



Our Board is committed to the sustainable and responsible management of the Group's businesses.”



Avril Palmer-Baunack
Chairman

2023 Governance activities

- The Board has overseen the Group's strong performance and strategic progress this year, including successful acquisitions in the vehicle rental space and the completion and extension of the Group's share buyback programme.
- Significant progress in the development of our Group-wide sustainability and ESG strategy including the implementation and development of the Group's Sustainability Committee.
- The appointment of Bindi Karia and Nicola Rabson as Non-Executive Directors increased female representation on the Board.
- The Group's proposed new Directors' Remuneration Policy will be put to shareholders for approval at the 2023 AGM, following extensive consultation with our shareholders.
- Significant support and benefits delivered to colleagues across the Group in a challenging economic climate, with a greater focus on employee engagement and the successful rollout of learning and development programmes for our people across all areas of the Group.

Dear stakeholder

On behalf of the Board, I am pleased to present our Corporate Governance Report for the year ended 30 April 2023. This section of the Annual Report and Accounts outlines the key areas of focus of the Board and its activities during the year and highlights the Company's broader corporate governance framework through which we build our business and form our decisions. Our Board is committed to the sustainable and responsible management of the Group's businesses as we continue to drive long term value creation for all our stakeholders.

Our strategy and performance

The Board has overseen the Group's strong performance and progress in delivering its integrated mobility platform strategy this year, despite ongoing supply chain challenges and direct inflation seen most notably in areas such as vehicle repairs. The Group's strategy has contributed to the Group's diverse and resilient customer and partner base with multi-year service contracts in place, providing a sustainable revenue stream and opportunity for growth. The Board approved a number of complementary acquisitions during the year including Blakedale, a traffic management specialist company, and FridgeXpress, a leading provider of specialist

Chairman's introduction to governance *continued*

temperature-controlled vehicles to a broad range of commercial customers in the UK. The Board also approved the extension of the Group's share buyback programme, which was completed in December 2022, and the interim and final dividend.

Board changes

I am delighted to welcome Nicola Rabson to our Board as a Non-Executive Director, following Bindi Karia's appointment at the beginning of the year. Nicola and Bindi each bring significant breadth and diversity of experience to our Board, together with expertise that is highly relevant to the Group's strategy and corporate responsibilities. Nicola is a well-known figure in the employment law world, with particular focus on the social and governance aspects of public companies, and Bindi brings expert insight from the innovation, digital and technology space.

Following the appointment of Nicola and Bindi, the Board is now compliant with the recommendations of the Parker Review and has made significant progress towards its target of meeting the Board diversity targets as set out in Listing Rules LR 9.8.6R(9) and LR 14.3.33R(1), with women representing 37.5% (2022: 14.5%) of the Board including the Chairman. The 2022 FTSE Women Leaders Review also reflected the progress the Company made during the year with a significantly higher positioning in the FTSE 250 and in our sector (with women comprising 37.5% of the Board (2021: 14.3%) and 34.7% of senior management team and direct reports (2021: 33.3%)).

The Board understands the importance of diversity and inclusion. For further information relating to diversity and inclusion, please see the Nominations Committee Report.

Sustainability

We have made significant progress this year in the development of our Group-wide sustainability strategy, putting ESG at the centre of the Group's governance programme thus ensuring the Group's long term success. As part of this programme the Company issued its first Sustainability Report formed an executive-led Sustainability Committee to oversee the Company's climate-related strategy and responsibilities and the development and setting of the Group's Scope 1 and Scope 2 targets. Our Executive Board member, Philip Vincent, has responsibility for oversight of our climate change agenda and is Chairman of the Sustainability Committee. Further information relating to the work of the Sustainability Committee and climate related responsibilities, including TCFD, can be found in the sustainability section of this Annual Report.

Our people

Employee engagement

We are proud of the support and benefits we have delivered to colleagues across the Group this year in what has been a challenging economic climate. This year, our third annual colleague survey "Have Your Say" demonstrated continued high levels of employee engagement across our workforce 74%, with a 9% increase in colleagues completing the survey. Key themes reflected the value that colleagues put to the significant benefits enhancements they had received in the year, leadership support and a positive culture, confidence in the Group, its businesses and its opportunity for growth, pride in the service that we offer our customers and significant improvements in communication across the Group.

For further information relating to the Employee Engagement Forum and employee initiatives deployed by the Company see the Directors' Remuneration Report on pages 98 to 124.

