

Nomination Committee

Focus areas for 2024/2025

- / Appointment of Francis Salway as Non-Executive Chair and Chair of the Nomination Committee
- / Appointment of Helen Beck as Non-Executive Director and Chair of the Remuneration Committee

Francis Salway
Chair of the Nomination Committee

The Committee oversaw two Board appointments this year.

The Committee's main responsibilities include reviewing the composition of the Board to ensure it has the right balance of skills, knowledge, experience and diversity to carry out its duties and provide effective leadership. The Committee also leads the selection process and the nomination of candidates for appointment to the Board, ensuring the process is formal, rigorous and transparent and there are appropriate succession plans in place for both the Board and senior management. It is also the Committee's role to review the results of the annual Board performance review taking particular regard to feedback relating to composition and succession.

The Committee also makes recommendations to the Board regarding the composition of the Audit and Risk, Nomination, Property Valuation and Remuneration Committees, taking into account individuals' time commitments and experience.

Terms of reference

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

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

Activity

The Committee met six times during the year ended 31 March 2025, which included the two scheduled meetings and four ad hoc meetings.

A key focus of activity for the Committee has been on succession. This included commencing and completing the search for a new Chair to succeed Lena Wilson with effect from 31 January 2025, following her decision to step down from the Board, which was announced on 4 October 2025.

After a thorough and robust search process, Francis Salway's appointment as Chair of the Board and the Nomination Committee with effect from 1 February 2025, was confirmed on 27 January 2025.

The Committee also spent time in the first half of the financial year completing the search for a new Non-Executive Director and Remuneration Committee Chair to succeed Maria Bentley. On 23 July 2024, the Board was pleased to announce Helen Beck's appointment with effect from 1 August 2024.

The selection process for each Board role fully takes into consideration the FCA Listing Rules on diversity targets.

The Committee has also kept under review both existing and new external appointments of the current Directors to ensure that the time commitments arising from these external roles would not affect their continued ability to discharge their duties effectively; and to ensure Directors are not over-boarded and continue to meet the required standards concerning independence. As part of this review, consideration was also given to any charitable or other not-for-profit positions held by the Non-Executive Directors, given that this could also impact their time availability.

The Committee considered a number of routine matters. This included reviewing the performance and constitution of the Committee and its terms of reference. The Committee also oversaw the actions taken in response to the recommendations from the internal Board performance reviews carried out at the beginning of 2024 and at the end of 2024, and agreed the actions to be taken in response. See pages 107 to 108 for further detail.

Francis Salway has chaired the Nomination Committee since 1 February 2025, succeeding Lena Wilson who stepped down from the Board on 31 January 2025. The other members of the Committee are Mark Batten, Helen Beck and Richard Jones. Maria Bentley stepped down from the Committee during the year.

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

Recruitment and succession planning

The Committee's main activity during the year has been on the search for successors to Maria Bentley and Lena Wilson.

In the early part of the financial year, a tender process to select a suitable search agency was led by Lena Wilson, the previous Chair, supported by the Chief Executive and Company Secretary. The tender process resulted in the appointment of the independent executive search consultants, Teneo People Advisory, to undertake the search for a new Non-Executive Director.

Teneo has no other connection to Picton, although Teneo previously advised on the recruitment of Saira Johnston, the Company's CFO.

The recruitment process for Maria's replacement was also led by Lena Wilson, and supported by the Company Secretary, with regular updates provided to the Committee. Shortlisted candidates recommended by Teneo were interviewed by Lena Wilson and all of the Non-Executive Directors, following which a recommendation to appoint Helen Beck was approved by the Board in July 2024.

On the Nomination Committee's recommendation, the Board also engaged Teneo to support the search for a new Chair, with this process being led by Mark Batten, our Senior Independent Director, with support from our Chief Executive and Company Secretary, with all Directors interviewing each of the shortlisted candidates.

In addition to the recruitment activities described above, the Committee also considered the Board and senior management succession planning arrangements as part of its remit for overseeing the development of a diverse pipeline for succession, taking into account the skills and expertise needed for the Board in the future.

