Policy and the independent helpline available to all staff globally, please see page 45.

As well as numerous visits throughout the year by members of the GMC, an internal conference was held in September 2024 in London, bringing together over 100 of the Group's senior leaders, together with the Board and GMC. That conference fostered further collaboration and knowledge sharing between the Board, GMC and all of our global businesses on a wide range of matters. This has led to a number of initiatives which are still underway.

In addition, two seminars were held in 2025/26, the first being a Women in Engineering & Operations Seminar in April 2025, attended by Celia Baxter, which strove to connect and develop female colleagues from across our operating companies. The second was a wider Engineering & Technical Sales Forum in October 2025, attended by Nick Jefferies and Simon Gibbins, to further drive collaboration between operating companies and promote knowledge-sharing.

One area of key focus for the Board is to ensure that the right leadership teams are in place at all of our businesses. As well as guiding those businesses generally, these leaders shape the day-to-day experience of the people within each of those businesses, and regular direct employee engagement is delegated to them. On behalf of the Board, the Nomination Committee regularly reviews the most senior leaders throughout the Group.

Outcomes of engagement

The purpose of the various forms of engagement is as follows:

- To deepen the Board's knowledge, by using the expertise and insights of our workforce.
- To assess the culture of the Group.
- To identify any issues or concerns that staff may have.
- To ensure that the voices of employees are heard.

The Group's core strategy is well established and has been settled for several years. As such, employee engagement helps influence the Board's decision-making as to how that strategy is implemented in practice.

For example:

- During the pandemic, it was crucial that our businesses adapted to flexible working arrangements.

CASE STUDY

Noratel 100th anniversary

To mark its 100th anniversary, in October 2025, Noratel delivered a global virtual celebration connecting employees across all of its global sites. The Board of discoverIE attended from the Noratel site in Poland, reinforcing visibility and engagement. The event fostered strong global unity, and a sense of pride and belonging. Employees rated the experience highly, reporting feeling part of a shared milestone, strengthening the "One Noratel" culture and demonstrating the impact of active leadership engagement.



- Over the last few years, the need to support staff during the cost-of-living crisis has been highlighted and addressed. The Group's Human Rights Policy includes a commitment aiming to pay wages at rates that are meaningfully ahead of minimum statutory rates. As part of its annual review of pay and working conditions, the Remuneration Committee received updates on pay rises being given to our colleagues globally, how they compared to local rates of inflation and how they compared to local minimum wage requirements.
- The Group closely monitored the political, economic and social situation in Sri Lanka. Additional allowances, food and transportation were consequently provided.
- Regular webinars have been held for colleagues in operating businesses across the Group to share best practice and knowledge, covering a variety of topics such as greenhouse gas emissions, technology deep dives and finance.
- Given the rise in living costs, the Group rolled out an employee rewards programme across our UK businesses to help support our employees through these challenging times.
- Employee assistance programmes in certain countries provide employees with various types of support, such as advice on financial difficulties, and mental health and well-being.

The metrics and other measures that are used by the Board to help assess employee relations include:

- Staff turnover rates (see page 56 for more details)
- Pay rates globally (both in absolute terms and in relation to local inflation and minimum wages)
- Accident frequency rates (see page 56 for more details)
- Whistleblowing reports
- Employee rewards programme registration and activities
- The level of collaboration activities between businesses
- Diversity (see pages 56 and 100 for more details)
- Gender pay gap data (UK only)

Policies and procedures

The Board puts in place a range of policies and procedures that support employees in their various business activities. These policies consider the need to foster reasonable business relationships with suppliers, customers and others, the impact of the Group's operations on its workforce, the community and the environment, and the maintenance of high standards of business conduct. Our policies and procedures include the following:

- Sustainability Policy
- Human Rights Policy
- Group Health and Safety Policy
- Anti-Bribery and Corruption Policy
- Business Ethics Policy
- Whistleblowing Policy
- Board Diversity Policy
- Supplier Code of Conduct
- Modern Slavery Statement
- Conflict Minerals Policy
- Environmental Policy
- Group Tax Strategy
- Stakeholder Engagement Policy

In addition to the above, clear and fair terms of employment are in place throughout the Group. The Group remains supportive of the employment and advancement of disabled persons and full consideration is given to applications for employment from disabled persons, where the candidate's particular aptitudes and abilities are consistent with meeting the requirements of the job. Opportunities are available to disabled employees for training, career development and promotion. Where existing employees become disabled, it is the Group's policy to provide continuing employment, wherever practicable, in the same or an alternative position and to provide appropriate training and support to achieve this aim.

