

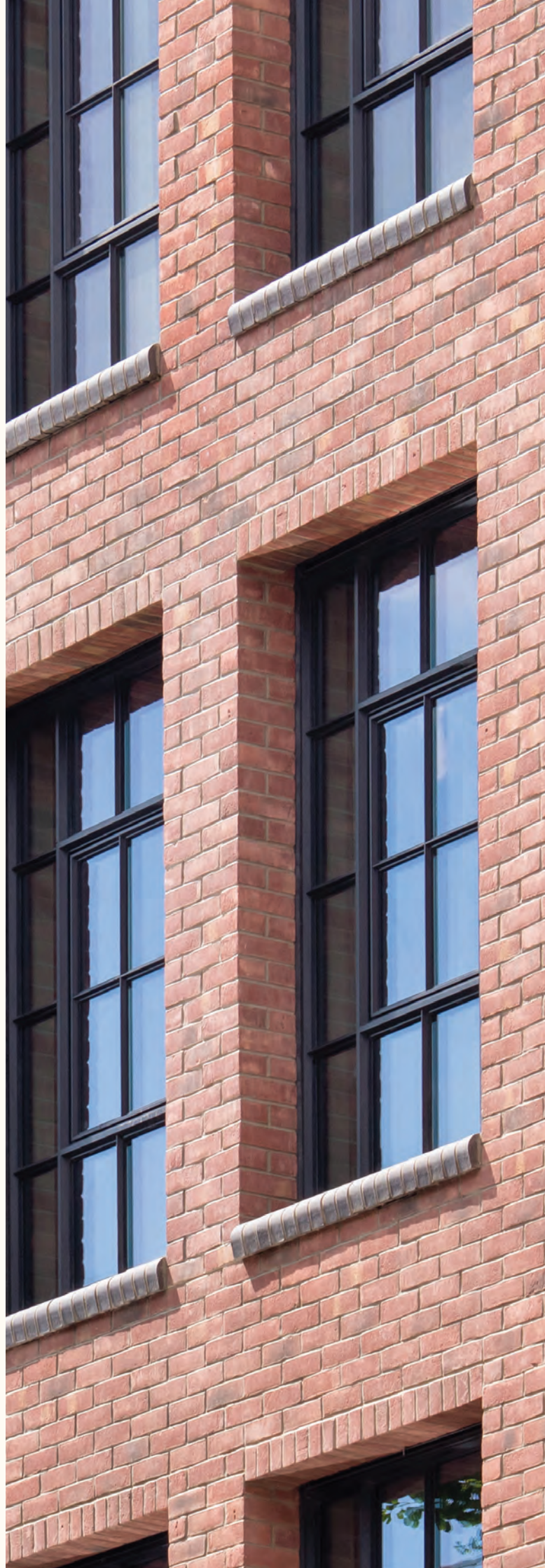
# Corporate Governance Statement

As Chairman of the Company, I have pleasure in presenting the Corporate Governance Statement for the financial year ended 31 March 2025.

## The QCA Corporate Governance Code 2023 (“QCA Code”)

The Board is collectively responsible to the shareholders of the Company for the effective oversight and long-term success of the Company. The Board believes that sound governance is fundamental to this and has followed the QCA Corporate Governance Code since its admission to AIM.

However, the Board recognises that corporate governance is not a static process and that there is a need to ensure that policies and practices are kept under review to ensure that the Company meets the required standards, and that this area develops in line with the growth and overall strategic plans for the Group. The Board considers that the policies, procedures and relevant systems which have been implemented to date have given us a firm foundation for our governance structure.



