

S4 Capital plc

Board Diversity Policy

Purpose

The Board Diversity Policy (the Policy) aims to ensure an inclusive and diverse membership of the board of directors of S4 Capital plc (the “Board”). The Board strongly believes that diversity is key to optimal decision-making, which underpins the success of S4 Capital plc (“S4”), and to fulfil its duties for the benefit of its shareowners as a whole, having regard to the interests of other stakeholders.

Valuing diversity and inclusion is one of the core principles of S4’s Global Code of Conduct, which applies to everyone who works for us or does business with us. This Board Diversity Policy is applicable to the Board only but sits alongside S4’s Suppliers Code of Conduct and associated global policies, which set out S4’s broader commitment to diversity and inclusion.

Summary

The Board strongly believes that the membership of the Board should:

- a. include a diverse mix of skills, professional and industry backgrounds, geographical experience and expertise, gender, tenure, socio economic background, demographics, disability, ethnicity and diversity of thought;
- b. represent a diverse range of views, insights, perspectives and opinions which will improve its decision making and be of ultimate benefit to S4’s shareowners, clients and other stakeholders; and
- c. a culture of diversity and inclusion is promoted by a clear tone from the top, with the Board and senior management championing diversity and inclusion in support of S4’s values.

The Board supports the recommendations of the Hampton-Alexander Review on gender diversity and the Parker Review on ethnic diversity. The Board currently has 33% female representation including a female Group Chief Financial Officer. The Board met the Parker Review objective regarding ethnic minority representation on the Board, currently the Board has 3 Directors of ethnic minority. The Board objectives in relation to gender and ethnicity are set out below, however, the Board recognises that periods of change in Board composition may result in temporary periods when these are not achieved.

Objectives

The Board’s objectives with regards to this Policy include:

- meeting the recommendations of the Hampton-Alexander Review on gender diversity, with an aspiration to achieve a female gender representation of at least 40%;

- meeting the Parker Review objective on ethnic minority representation, having at least one director of ethnic minority representation on the Board;
- ensuring that the Board is comprised of an appropriate balance of skills, experience, knowledge, perspective, views and varied backgrounds to fulfil its duties and to reflect the diversity and global reach of S4;
- engaging only search firms who are signed up to the Voluntary Code of Conduct for Executive Search firms; and
- reporting annually on the diversity of the executive pipeline as well as the diversity of the Board, including progress being made on reaching the Board's gender and ethnicity aspirations, as required by the UK Corporate Governance Code and other regulatory and statutory requirements.

Monitoring

The Nomination and Remuneration Committee will monitor progress against these objectives as part of its oversight of the right balance of skills, experience, diversity and knowledge on the Board and the S4 Senior Management Team.