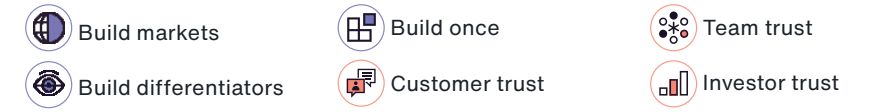


Governance framework



GBG Governance Structure

Board

Chair

Responsible for leadership of the Board, making sure that no individual or group dominates.

Richard Longdon

Executive Directors

Day-to-day responsibility for the operational management of our activities.

Chris Clark
David Ward

Non-Executive Directors

Bringing independent and objective judgement to Board decisions. Holding senior management to account.

Liz Catchpole
Natalie Gammon
Bhav Singh

↑
INFORMING

↓
REPORTING

Audit and Risk Committee

Oversees the Company's financial reporting and risk management processes.

→ pages 72 to 77

Nomination Committee

Assists the Board in discharging its responsibilities relating to the composition and make-up of the Board and any Committees of the Board.

→ pages 92 to 95

Remuneration Committee

Determining and agreeing the broad policy for the remuneration of the Executive Directors, Chair and other senior executives.

→ pages 78 to 80

ESG Committee

Defines the Company's strategy relating to ESG matters and ensure the strategy remains effective and up-to-date, making regular recommendations to the Board.

→ pages 96 and 97

↑
INFORMING

↓
REPORTING

The Executive Committee

Executive Committee

To set Group strategy and develop the operational performance of the Group.

Membership
The Executive Team has representation from all areas of the business and is chaired by the CEO. Details of membership can be found in the investor section of our website.

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INFORMING

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REPORTING

Business Risk Committee

A GBG Executive led non-financial risk committee that facilitates Executive focus on the management of GBG's key non-financial risks.

→ pages 52 to 53

Treasury Committee

A committee that manages GBG's financial risk to minimise the adverse effects of fluctuations in the financial markets, on the value of GBG's financial assets and liabilities.

→ page 43

Summary of Board activity

Governance

Reviewed developments to Corporate Governance reporting and made changes where required

Conducted the annual evaluation of the Board and its Committees

Approved our 2022 Modern Slavery Statement

Received an update on AIM obligations and market from our nominated advisor

Oversight of the formal tender process in respect of the change to GBG's nominated adviser and broker

Reviewed and updated, where necessary, all Governance policies

People

Considered and approved the Chair transition including approval of the appointment of Richard Longdon to the Board

Discussed and approved new share option plans including performance share plan and restricted share plan

Discussed the results of our annual employee engagement survey (Q12) and put in place action plans to deal with any issues we identified

Discussed the findings of our 2023 Gender Pay Gap Report

Consulted on wider workforce reward strategy

Strategy

Held our annual Board strategy sessions to discuss our ongoing vision, the direction of our business and our strategic priorities

Received and reviewed regular reports from the Executive Team on progress against strategic objectives, as well as risk management and operational matters

Reviewed key risks that may threaten our strategy, such as cyber risk and data privacy. Considered possible risk exposure following the collapse of the Silicon Valley Bank. Agreed response to key stakeholders impacted and made sure appropriate controls were in place

Managed a takeover approach by GTCR in September 2022. Considered risk to Group's strategy as well as balancing competing interests of all stakeholders

Financial

Reviewed and approved the FY23/24 Budget

Considered the impact of macro uncertainty on the going concern status of the Group and conducted various stress tests against a number of scenarios to test resilience of the Group cash forecasts

Reviewed and approved the half- and full-year announcements and the 2023 Annual Report and Accounts

Approved the quantum of shares to be used for the PSP, RSP and SAYE schemes