Time allocation, Board and Committee meetings and attendance

During the year, attendance by Directors at Board and Committee meetings was as follows:

Director	Committees						Overall Attendance %
	Board	Audit and Risk	Remuneration	Nomination	Sustainability		
Bruce Thompson	6/6	–	3/3	2/2	3/3		100%
Celia Baxter	6/6	3/3	3/3	2/2	3/3		100%
Simon Gibbins	6/6	–	–	–	3/3		100%
Nick Jefferies	6/6	–	–	2/2	3/3		100%
Rosalind Kainyah	6/6	3/3	3/3	2/2	3/3		100%
Clive Watson	6/6	3/3	3/3	2/2	2/3		94%

Time is provided at the start and the end of each meeting for the Chairman to meet privately with the Senior Independent Director and Non-Executive Directors. The Board's commitments are taken into account in the preparation and planning of meetings to ensure that all Directors are able to allocate sufficient time to discharge their responsibilities.

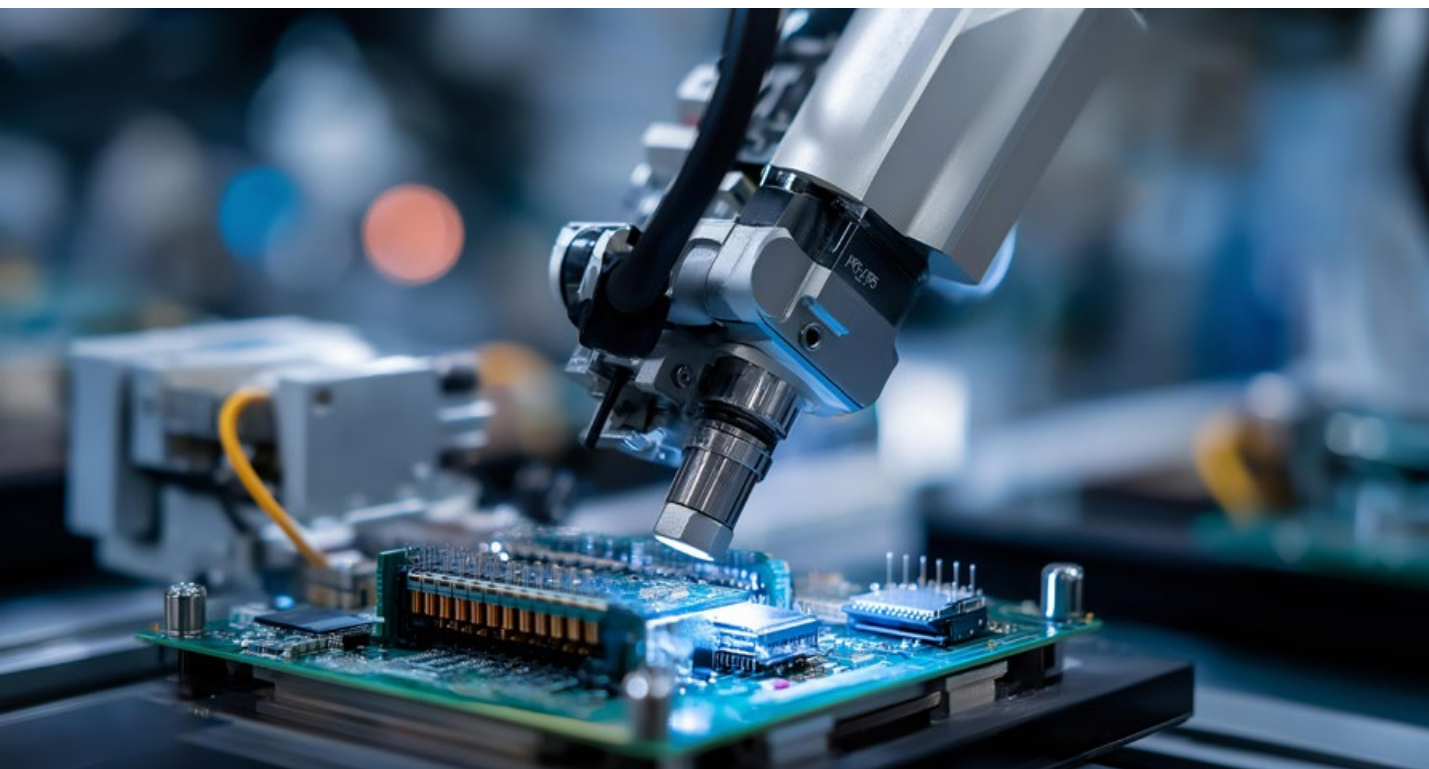
Board approval is required prior to any Director accepting any external appointments.