Learning and Development

In FY2023, the Group created a central Learning and Development team to drive employee development and progression in its UK business with significant success.

Key initiatives included:

- Extensive leadership training programmes for people at different levels across the Group;
- A focus on our apprenticeship programme to drive awareness and update of this important initiative;
- Responsibly promoting future careers with the Group to create awareness of the opportunities the Group offers, including to those in disadvantaged circumstances:
 - Our Digital Early Careers event connecting and broadcasting an engaging and relatable early careers story to 1,600 schools reaching 4,000 students;
 - Signature of Youth Employment UK Charter as a "Youth Friendly Employer"; and
 - Signature of the Care Leavers Covenant which provides support for care leavers aged 15 to 35, giving visibility of our early careers opportunities to young people who come from a care setting and a direct link to the Learning and Development talent team to discuss our opportunities.

Wider workforce pay and benefits

In FY2023, the Company made significant pay increases to colleagues at lower salary levels (with increases between 9% and 12%, and a capped 3% rise at mid to senior levels. For FY2024 the Board has approved a further 4.2% average pay rise across the Group, with higher increases for those colleagues at lower salary levels and, once again, a capped 3% rise at mid to senior levels.

Recognising the current cost-of-living and inflationary pressures on our employees, the Company made a one-off payment of c.£250 to over 4,500 employees (which represents 60% of total employees across the Group) in December 2022 with a further payment of £500 paid in April 2023 to 90% of our employees, as well as many other initiatives.

The Group also delivered on its commitment to help our employees invest in the Company and promote their alignment with and participation in the Group's strategy, with the launch of the Save As You Earn Scheme in 2022 and the Group's Free Shares programme under which all employees were provided with £500 of free shares in the Company's new share incentive plan in December 2022 following approval by shareholders at the 2022 AGM.

The Group also made significant progress with its broader benefits. Colleagues on zero hours contracts were offered permanent contracts with improved benefits. We have delivered improvements in other benefits including: health and travel benefits, maternity and paternity pay, bereavement leave, paid emergency dependents leave, alignment and enhancement of annual leave and the Company car scheme (which provides a wider selection of cars, all of which are EV or hybrid).

Chairman's introduction to governance *continued*

We also introduced several Board-supported initiatives to support the wellbeing of our people from our UK employee assistance programme to the introduction of mental wellbeing apps to help with the prevention and management of mental health issues.

Stakeholder engagement

The Board's significant decisions during the year, and its considerations in making them, are set out on pages 72 to 76. They explain how the Board's decision making during the year has promoted the success of the Company having regard, amongst other things, to those matters set out in Section 172 of the Companies Act 2006.

During 2023, we conducted an extensive consultation exercise with our major shareholders to understand their views on our proposed new Remuneration Policy which we will seek shareholder approval for at our AGM in 2023 in line with the requirements of Section 439A of the Companies Act 2006. As a result, an updated Remuneration Policy is being proposed to shareholders for approval (by way of a binding vote) at the 2023 AGM. The updated Remuneration Policy, which is proposed to apply for three years from the conclusion of the 2020 AGM, is set out on pages 102 to 110 of the Directors' Remuneration Report.

Compliance with the UK Corporate Governance Code 2018 (the Code)

The Company has complied with the principles of the Code throughout the financial year ended 30 April 2023 and to the date of this report, and complied with all provisions of the Code.

Board effectiveness

As Chairman, I am responsible for ensuring that the effectiveness of the Board, its committees and each individual Director is evaluated annually. For 2023, an internal evaluation process was carried out. The outcome of the evaluation confirmed that the Board and Committees continue to operate effectively and that all of our Directors continue to demonstrate commitment to their role. Further information relating to the Board evaluation can be found on page 92 of the Nominations Committee.

