

Nomination Committee report



Quick facts

Member	Attendance
Liz Catchpole	2/2
Natalie Gammon	2/2
Chris Clark	2/2
Richard Longdon*	1/1
David Rasche**	1/1
Bhav Singh	2/2

* Richard Longdon's attendance is based on the number of meetings since his start date
 ** David Rasche attended one Committee meeting before he stepped down from the Board, as planned, on 30 September 2022

- Having been appointed Chair of the Board during the year, Richard Longdon has also been appointed to the role of Chair of the Committee
- A majority of the members of the Committee are Independent Non-Executive Directors
- The Company Secretary attends all meetings of the Committee. The Chief People Officer also regularly attends meetings and is responsible for engaging with executive search recruitment advisors
- Neither the Chair nor the CEO would participate in the recruitment of their own successor
- The Committee Chair reports material findings and recommendations at the next Board meeting and copies of the minutes of its meetings are circulated, where appropriate, to all Directors



The Nomination Committee's Terms of Reference, including its role and the authority the Board delegates to it, are on the Group's website: www.gbtplc.com/en/investors

Dear Shareholder

On behalf of the Board, I am pleased to present the Nomination Committee Report for the year ended 31 March 2023.

Key responsibilities

The Committee's primary role and responsibilities are to:

- make sure that appropriate procedures are in place to nominate and select candidates for appointment to the Board, particularly in terms of the balance of the Board's skills, experience, independence, knowledge and diversity;
- make recommendations to the Board about new appointments, re-electing Directors, succession planning and Board composition, particularly the benefits of diversity on the Board, including gender diversity;
- ensure that a regular, thorough and unbiased evaluation is undertaken of the structure, size, composition, balance of skills, knowledge and experience of the Board; and
- ensure the Company's adherence to applicable legal, regulatory and governance requirements in relation to the above are fully complied with, including publication of the Committee's Terms of Reference on the Group's website: www.gbtplc.com/en/investors.

Key activities of the Nomination Committee during the year

The Committee met twice during the year and attendance at those meetings is shown in the graphic on the left. Matters considered by the Committee in FY23 included the following material items:

- assessed the composition of the Board, including in relation to Committee membership;
- conducted a qualitative and quantitative Board evaluation in December 2022;
- a Special Nomination Committee (led by Liz Catchpole as Senior Independent Director) recommended Richard Longdon's appointment as the new Non Executive Chair to replace David Rasche;
- considered and approved Nick Brown's resignation from the Board; and
- considered and approved the annual Nomination Committee report, contained within the Annual Report and Accounts.

Evaluation of the composition, structure and functioning of the Board

The Committee continues to monitor the balance of skills and experience on the Board as well as its independence, knowledge and diversity. This year, we carried out an internal evaluation of the Board via an online questionnaire, following a set of predetermined questions and completed through Boardclic's software platform. It is important to note that the questions asked within this year's questionnaire matched the ones used during last year's external evaluation. This was an intentional decision taken by the Board to enable improvements, or any areas of concern, to be monitored year-on-year. The questionnaire covered the following six key aspects of the Board's performance:

- Value creation and strategy
- Board agenda
- Talent and culture
- Board composition
- Chair performance
- Reporting and risk

The questionnaire also considered the Board's views on the material ESG issues facing the Company. In addition, the process included a review of the effectiveness of the Remuneration, Nomination, Audit and Risk Committees.

The questionnaire was completed by all Directors during December 2022. The results were collated using the presentation tools within Boardclic's software platform and this output formed the basis of a report for the Chair, which was then discussed by the whole Board in January 2023.

Succession and Talent Development

The Committee continues to develop succession plans in respect of the Board, both to ensure that there is an ongoing review of the skills and experience on the Board and to maintain a stable leadership framework. The Committee must also proactively manage changes and ensure there is clear alignment with the future leadership needs of the Company. This clear process led to my selection and appointment as Chair of GBG, replacing David Rasche. My onboarding included a pragmatic programme of induction, overseen by the Committee, that provided me with valuable insight in to the Group and its activities, it also provided me with an opportunity to meet members of the Executive Team and other key individuals in order to understand more about Group strategy, including opportunities and challenges.

The Committee also provides guidance and monitors succession plans, talent assessment and development plans below Board level. Recognising, developing and retaining talent within GBG are essential for the continued sustainability of the business. A number of key promotions and hires were made during the year to further strengthen our team profile.