CORPORATE GOVERNANCE REPORT CONTINUED

Board activities

Topic	Key activities, decisions and outcomes in FY 2025/26	Key priorities in FY 2026/27
Strategy	<ul style="list-style-type: none"> ■ Reviewed and approved the acquisitions of Storm Interface and Trival Antene. The Board reviewed the due diligence undertaken, future plans and prospects for the acquired businesses, consideration of any associated risks, and expected financial returns. Both acquisitions completed and are now part of the Group ■ Reviewed the timing and implementation of the merger of our Stortech and Contour businesses (merger completed 1 April 2026) ■ Reviewed key strategic indicators ("KSIs") ■ Reviewed and approved the growth targets and budget for FY2025/26 ■ Reviewed the Group's approach to sustainability practices and reporting, as well as priorities and progress against targets. The Board's guidance in helping determine our approach to changing regulatory requirements helped ensure that resources were appropriately allocated and the impact of those changes was minimised 	<ul style="list-style-type: none"> ■ Consider acquisitions as identified and determine the appropriate course of action ■ Keep KSIs under review ■ Keep the Group's dividend policy under review ■ Continue to focus on international growth in key markets, including expansion within North America
Risk and risk management	<ul style="list-style-type: none"> ■ Carried out a robust assessment and determined the Group's principal and emerging risks (see pages 76 to 84) ■ Conducted a review of the Group's cyber management framework and agreed appropriate priorities and resource allocation ■ Considered the Group's exposure to climate-related and other ESG risks ■ Conducted a review of the Group's Anti-Bribery Policy, and the Group's Whistleblowing Policy, and approved updates to bring those Policies into line with latest guidance ■ Reviewed and approved changes to the Group's Export Control Policy and associated framework ■ Reviewed internal audit reports and actions taken to address findings identified. The reviews undertaken helped management in its prioritisation and approach both for specific findings and to risk generally ■ Continued work in preparation for the coming into force of Provision 29 of the Corporate Governance Code 2024. This included strengthening documentation, testing and Board oversight of material controls (for more details see pages 74, 105 and 107) 	<ul style="list-style-type: none"> ■ Review key risks and ensure that the Group's internal control process remains appropriate ■ Completion of the work required following the coming into force of Provision 29 of the Code ■ Continued monitoring and evaluation of cyber related risks
Governance	<ul style="list-style-type: none"> ■ Conducted a review of the Group's most senior leadership team and ensured that appropriate succession plans are in place ■ Received a presentation from the Head of Tax and agreed the Group's approach to tax matters ■ Updated the Terms of Reference for each of the Board's Committees ■ Signed off and published the Group's modern slavery statement ■ Engaged with institutional Shareholders, investors and other stakeholders throughout the year ■ Reviewed and approved the 2025 Annual Report 	<ul style="list-style-type: none"> ■ Build further understanding and plan actions in relation to new regulations over the period

Topic	Key activities, decisions and outcomes in FY 2025/26	Key priorities in FY 2026/27
Organisational capacity	<ul style="list-style-type: none"> ■ Reviewed and approved proposed investments in additional manufacturing capacity at Noratel sites in both India and Norway ■ Monitored health and safety performance across the Group and, as a result of Board review, issued additional guidance to businesses on key risks or trends identified ■ Reviewed the Group's funding arrangements and approved a renewal of the Group's revolving credit facility (see page 83 for more details) ■ Received presentations by senior management on M&A strategy and determined the appropriate prioritisation of prospective targets and opportunities 	<ul style="list-style-type: none"> ■ Continue to monitor health and safety performance across the Group ■ Consideration of the Group's capacity as it continues to grow
Board development	<ul style="list-style-type: none"> ■ Considered Board composition and succession plans, including agreeing to conduct a shareholder consultation on extending the term of the Chairman (see page 111 of the Nomination Committee Report for more details) ■ Undertook an externally facilitated review of the Board, its Committees and individual Directors (see page 101 of this Report for more details) 	<ul style="list-style-type: none"> ■ Focus on increasing diversity both for the Board and across the Group more generally



CORPORATE GOVERNANCE REPORT CONTINUED



Division of Responsibilities

discoverIE is led by a strong and experienced Board with a broad range of skills, experience and knowledge.

