



## **BOARD DIVERSITY POLICY**

### **1. PURPOSE**

The Board Diversity Policy ('the Policy') sets out the approach to diversity on the Board of Directors of ICG PLC ('the Board').

### **2. POLICY STATEMENT**

The Board recognises and embraces the benefits of ensuring that its membership reflects diversity in its broadest sense.

The Board Nominations and Governance Committee ('the Committee') reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors. The Committee also oversees the conduct of the annual review of Board effectiveness.

Prior to any appointment to the Board, the Committee considers the combination of skills, experience, independence and knowledge appropriate to the role as well as demographics including gender, ethnicity, age, disability, sexual orientation, geographical provenance, educational, professional and socio-economic background to the extent legally permitted, and other relevant personal attributes that can provide the range of perspectives and challenge needed to support good decision making and competitive advantage.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity of thought and backgrounds for a well-rounded Board in order to discharge its duties and responsibilities effectively. The Committee seeks to ensure that long lists and short lists of possible appointments to the Board reflect this position.

### **3. MEASURABLE OBJECTIVES**

The Board is committed to promoting diversity and inclusion in the boardroom and throughout the organisation, and aims to meet industry targets and recommendations where possible and appropriate. This includes, but is not limited to, aspiring to meet targets set out in the UK Listing Rules (LR9.8.6 (9)) along with the recommendations of the FTSE Women Leaders Review for gender diversity and the Parker Review for ethnic diversity. The UK Listing Rules require listed companies to disclose annually their position against the following board diversity targets:

- At least 40% of women on the board;
- At least one woman in the position of the Chair, Senior Independent Director, Chief Executive or Chief Financial Officer; and
- At least one director from an ethnic minority background.