The new QCA Code which was introduced in November 2023 and which became effective for the Company to report against in this financial year is split into three sections and ten principles. How the Company has complied with the QCA Code is set out in the table below:

Principles of the QCA Code	How the Company has complied
<b>Deliver Growth</b>	
<ol style="list-style-type: none"> <li>1. Establish a purpose, strategy and business model which promotes long-term value for shareholders.</li> <li>2. Promote a corporate culture that is based on ethical values and behaviours.</li> <li>3. Seek to understand and meet shareholder needs and expectations.</li> <li>4. Take into account wider stakeholder and social and environmental responsibilities, and their implications for long-term success.</li> <li>5. Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation.</li> </ol>	<p>The Board has collective responsibility for setting the strategic aims and objectives of the Group. Our strategy is articulated on page 9 and on our website.</p> <p>The Company operates an open and inclusive culture and this is reflected in the way that the Board conducts itself.</p> <p>In the course of implementing our strategic aims, the Board takes into account expectations of the Company's shareholders by meeting with them on a regular basis.</p> <p>How we engage with our key stakeholder groups is stated on page 24. The Company's website has an ESG page which gives further details. This can be found at <a href="http://www.brickabilitygroupplc.com/esg">www.brickabilitygroupplc.com/esg</a>.</p> <p>The Board also has responsibility for the Group's internal control and risk management systems. The Board reviews the risks faced and ensures the mitigation strategies in place are the most effective and appropriate to the Group's operations. Further detail on risk management is included in the Principal Risks and Uncertainties section on pages 18 to 19.</p>
<b>Maintain a dynamic management framework</b>	
<ol style="list-style-type: none"> <li>6. Establish and maintain the Board as a well-functioning, balanced team led by the Chairman.</li> <li>7. Maintain appropriate governance structures and ensure that individually and collectively the Directors have the necessary up-to-date experience, skills and capabilities.</li> <li>8. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement.</li> <li>9. Establish a remuneration policy which is supportive of long-term value creation and the Company's purpose, strategy and culture</li> </ol>	<p>As Chairman, I regularly consider the operation of the Board as a whole and the performance of the Directors individually.</p> <p>The Directors have the necessary up-to-date experience, skills and capabilities required for the Board and to oversee the management of the Company. All appointments to the Board are on merit, but with due consideration to the need for diversity on the Board. Such appointments are made to complement the existing balance of skills and experience on the Board.</p> <p>An internal evaluation of the Board is normally undertaken each year and the feedback shared with the Board. This year, the Board focused on implementing the actions agreed from the previous year's performance review. Due to a number of planned Board changes, a formal evaluation was not carried out in 2024/25. The Board anticipates a full evaluation (internally or by an external expert) will be carried out in the next financial year and reported on in the 2026 Annual Report.</p> <p>The Company has been including a remuneration report in its Annual Reports since listing on AIM. The remuneration policy has been included within that report for shareholders to review.</p> <p>The Company is currently reviewing the policy and will put it to a shareholder vote at the 2026 Annual General Meeting.</p>
<b>Build trust</b>	
<ol style="list-style-type: none"> <li>10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.</li> </ol>	<p>The Board will continue to monitor its application of the QCA Code and revise its governance framework as appropriate as the Group evolves.</p> <p>The Board recognises the importance of maintaining regular dialogue with institutional (both existing and potential) and retail shareholders to ensure that the Group's strategy is communicated and to understand the expectations of our shareholders.</p>

Composition and independence of the Board

During the financial year the Board consisted of seven Directors: the Non-Executive Chairman, two Executive Directors, one Non-Executive Director and three Independent Non-Executive Directors.

Details of each Director’s experience and background are given in their biographies on pages 36 to 37. Their skills and experience are relevant and cover areas including building materials, financial management and control, corporate governance, legal, mergers and acquisitions, communications and marketing.

Appointments to the Board and re-election

The Board has delegated the tasks of reviewing Board composition, searching for appropriate candidates and making any Board or Committee appointment recommendations to the Nomination Committee. Further details on the role of the Nomination Committee may be found on page 45.

All Directors will offer themselves for annual re-election at the AGM, in accordance with best practice in corporate governance, with the exception of Clive Norman who will be stepping down as a Director after the conclusion of the AGM. The Board considers all Directors to be effective and committed to their roles.

Post the financial year-end, Katie Long was appointed as an Independent Non-Executive Director on 1 May 2025. Katie brings additional finance experience to the Board through her previous roles where she was responsible for financial reporting and risk management. Katie is a member of the Chartered Accountants Australia and New Zealand and the ICAEW. Katie started her career at EY. Katie will stand for election at the AGM and her biography can be found on page 37.

