

Nomination Committee report



“Diversity is a key contributor to the Group’s culture of innovation and productivity, adding breadth to perspective, experience and values decision-making.”

Mike Liston OBE

Chair of the Nomination Committee

Dear Shareholders,

I am pleased to present the Nomination Committee report for the year ended 31 March 2025 and wish to thank my fellow independent Directors who join me in constituting the Committee, together with Foresight’s management and external advisers for their support during the year. In particular, I record our appreciation for the rigour with which Round Governance conducted the first external review of the Board’s effectiveness.

Key responsibilities

The Committee’s key responsibilities include Board composition, succession, diversity and performance evaluation.

Succession

Planning

Board succession planning is vital to sustaining strategic continuity, governance stability and investor confidence, whilst strengthening Board resilience and development. The Corporate Governance report on pages 119 to 129 includes recommendations related to the key roles of Executive Chair, CEO and CFO. While the blending of these functions between the Company’s two most senior executives over the last two decades, has been of great benefit to the company, I am pleased to advise that Gary Fraser has now been appointed as Chief Executive Officer. This appointment recognises the need for greater clarity between their roles and is indicative of the confidence the Committee has in Gary to lead the business.

During the year, the historical longevity of Geoffrey Gavey’s tenure was considered during the Nomination Committee’s routine review of Director independence.

Whilst the Committee is confident his contribution remains independent, the Board has effected plans for an additional Non-Executive Director be appointed during the course of FY26 in preparation for his retirement by no later than the end of FY27. A recruitment search is currently underway.

Skillset mapping

To assist in the Board’s succession planning, we have also reviewed our skillset mapping to ensure we provide for current and anticipated strategic leadership capabilities and governance needs of the business. The updated skillset matrix is shown on page 118.

Board composition

As previously acknowledged, the Board’s composition does not currently meet the targets of the FCA’s Listing Rules in respect of Board diversity. This is made more difficult by the relatively small Board and addressing this non-compliance will be considered in the recruitment process noted above. This is in line with the Committee’s commitment to actively promote diversity and inclusion on the Board and in the overall workforce through its collaboration with the People & Sustainable Culture (“PSC”) team to ensure that there are no cultural or structural barriers for women and/or ethnic and other underrepresented groups.

Diversity and inclusion

Board

Diversity is a key contributor to the Group’s culture of innovation and productivity, adding breadth to perspective, experience and values decision-making. This culture is embedded within the Group’s policies and approach to ensure that its staff are treated fairly and respectfully and have equal opportunities regardless of age, gender, ethnicity or socioeconomic background.

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Diversity and inclusion | Board

The Committee's approach to Board diversity includes the following undertakings:

- We aim to ensure Board composition which overall has the right skillset, knowledge and experience required to deliver the Group's strategy and objectives whilst enhancing value for all its Stakeholders
- We will promote and support diversity and will ensure diversity is a key consideration in recruitment
- We will seek to comply with the rules and requirements of our regulators and the industry bodies we engage with as regards diversity and to fully explain any areas of non-compliance
- We will review the skillsets, knowledge and experience of Board members regularly to ensure alignment with the Company's purpose, objectives and culture, demonstrating diversity where possible

As noted above, the current Board does not meet the diversity targets set out in the Financial Conduct Authority's Listing Rules. However, as noted above, the succession planning for Geoffrey Gavey has commenced and will be carried out in compliance with the above approach, with a view to address that situation before the end of FY26.

Workplace

Diversity and inclusion is actively managed and monitored across the Group by the PSC team, supported by the Group's Employee Forum, chaired by our Senior Independent Director, Alison Hutchinson. At each Board meeting, Alison provides an update to the Board on matters discussed by the Forum and the PSC team provides a written report on employee matters.

Pages 95 to 107 provide details of the work being undertaken and the initiatives established to promote diversity and inclusion in the workplace.

Board effectiveness and evaluation

The Board underwent its first external Board Performance Review during the year. Following a competitive selection process, Round Governance was appointed with a wide remit and unfettered access to people throughout the Company, to assess the Board's constitution, processes, culture and behaviours.

The findings of the review were widely debated by the Board during a comprehensive evaluation in a thorough and professional manner, by Round Governance's Chief Executive and its recommendations were accepted as a framework for continuous performance improvement. An outline of the process Round Governance followed for the Board performance review, as well as a summary of actions being taken regarding the recommendations, can be found on pages 126 and 127.

Re-election of Directors

In accordance with the Company's Articles of Incorporation and the Code, all Board members will retire at the forthcoming AGM. All the Directors offer themselves for re-election by Shareholders and the Committee recommends re-election in each case, noting the current process underway for Geoffrey Gavey's succession.

Shareholder engagement

We value engagement with our Shareholders and I would welcome feedback and questions on this report and the Committee's activities throughout the year. Should you wish to make contact with me, please do so via the Company Secretary.

Board independence

The independence of the non-executive members of the Board was considered as part of the external Board performance review and the Committee remains satisfied that independence was maintained throughout the year. That independence review paid specific attention to Geoffrey Gavey's independence in light of his extended tenure and was found to be satisfactory.

Time commitment

Time commitment is reviewed as part of the annual Board evaluation process, which confirmed the Committee's belief that the time committed by each Board member remained sufficient and not excessive for the year.

Board appointments/induction

Upon appointment to the Board, new Directors will be required to undertake an induction programme to ensure they can quickly maximise their effectiveness. The programme will include meetings with other Board members and key advisers. Meetings will also be arranged with members of the Executive Committee and team heads to provide an overview of the Company's operations and facilitate individual fact finding. The Company Secretary also provides relevant policy and procedural information.

During the year, there were no new Board appointments and no resignations.

Mike Liston OBE

Chair of the Nomination Committee

25 June 2025