Throughout the year under review, the Board consisted of Bruce Thompson as Non-Executive Chairman, Celia Baxter as Senior Independent Director, Rosalind Kainyah and Clive Watson as Non-Executive Directors, with Nick Jefferies as Group Chief Executive and Simon Gibbins as Group Finance Director.

The Non-Executive Directors constructively challenge management proposals where appropriate and carefully monitor management performance and reporting on an ongoing basis. The Company has both a Chairman and a Group Chief Executive.

There is a clear division of responsibilities, which has been agreed by the Board, and a summary of their respective roles is described below.

Role of the Chairman

- Responsible for leading the Board, which includes the operation of the Board's overall procedures.
- Providing a forum for constructive discussion and ensuring receipt of clear and timely information.
- Overseeing Corporate Governance matters.
- Leading the performance evaluations of the Group Chief Executive, the Non-Executive Directors and the Board.

The Chairman, in conjunction with the Group Company Secretary, ensures that Directors receive a full, formal and tailored induction to the Group and ongoing training as relevant.

Role of the Group Chief Executive

- Leading the development and implementation of the Group's strategy.
- Communicating with Shareholders and other stakeholders.
- Responsible for the day-to-day management of the Group's businesses and reporting on their progress to the Board.
- Leading the Group Management Committee.

The Group Chief Executive is assisted in meeting his responsibilities by the Group Management Committee.

Role of the Board

- Setting the strategy.
- Oversight of the management of discoverIE.
- Review of KSIs.
- Review of acquisitions and corporate transactions.
- Recommending or declaring dividends.
- Approval of financial statements, business plans, financing and treasury matters.
- Approval of major capital expenditure and commitments.
- Maintaining sound internal controls and risk management systems.
- Review of the Group's overall corporate governance.
- Any litigation of a material nature.

As set out on the following page, certain matters are delegated to the Group Management Committee and to the Audit and Risk, Remuneration, Nomination and Sustainability Committees.

Governance framework

The Board

Chaired by Bruce Thompson

The Board meets a minimum of six times a year.

It is accountable to Shareholders for the long-term success of the Group. This is achieved via a clear division of responsibilities between the Chairman and Group Chief Executive, the setting of strategic aims and ensuring that the necessary resources are in place.



Nomination Committee

Chaired by Bruce Thompson

The Nomination Committee regularly reviews the structure, size and composition of the Board and its Committees. It identifies and nominates suitable candidates to be appointed to the Board (subject to Board approval) and considers diversity, culture, talent and succession generally.

▶ Further information on the Nomination Committee is on **pages 110 to 111**

Audit and Risk Committee

Chaired by Clive Watson

The Audit and Risk Committee has responsibility for overseeing and monitoring the Group's financial statements, accounting processes, audit processes (internal and external), the Group's approach to risk management and controls.

▶ Further information on the Audit and Risk Committee is on **pages 104 to 109**

Remuneration Committee

Chaired by Celia Baxter

The Remuneration Committee reviews and recommends to the Board the framework and policy for the remuneration of the Chairman, the Executive Directors and the Group Management Committee.

The Committee ensures that the remuneration policy of the Group reflects the Group's strategy.

▶ Further information on the Remuneration Committee is on **pages 116 to 137**

Sustainability Committee

Chaired by Rosalind Kainyah

The Sustainability Committee reviews the Group's ESG plans and arrangements, seeking to align with best practice and underpinning the long-term sustainability of the Group.