Board Evaluation Process FY23

Stage 1

The Board confirmed that they were happy for the same questions used the previous year to be used again, in order to assess progress year-on-year



Stage 2

Each Director completed an online questionnaire in relation to six key aspects of the Board and its performance. Committee members received evaluation for the committees they were members of



Stage 3

A final report was compiled and shared with the Board for review. This was then discussed at the Board meeting in January 2023



Stage 4

A number of areas of focus for FY24 were agreed and progress will be monitored on progress during the year

Nomination Committee report continued

During the year, the Group has:

- made a new appointment to the Executive Committee, following the internal promotion of Gus Tomlinson to the role of Chief Product Officer. Gus has responsibility for leading all Identity and Fraud products globally. Gus joined GBG in 2013 and has held a number of positions in Data, Strategy, Commercial and Product; and
- strengthened resource at the level immediately below the Executive Team with the appointment of a Chief Revenue Officer to support the CEO of GBG Americas.

GBG understands the value of developing our people for future leadership roles. During the year, 138 team members were promoted or took a new role. Our global mentoring scheme continues to allow team members to create new relationships, develop their skills and expand their networks across GBG. The mentoring scheme has proved vital in developing talent in the business and during the year 154 team members participated.

The Group’s focus on talent development directly benefits the Committee’s succession planning activities by ensuring a strong pipeline of internal candidates for senior leadership roles.

Board changes during FY23

I was appointed to the Board as Chair on 1 September 2022 and, following a brief handover, David Rasche stepped down from the Board on 30 September 2022. Details of the Chair succession process were detailed in last year’s Annual Report.

As part of planned succession arrangements, Nick Brown, Group Managing Director, retired from the Board with effect from 31 March 2023.

Inclusion, Diversity & Equality

The Group has a formal Inclusion, Diversity & Equality Policy, which applies to all team members and is of particular relevance to the Board, the Executive Team, People Managers and others concerned with attracting, retaining and developing talent or making employment decisions which affect others. The purpose of the policy is to communicate clearly the attitudes and behaviours that are acceptable, promote a safe physical and virtual environment for everyone and provide equal access to opportunities.

Last year, we set out our target of achieving 40% female senior team members by 2026, which aligns with the target set by the FTSE Women Leaders Review. As at 31 March 2023 women comprise 36.8% of our total workforce (2022: 36.7% which was rounded to 37%), 23.1% of the Executive Leadership Team (2022: 20%) and 28.6% of our Board of Directors (2022: 28.6 which was rounded to 29%). In line with the targets set out in the Parker Review, we have a Board member from a minority ethnic group.



The Group works actively, through our ‘be/yourself’ programme, to raise awareness of other important diversity characteristics such as age, neurodiversity, accessibility and sexual identities (LGBTQ+). The Champions of the programme produce regular content to support each area and further educate team members across GBG.

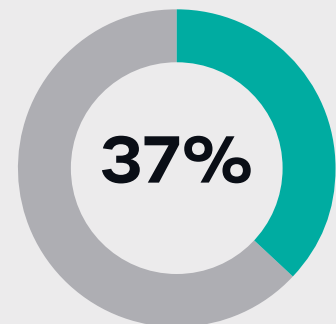
This supports our intentions of continuing to develop our inclusive culture, so we become known as an employer of choice for all talented individuals. To find out more, please see our ESG Statement on pages 25 to 29.

Our 2026 target

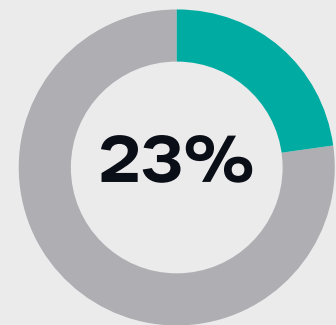
40%

female senior team members

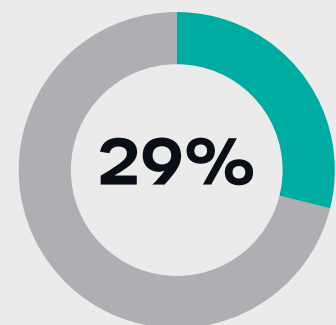
At 31 March 2023 women comprise:



Of our total workforce



Of the Executive Leadership Team



Of our Board of Directors

Independence and re-election to the Board

The Committee understands that independence is an essential factor in Non-Executive Director effectiveness and reviews such independence regularly. The Non-Executive Directors are measured against the standards set out in the QCA Code on Director independence.

In accordance with our Articles of Association at least one third of the Board must stand for election at the AGM each year. At this year's AGM, myself, Chris Clark and Natalie Gammon will stand for re-election. Biographical information on each of the Directors can be found on pages 62 to 63.

Richard Longdon
Nomination Committee Chair
14 June 2023

