

# BOARD DIVERSITY POLICY

## 1. PURPOSE AND SCOPE

This policy describes the approach to diversity taken by the Board of Directors of Countryside Properties plc (the “**Board**”). This policy is reviewed annually and applies only to the Board. For the Countryside Properties Group’s policy on employee diversity, refer to the Countryside Properties Diversity Policy.

## 2. POLICY STATEMENT

The Board recognises that diversity, in all its dimensions, across an organisation, including at Board level, is important to support innovation, strategic development and operational efficiency. In relation to diversity on the Board, the two pertinent areas for consideration relate to the composition of the Board and appointments to the Board.

When considering candidates for appointment to the Board, it will take into account the recommendations of the Davies Report (as built on by the Hampton-Alexander Review, encouraging increased participation by women on boards, which is now targeted at 33% for all FTSE 350 companies by 2020) and the Parker Report (which recommends there should be at least one director of colour on each FTSE250 board by 2024).

The Nomination Committee (the “**Committee**”) reviews and assesses Board composition on behalf of the Board and recommends the appointment of new directors. The Committee will take into account the recommendations of the above reports on diversity when planning how to best manage Board composition over time.

### 2.1 Board Composition

The Board should consist of individuals who have diverse skills, knowledge and experiences that combine to provide different perspectives and effective board dynamics. In reviewing Board composition, the Nomination Committee will consider the benefits of all aspects of diversity, in order to maintain an effective and balanced Board. A broad range of aspects contribute to a balanced and diverse Board including business experience in relevant industries, and expertise in areas relating to Countryside Properties’ operations.

As part of the annual performance evaluation of the effectiveness of the Board, the Nomination Committee will consider the balance of skills, experience, independence and knowledge on the Board, having regard to all facets of diversity, including gender and ethnicity.

### 2.2 Appointments to the Board

It is not the Board’s policy to set specific targets but to continue to recruit Board members based on skills and experience, having regard to the requirements of the UK Corporate Governance Code and the above reports on diversity. All Board appointment and succession plans will be based on merit and objective criteria and aim to promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.

When seeking candidates for appointment to the Board, it is the Board’s policy to take into account the above matters and to:

1. Use only executive search firms signed up to the Voluntary Code of Conduct for Executive Search Firms as recommended by the Davies Report.
2. Consider candidates for appointment as non-executive directors from a wider pool, including those with little or no listed company board experience, but with relevant skills or sector knowledge to complement the existing Board.

## 3. MEASURABLE OBJECTIVES

The Committee will discuss and agree annually whether measurable objectives for achieving diversity on the Board are required, and if so, recommend these to the Board for adoption. Where objectives are set, the Committee is responsible for monitoring progress towards the achievement of these objectives.

**Last reviewed: 19 November 2019**