



# Board Diversity Policy

James Fisher & Sons Plc (“JFS”) and its affiliated companies (“the JFS Group”) recognise the benefit of having a diverse workforce and are committed to building and sustaining an inclusive culture. JFS believes that increasing diversity at the JFS Board (“the Board”) level is important to achieve its strategic objectives, and to attract and retain talent, as well as cultivating a culture of inclusion and diversity through a clear tone from the top, with the Board and Executive Committee championing diversity and inclusion in their own membership, and throughout the JFS Group.

This policy captures the requirements of the UK Corporate Governance Code (as amended by the Financial Reporting Council from time to time), Financial Conduct Authority policy statements and the requirements included in the Listing Rules and Disclosure Guidance and Transparency Rules. This policy also reflects the Hampton-Alexander Review and Parker Report recommendations.

## To promote compliance with this policy:

- The Board shall ensure that it is made up of an appropriate mix of skills, experience and knowledge required to effectively oversee and support the management of the JFS Group and the delivery of its strategy, having regard to the interests of the JFS Group’s stakeholders.
- When considering candidates for the Board and the Audit, Nominations and Remuneration Committees, the Nominations Committee (“the Committee”), on behalf of the Board, shall consider candidates on merit against objective criteria and with due regard for the benefits of diversity by considering aspects such as: professional experience, skills, education, international and industry knowledge, ethnic and cultural background, gender, sexual orientation, disability and socio-economic background.
- The Board intends to build and will maintain:
  - (i) gender balance that is at a minimum consistent with the recommendations of the Hampton Alexander Review and Listing Rules; and
  - (ii) diversity balance that is at a minimum consistent with the recommendations of the Parker Report.

Provided that meeting these targets is consistent with the prevailing skills and diversity requirements of the JFS Group as and when seeking to appoint a new director to the Board. Although there may be periods of change in Board composition which may result in a temporary imbalance, any such changes will be addressed in accordance with this policy.

- The Board will also support and monitor JFS Group activities to increase the percentage of senior management roles held by women and other under-represented groups across the JFS Group. These activities will include the hiring of diverse external senior managers and proactive internal promotion activity to advance diversity, along with continued emphasis on graduate and apprentice recruitment to support this policy in the longer term.
- JFS will include in its Annual Report a statement (on a comply or explain basis) confirming whether it has met the following Board diversity targets:
  - (i) the Board comprises at least 40% women;
  - (ii) at least one of the Chair, CEO, CFO or Senior Independent Director is a woman; and
  - (iii) at least one member of the Board is from a minority ethnic background.

When recruiting Board candidates, the Committee shall work with executive search firms that have signed up to the Voluntary Code of Conduct for Executive Search firms and that adhere to the JFS Group’s values and commitment to diversity and inclusion when proposing candidates for recruitment.

The Committee, on behalf of the Board, shall be responsible for the implementation and delivery of this policy.

**Jean Vernet**  
Chief Executive Officer (CEO)  
5<sup>th</sup> June 2024