How the Board works

The Board has overall responsibility for the Company’s purpose, strategy, business model, performance, capital structure, approval of key contracts and major capital investment plans, the framework for risk management and internal controls, governance matters and engagement with shareholders and other key stakeholders.

The Board remains committed to understanding the needs of our shareholders and the wider stakeholders and it always considers how the Board’s decisions impact them in the longer term. In the Section 172(1) Statement on page 24 we explain who the key stakeholders are and how the Directors engage with them. The Board’s full responsibilities are set out in a formal schedule of matters reserved for its decision.

Board meetings

The Board has an established schedule of meetings throughout the year, with additional meetings convened when required. Directors also have a monthly call to discuss a variety of issues between formal meetings. The Board addresses several recurring items at each Board meeting, including operational and financial performance updates and acquisitions. The Directors maintain a dialogue between Board meetings on a variety of matters.

The table below sets out the attendance record of individual Directors at the scheduled Board meetings held during the financial year:

Director	Board Meetings
John Richards	6/6
Frank Hanna	6/6
Mike Gant	6/6
Clive Norman	6/6
David Simpson	5/6
Susan McErlain	6/6
Sharon Daly	6/6

Division of responsibilities

The Chairman and Chief Executive Officer have separate, clearly defined roles. The Chairman leads the Board and is responsible for its overall effectiveness in directing the Company, and the Chief Executive Officer is responsible for implementing the Group’s strategy and for its operational performance. The Executive Directors are full-time employees of the Company and have entered into service agreements with the Company.

Non-Executive Directors

Each of the Non-Executive Directors has entered into a letter of appointment with the Company, which set out the duties of the Director and commitment expected. They are expected to commit at least 20 days per annum to their role and are specifically tasked with:

- bringing independent judgement to bear on issues put to the Board;
- applying their knowledge and experience in considering matters such as strategy, company performance, use of resources and standards of conduct; and
- ensuring high standards of financial probity and corporate governance.



## How the Board operates

The Board is responsible for:

- developing Group strategy, business planning, budgeting and risk management;
- monitoring performance against budget and other agreed objectives;
- setting the Group's values and standards, including policies on employment, health and safety, environment and ethics;
- relationships with shareholders and other major stakeholders;
- appointment of key advisers to the Company;
- determining the financial and corporate structure of the Group (including financing and dividend policy);
- major investment and divestment decisions, including acquisitions, and approving material contracts; and
- Group compliance with relevant laws and regulations.

The Board retains control of certain key decisions through the schedule of matters reserved for the Board. It has delegated other matters, responsibilities and authorities to its Board Committees, details of which are stated later in this report. Anything falling outside of the schedule of matters reserved or the Committees Terms of Reference falls within the responsibility and authority of the Chief Executive Officer, including all executive management matters.

An agenda and accompanying detailed papers, covering key business and governance issues are circulated to the Board in advance of each Board meeting. At each meeting, the Board reviews comprehensive financial and trading information produced by the management team and considers the trends in the Company's business and its performance against strategic objectives and plans.

All Directors are expected to attend each meeting of the Board and any Committees of which they are members, and to devote sufficient time to the Company's affairs to fulfil their duties as Directors. Where Directors are unable to attend a meeting, they are encouraged to submit any comments to be considered at the meeting to the Chairman in advance to ensure that their views are recorded and taken into account during the meeting.

Directors are encouraged to question and voice any concerns they may have on any topic put to the Board for debate. The Board is supported in its work by Board Committees, which are responsible for a variety of tasks delegated by the Board. There is also a Senior Leadership Team composed of the Chief Executive Officer, Chief Financial Officer and those members of the senior management team whose responsibilities are to implement the decisions of the Board and review the key business objectives and status of projects.

