

Composition, Succession and Evaluation *continued*

Nomination Committee

Members	Attendance
Francis Salway (Chair)	2/2
Mark Batten	2/2
Helen Beck	2/2
Richard Jones	2/2

Focus areas for 2025/2026

- Succession planning
- Annual Board performance review
- Directors' skills, experience and knowledge



The Committee is responsible for reviewing the composition of the Board to ensure it maintains an appropriate balance of skills, knowledge, experience and diversity, to fulfil its duties and provide effective leadership. It oversees the selection and nomination of new Board members, ensuring that appointments are made through a formal, rigorous, and transparent process, and that robust succession plans are in place for both the Board and senior management. The Committee also considers the outcomes of the Board's annual performance review, with particular attention to feedback relating to Board composition and succession planning.

The Committee also makes recommendations to the Board regarding the membership of the Audit and Risk, Nomination, Property Valuation and Remuneration Committees, after considering each Director's time commitments and relevant experience.

Terms of reference

The Committee's responsibilities are set out in its terms of reference and include the following:

- Reviewing and making recommendations on Board composition and size;
- Considering and advising on succession planning for the Board and senior management;
- Identifying and nominating suitable candidates to fill Board vacancies as they arise;
- Reviewing the results of the Board performance review on composition and succession;
- Reviewing time commitments and independence criteria for Directors; and
- Recommending appointments for membership to Board Committees.

Activity

The Committee met three times during the year ended 31 March 2026, which included the two scheduled meetings and one ad hoc meeting.

The Committee focused on routine matters as there were no new appointments or changes to the Board's composition.

This included reviewing the performance and constitution of the Committee and its terms of reference. A short questionnaire was completed by Committee members on its performance throughout the year, with the Committee concluding that it continued to operate effectively.

The Committee has reviewed both existing and new external appointments held by current Directors to ensure that the time commitments associated with these roles did not impact their continued ability to discharge their duties effectively; and to confirm that no Director is overboarded or falls short of the required independence requirements. The Committee concluded that the Non-Executive Directors continued to have sufficient time availability, as demonstrated by their attendance at the significant number of additional Board meetings arranged during the year to consider the Company's strategy. The Non-Executive Directors also continued to meet the independence criteria set out in the Code.

The Committee also considered the Board and senior management succession planning arrangements as part of its remit to oversee the development of a diverse and sustainable pipeline for succession. In doing so, it considered the skills and expertise needed for the Board in the future. As part of its annual review of longer term succession plans, the Committee reviewed the Board skills matrix (see page 76) to assess how the Board's capabilities are

Composition, Succession and Evaluation *continued*

evolving and to identify any areas where further developments or recruitment may be needed.

The Committee discussed succession planning for Mark Batten, whose tenure is due to conclude at the end of September 2026, as noted in last year's Annual Report. In light of the Strategic Review announced in January 2026, the Committee agreed that continuity on the Board would be beneficial during this period. Accordingly, the Committee agreed to invite Mark Batten to remain on the Board and approved a one-year extension to his appointment as a Non-Executive Director, Chair of the Audit and Risk Committee and as the Senior Independent Director, with effect from 1 October 2026.

The Committee also oversaw the actions taken in response to the recommendations from the internal Board performance review carried out at the end of 2024 and agreed the actions to be taken forward in response to the 2026 internal performance review. See pages 92 to 93 for further detail.

Senior management succession

In 2025 and early 2026, the Board considered succession for the wider team, and in particular for the Asset Management team. In early 2025, a new asset manager was appointed to provide additional resource to the team, whilst Jay Cable underwent cancer treatment. In addition to the guidance and training provided by Jay to our Director of Asset Management over many years, more formal professional and personal development training has been provided, leading to Tim Hamlin's promotion to Head of Asset Management with effect from May 2026.

Induction

A comprehensive induction programme is provided for all new Directors, which is tailored to reflect their individual background and experience. The process is overseen by the Chair and supported by the Company Secretary running throughout the first year of appointment, with regular progress reviews. I completed my induction programme during 2025.

Diversity and inclusion

All Directors remain committed to having a Board which is diverse in every respect.