▶ Further information on the Sustainability Committee is on **pages 42 to 73**

Group Management Committee

The Group Management Committee is chaired by Nick Jefferies, Group Chief Executive, and comprises Simon Gibbins, the Group Finance Director, the Group Commercial Director, Head of Corporate Development, Group General Counsel & Company Secretary, Group Financial Controller, Head of Tax, Head of Acquisitions, Head of Risk & Internal Audit, Head of Investor Relations and Group Development, and Group Projects Director. Further information about Committee members can be found on the Group's website www.discoverIEplc.com.

The Committee typically meets 12 times a year (six times to discuss governance matters and six times to discuss operational matters) and is responsible for the Group's day-to-day operations, for delivering results, and for driving growth and ensuring that this is done in a sustainable and ethical manner.

CORPORATE GOVERNANCE REPORT CONTINUED



Composition, succession and evaluation

Current composition

The biographies of the current members of the Board are set out on pages 88 and 89.

Work of the Nomination Committee

The Nomination Committee Report, which can be found on pages 110 and 111, describes the work of the Nomination Committee in ensuring that the Board continues to have the right mix of skills, knowledge and experience, and the process for ensuring that there is an effective process in place for succession planning.

Independence

The independence of the Non-Executive Directors is reviewed annually.

The Board considers that the Non-Executive Directors bring strong, independent oversight and continue to demonstrate independence. The Board recognises the recommended term for Non-Executive Directors as set out in the Code and is mindful of the need for suitable succession.

Celia Baxter is the Senior Independent Director and is available to Shareholders should they have concerns that cannot be resolved through other channels.

Induction

All new Directors receive induction training on joining the Board and are expected to regularly update and refresh their skills and knowledge, with the Company providing the necessary resources, as required. The induction programme includes meeting with the Group's senior management and visits to key locations, as well as a comprehensive briefing pack.

Board composition

The composition of the Board, both as at 31 March 2026 and as at the date of this Annual Report and Accounts, is set out below:

- The Board is 33% female
- The Senior Independent Director (Celia Baxter) is female
- The Board has one Director (Rosalind Kainyah) from a minority ethnic background

discoverIE collects the data used for these purposes from members of the Board and Group Management Committee on a voluntary basis, with each person confirming their gender and ethnicity. The senior positions are defined as Chairman, Group Chief Executive ("CEO"), Group Finance Director ("CFO") and Senior Independent Director ("SID"). The Group Management Committee is considered to be the Company's executive management as defined by the Listing Rules.

Gender diversity

	Number of board members	Percentage of the board	Number of senior positions on the board (CEO, CFO, SID and Chair)	Number in Executive Management	Percentage of Executive Management
Men	4	67%	3	8	73%
Women	2	33%	1	3	27%
Not specified / prefer not to say	0	0%	0	0	0%

Ethnic diversity

	Number of board members	Percentage of the board	Number of senior positions on the board (CEO, CFO, SID and Chair)	Number in Executive Management	Percentage of Executive Management
White British or other White (including minority-white groups)	5	83%	4	8	73%
Mixed / Multiple Ethnic Groups	0	0%	0	0	0%
Asian / Asian British	0	0%	0	3	27%
Black / African / Caribbean / Black British	1	17%	0	0	0%
Other ethnic group, including Arab	0	0%	0	0	0%
Not specified / prefer not to say	0	0%	0	0	0%

The Company confirms that, both as at 31 March 2026 and as at the date of this Annual Report and Accounts, it meets the targets on board diversity specified in Listing Rules 6.6.6(9) and 14.3.30(1), save for the requirement for 40% of the Board to be women (currently 33%). The reason for not meeting that target is as follows. As explained in our Board Diversity Policy (which can be found on our website at www.discoverieplc.com/sustainability/company-policies), the Company is committed to maintaining a diverse Board that is appropriate for the size and nature of the Group and, at present, it has been determined that this is met by maintaining a Board of six Directors, comprising two Executive Directors and four independent Non-Executive Directors. All of the current Directors of the Board provide a valuable contribution to the success of the Group, and it would be inappropriate to either seek to remove one of the current male Directors and replace them with a female Director, or to maintain a larger Board, simply to enable the Company to confirm compliance with

this requirement. The current composition of the Board has been considered as appropriate and in the best interests of all stakeholders. If it is determined in future that a Board of seven or more members is appropriate, we would target maintaining a minimum 40% female board representation.

Re-election

In accordance with the Code, all Directors stand for re-election annually at each Annual General Meeting.