## The main activities of the Board during the year

There are a number of standing and routine items included for review on each Board agenda. These include operational reports, financial reports, governance and investor relations updates. In addition, key areas put to the Board for consideration and review included:

- approval of annual and half-year reports and financial statements;
- consideration and approval of dividends;
- review and approval of budget;
- review against and implementation of strategy;
- approval to exit the Group's German tile manufacturing joint venture;
- approval to establish an Employee Benefit Trust;
- review of IT strategy;
- review of Nominated Adviser and Broker; and
- appointment of independent Non-Executive Director.

## Board Committees

The Board delegates certain responsibilities to its three main Committees, so that it can operate efficiently and give an appropriate level of attention and consideration to relevant matters. The Company has an Audit & Risk Committee, a Remuneration Committee, and a Nomination Committee, all of which operate within a scope and remit defined by specific terms of reference determined by the Board. Details of the operation of the Board Committees are set out in their respective reports. All of the Board Committees are authorised to obtain, at the Company's expense, professional advice on any matter within their Terms of Reference and to have access to sufficient resources in order to carry out their duties. The Company also has a Disclosure Committee which meets as and when required.

## Board and Committee Performance Reviews

I consider the operation of the Board and the performance of the Directors on an ongoing basis as part of my duties and will bring any areas of improvement I consider are needed to the attention of the Board. This year, I felt it was important to focus on implementing the actions that arose from the previous performance reviews. Due to a number of planned Board changes as part of a Board composition review, the Board felt it would be more appropriate to carry out a full evaluation of the Board and Committee performance in the next financial year, once the Board composition was stable. The results of the next review will be reported in the 2026 Annual Report. The Board intends to continue to carry out Board performance reviews on an annual basis.

External advisors

During the financial year, the Board sought advice on various matters from both its Nominated Advisers, Peel Hunt LLP and Cavendish Capital Markets Limited, plus other advisers, as appropriate. The Board also sought remuneration advice from h2glenfern during the financial year. The Board also received advice and services from Prism Cossec Limited, the Company Secretary.

Development, information and support

Directors keep their skillset up to date with a combination of attendance at industry events, individual reading and study, and experience gained from other Board roles. The Company Secretary ensures the Board is aware of any applicable regulatory and governance changes and developments and updates the Board as and when relevant. Directors are able to take independent professional advice in the furtherance of their duties, if necessary, at the Company’s expense. Directors also have direct access to the Company Secretary. The Company Secretary supports the Chairman in ensuring that the Board receives the information and support it needs to carry out its roles.

Conflicts of interest

Under the Company’s Articles, the Directors may authorise any actual or potential conflict of interest a Director may have and may impose any conditions on the Director that are felt to be appropriate. Directors are not able to vote in respect of any contract, arrangement or transaction in which they have a material interest and they are not counted in the quorum. A process is in place to identify any of the Directors’ potential or actual conflicts of interest.

Accountability

The Company has in place a system of internal financial controls commensurate with its current size and activities, which is designed to ensure that the possibility of misstatement or loss is kept to a minimum. These procedures include the preparation of management accounts, forecast variance analysis and other ad-hoc reports. There are clearly defined authority limits throughout the Group, including matters reserved specifically for the Board.

Risk management and internal control

Risks throughout the Group are considered and reviewed on a regular basis. Risks are identified and mitigating actions put into place as appropriate. Principal risks identified are set out in the Strategic report on pages 18 to 19. Internal control and risk management procedures can only provide reasonable and not absolute assurance against

material misstatement. The internal control procedures were in place throughout the financial year and up to the date of approval of this report.

Financial and business reporting

The Board seeks to present a fair, balanced and understandable assessment of the Group’s position and prospects in all half-year, final and any other ad-hoc reports, and other information as may be required from time to time. The Board receives a number of reports, including those from the Audit & Risk Committee, to enable it to monitor and clearly understand the Group’s financial position.

Annual General Meeting (AGM)

This year’s AGM will be held on Tuesday 16 September 2025. The Notice of Annual General Meeting is available on the Company’s website at [www.brickabilitygroupplc.com](http://www.brickabilitygroupplc.com). Separate resolutions are provided on each issue so that they can be given proper consideration, and all shareholders are encouraged to submit their votes.

John Richards  
Chairman

14 July 2025