Induction

There is a detailed induction programme in place for all new Directors, which is tailored to the individual experience and requirements of the Director concerned. The programme is overseen by the Chair and managed by the Company Secretary and runs throughout the first year of the Director's appointment, with regular check-ins to confirm progress against the programme. Individual programmes were developed for all three of our new Directors who joined the Board during the financial year, Saira Johnston, Helen Beck and Francis Salway.

Diversity and inclusion

The Company believes that diversity amongst our employees is essential for our sustained business success. We value the contributions made by all of our team and are committed to treating all employees equally.

Despite being a small team, we ensure that equity, diversity and inclusion are key considerations for our recruitment partners as part of their candidate recommendations. All candidates are then considered on merit but having regard to the right blend of skills, experience and knowledge.

Board performance review

In accordance with the requirements of the Code, the Board undertakes a review of the effectiveness of its performance and that of its Committees every year. An external review is usually carried out every three years, with internal reviews in the intervening years.

In early 2024, an internal review of the Board's effectiveness was carried out, with this process being led by Lena Wilson and supported by the Company Secretary. The following table sets out key actions that were identified following the review together with the progress made since the review.

Action	Progress
1. Continue to consider opportunities for growth.	Growth strategy updates have been included as part of the Chief Executive's Board report and our brokers have also presented on strategic matters during the year. A share buyback programme was approved by the Board in January 2025 and discussion on growth strategy was included on the agenda at the Board's strategy day.
2. Review and update the risk management framework.	The Risk Management Policy and risk management framework have been reviewed and updated following discussion at the Audit and Risk Committee and Board in March 2025.
3. Review Board meeting schedule and allocation of topics for each meeting.	The Board meeting schedule has been reviewed following Francis' appointment, and the Board has approved a revised schedule of meetings, which will combine strategic and operational matters and also allow time for deep dive thematic discussions during the year.
4. To include a lessons learned Board agenda item on a regular basis to cover both strategic and operational matters.	The Board has considered lessons learned as part of routine operational papers for recent property acquisitions and disposals and also from a strategic perspective.
5. Increase focus of Board on what has changed since the previous Board meeting.	A review of Board papers has been undertaken and a revised reporting approach has been developed which will be rolled out for 2025/26. This will ensure there is an appropriate balance between both historical and forward-looking information.
6. Review how the Board considers stakeholders as part of its routine business and in the decision-making process.	The Board decision papers have been updated to include a stakeholder impact statement. The feedback from the Board as part of the annual performance review noted that stakeholder engagement was a strength of the Company.
7. Ensure succession planning and diversity are regularly included for discussion at the Nomination Committee meeting.	<p>A detailed succession plan covering the Board and senior management team was discussed at the November 2024 Nomination Committee meeting and this will be reviewed annually going forward.</p> <p>A new Diversity and Inclusion Policy was developed during the year in conjunction with our sustainability consultants, which was approved by the Board, after the year end.</p>
8. Review Director induction and ongoing Director training ensuring this covers key areas such as sustainability.	A comprehensive induction programme was developed and followed for all three of our new Board members. The Directors also provided feedback on Director training and during the year there have been refresher sessions on UK MAR, Listing Rules changes and Directors' Duties under Guernsey law.
9. Review current Non-Executive Director performance review process.	The process was reviewed by the previous Chair in conjunction with the Company Secretary and formalised as a result.

Composition, Succession and Evaluation *continued*



This year, our Board performance review was carried out internally, in line with the three-year review cycle. This consisted of a questionnaire prepared by the Company Secretary following discussion with the Chair. The questionnaire covered the following areas:

- Board leadership, culture and Company purpose
- Skills, knowledge and diversity
- Stakeholders
- Division of responsibilities
- Composition, succession and development
- Board meetings, conduct and operations
- Board dynamics
- Overall reflections

The questionnaire was completed by each of the Directors and the overall conclusions were that the Board and the Committees continue to operate very effectively.

The key themes and actions arising from the review were:

- To revert to a quarterly reporting cycle to streamline processes and facilitate debate and decision making
- To refine our Board reporting templates
- To introduce a thematic deep dive session at the Board meetings
- To include discussion of investor feedback and reflect on share price discount at Board strategy meeting

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 nine years.

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, or election in the case of Francis Salway and Helen Beck, at the Annual General Meeting in July 2025.

Francis Salway

Chair of the Nomination Committee
21 May 2025