Since my appointment on 1 February 2025, the Board no longer meets all three of the FCA's gender and diversity listing requirements. The Board remains mindful of these requirements and will take them into account when considering the next appointment, which is expected to arise as Mark Batten steps down. By way of background, prior to my appointment, the last three Board appointments were female.

The Company recognises that a diverse team is essential for our long-term business success. We value the unique contribution made by each individual and remain committed to treating all employees fairly and with respect.

Although we are a small team, equity, diversity and inclusion remain key considerations in our recruitment processes. We work closely with our recruitment partners to ensure these principles are embedded in their candidate recommendations, whilst each candidate is then assessed on merit having regard to the right balance of skills, experience and knowledge.

The Committee considered succession and the Board's skills, knowledge and experience.

Francis Salway
Chair of the Nomination
Committee

Board performance review

In accordance with the requirements of the Corporate Governance Code, the Board conducts an annual review of its own performance and effectiveness and that of its Committees.

At the end of 2024 an internal review was undertaken through a detailed questionnaire, prepared by the Company Secretary in conjunction with the Chair.

The table overleaf sets out actions identified following the review together with the progress during the year.



Composition, Succession and Evaluation *continued*

Progress against actions identified in the 2024/2025 performance review

Action	Progress during 2025/2026
1. To revert to a quarterly reporting cycle to streamline processes and facilitate debate and decision making	The Board adopted a quarterly reporting cycle. In addition, specific, shorter Board meetings were held to approve the half-year and Annual Results, and a strategy day was scheduled in March to cover strategy and objectives. This has supported a streamline of our Board reporting processes.
2. To refine our Board reporting templates	A new quarterly reporting pack has been developed to improve efficiency and the quality of information provided to the Board.
3. To introduce a thematic deep dive session at Board meetings	The Board has received presentations on a range of topics during the year including: <ul style="list-style-type: none"> - The impact of tariffs (internal) - A deep dive on asset business plans and environmental initiatives (internal) - Office sector review (internal) - The impact of AI on the real estate (and office) sector (external) - Key Takeover Code provisions briefing (external) - Macroeconomic and property market backdrop (external)
4. To include discussion of investor feedback and reflect on share price discount at the Board strategy meeting	The Board has considered investor feedback and reviewed share price performance at each of its quarterly meetings during the year.

2025/2026 performance review

For this financial year, the Committee made a decision to conduct an internal rather than an external review. The Committee felt that this approach was more appropriate given Board changes in the prior year and the Strategic Review announcement. To facilitate the internal review, Board members engaged in a workshop session during the March Board strategy meeting, where consideration was given to a number of structured questions along with a discussion on themes for improvement.

The results of the workshop were discussed and the Board agreed to take forward the following actions in 2026/2027.

- To coordinate at least one Board meeting per year to be based at or near one of the Company's property assets, to facilitate site visits by the Board
- To streamline governance reporting including more focus on forward-looking discussion papers to support long-term scenario planning
- To review the adviser panel and ensure the current advisers are appropriate for the size of the Picton team, and the advice and support provided

For each of the Board Committees, a short questionnaire was completed and the results were discussed at the workshop. There were some minor improvement areas and it was agreed these would be considered and addressed as appropriate over the course of the year.

Overall, the internal review concluded that the Board, its Committees and the individual Directors continue to operate very effectively.

Tenure and re-election

The tenure of Non-Executive Directors, including the Chair, is limited to nine years in accordance with the UK Corporate Governance Code. The Chief Executive has held a position on the Board as Executive Director for just over ten years.

As mentioned earlier, whilst Mark Batten's nine-year tenure on the Board will end on 30 September 2026, the Committee recommended a one-year extension to his appointment to 30 September 2027, which was approved by the Board. This will ensure there is continuity on the Board whilst the Company undertakes its Strategic Review.

The provisions of the Corporate Governance Code recommend that all Directors be subject to annual re-election at the Annual General Meeting. The Board will follow this recommendation and all Directors will be proposed for re-election at the Annual General Meeting in September 2026.

Francis Salway

Chair of the Nomination Committee
11 June 2026