Board Performance Review

In accordance with the Code, the Board and each of its Committees undertake a review each financial year. During the year ended 31 March 2026, the Company engaged Gould Consulting to lead an externally-facilitated review of the Board and its Committees. The Company has no other relationship with Gould Consulting. An externally-facilitated review will be conducted at least every three years.

A summary of the process and findings of the Board and Committee review are provided below.

Step 1

The external facilitator conducted individual interviews with four members of the Board to discuss a range of matters, including strategic priorities, culture, alignment and Board dynamics. This followed a review by the external facilitator of all Board papers in the previous 12 months, including the 2025 internal Board performance evaluation.

Step 2

A bespoke online questionnaire assessing the performance of the Board and each of its Committees was then created by the external facilitator. This was circulated to all members of the Board and the respective Committees, along with regular internal and external attendees at meetings of the Board and each Committee. Responses to those questionnaires were submitted online to the external facilitator.

Step 3

Two observers from the external facilitator attended a meeting of the Board and each Committee.

Step 4

The external facilitator prepared a preliminary report, summarising the responses received to the questionnaires, and the observations made by the attendees at the Board and Committee meetings. That report was provided first to the Chairman for review, and then to the Company Secretary. A meeting was then held to discuss the report.

Step 5

The external report was then finalised and circulated to all members of the Board. It was then discussed at the following Board meeting and actions for improvement decided upon.

Summary of the 2026 Board review

Overall effectiveness and dynamics

The overall effectiveness of the Board and its dynamics were highly regarded. Interaction among and between Board members was rated highly, with there being a positive atmosphere and strong relationships, with healthy levels of debate and challenge. The external facilitator noted that Board performance outcomes in nearly all areas met or exceeded their proprietary FTSE benchmarks.

Strategy, purpose and culture

There was strong alignment on purpose and culture, reflecting in particular the decentralised nature of the Group and its long-term growth ambitions. The Group's KSI's (see page 11 for more details) were viewed positively and provide transparent, objective performance metrics for external stakeholders.

Board composition

The composition of the Board was positively rated, with clarity over respective roles and responsibilities, and a strong contribution from all members of the Board. Succession plans were agreed as appropriate.

Board's expertise and knowledge

The Board's understanding of the Group, and of the views of major investors and other stakeholders was rated positively, and all members of the Board were especially keen to continue visits to our operating businesses to interact with staff directly (see page 93 for a summary of recent visits). It was agreed that it was important for external attendees to continue attending meetings to present on specialist topics, such as cyber risk and artificial intelligence. It was also agreed that it was important for leaders from the Group's business units to attend Board meetings to ensure that the Board is kept sufficiently apprised of developments in those businesses and a schedule for the forthcoming year has been agreed.

Management of meetings

The management of meetings and the structure of the Committees, together with Board support, were appropriate. However, potential improvements were identified regarding the scheduling of certain items and the format and content of certain Board materials.

Risk management

The effectiveness with which the Board takes risk into account when making decisions was positively rated, including the operation of both the Audit & Risk Committee and the Sustainability Committee. The Group's approach to risk is set out in the Risk Management section of this Annual Report on pages 74 to 78, and the Group's approach to sustainability matters is described in the Sustainability Report on pages 42 to 73. The way in which recent and upcoming regulatory changes have been addressed was highly regarded.

CORPORATE GOVERNANCE REPORT CONTINUED

Audit, risk and internal control

The Strategic Report notes that delivering the Group's strategic priorities in a sustainable and responsible manner requires careful consideration to be given by the Board to the nature and level of risks that the Group should accept.

The Board's approach to risk generally, including the identification, management and mitigation of risks (including internal controls), is described in further detail in the following sections of this Annual Report and Accounts:

- Our approach to Risk Management is described on pages 74 to 78.
- The Group's Principal Risks and Uncertainties are set out on pages 79 to 84.
- The Audit and Risk Committee Report on pages 104 to 109 summarises how the Committee provides oversight, and supports the Board, in relation to audit, risk and internal controls generally.
- The Board's approach to climate-related risks and opportunities can be found on pages 58 and 59.

Remuneration

The Board's approach to remuneration is set out in the Remuneration Report (see pages 116 to 137).

Approval

This Corporate Governance Report has been approved by the Board and signed on its behalf by

Greg Davidson

Group General Counsel and Company Secretary