Avril Palmer-Baunack

Chairman
5 July 2023



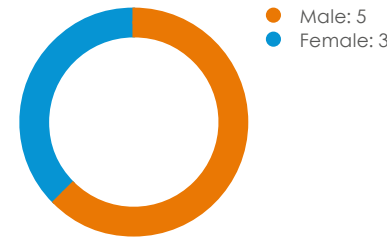
Governance at a glance

Principles of the Code

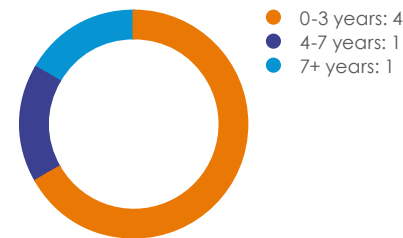
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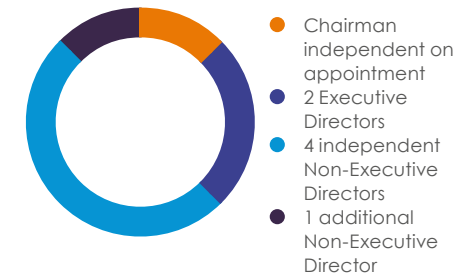
Board of Directors gender balance



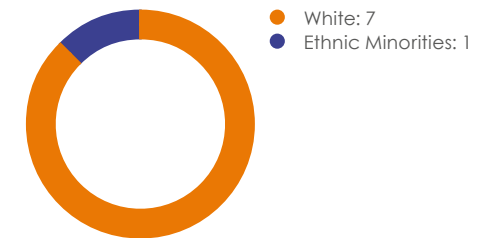
Non-Executive Director tenure as at 30 April 2023



Board independence as at 30 April 2023



Board of Directors ethnicity balance¹



¹ Applying UK Office for National Statistics ethnicity categories of: Asian; Black; Mixed/Multiple Ethnic Groups; Other Non-White Ethnic Group, in alignment with the UK Listing Rules.

Governance structure and responsibilities

Governance structure

There is a clear and effective leadership structure in place at Redde Northgate. The Board has established three principal Board Committees to assist on the execution of its responsibilities. These are the Audit Committee, Remuneration Committee and Nominations Committee. Each committee operates under its own terms of reference which are approved by the Board. The terms of reference are reviewed annually and can be found on the Company's website www.reddenorthgate.com.

Board

The Board's role is to ensure the long term sustainable success of the Group by setting our strategy through which value can be created and preserved for the mutual benefit of our shareholders, customers, employees and the communities we serve. The Board provides rigorous challenge to management and ensures the Group maintains an effective risk management and internal control system with oversight of the Group's risk management processes and key risks.

Audit Committee

Provides independent assessment of the financial affairs of the Company, reviews and provides oversight of financial reporting controls. Responsible for reviewing the effectiveness of the internal and external audit processes. The Committee only comprises independent Non-Executive Directors.

Report of the Audit Committee on pages 93 to 97

Remuneration Committee

Responsible for determining and approving the Remuneration Policy and recommending to the Board its approval. Responsible for setting the remuneration of the Group's Executive Directors, the Chairman, and the Group Management Boards below Board level. Having regard to pay across the workforce. Ensuring that workforce policies and practices are aligned with the Company's purpose, values, and long term strategy. The Committee comprises the Chairman and Independent Non-Executive Directors.

Report of the Remuneration Committee on pages 98 to 124

Nominations Committee

Responsible for keeping under review the skills and experience of the Board and its committees; the recruitment of new Directors; ensuring orderly succession plans for both the Board and the Group Management Boards; and overseeing the implementation of the Board Diversity & Inclusion Policy. The Committee comprises the Chairman and Independent Non-Executive Directors.

Report of the Nominations Committee pages 90 to 92

Key Executive-led committees

Sustainability Committee

The Sustainability Committee was established this year; its main area of responsibility is defining the Group's strategy relating to sustainability matters and is responsible for governance over its sustainability programme and for implementing the Group's sustainability strategy.

Group Risk Committee

The Group Risk Committees assists the Board in its oversight of the risk management framework and is designed to identify, manage and mitigate the risks that the Group faces in the operation of its businesses and the execution of its strategy.

The Group Management Boards

The Group Management Boards are responsible for the day-to-day running of the business, carrying out and overseeing operational management, and implementing the strategies the Board has set.

Governance structure and responsibilities *continued*

Responsibilities of those charged with governance

As at the date of this report, our Board comprised a Non-Executive Chairman, four Independent Non-Executive Directors, one additional Non-Executive Director and two Executive Directors. There is a clear division between Executive and Non-Executive responsibilities, which ensures accountability and oversight. The roles of Chairman and Chief Executive are separately held, and their responsibilities are well-defined and set out below. The Chairman and the other Non-Executive Directors meet routinely without the Executive Directors, and individual Directors engage with senior management and other members of the Group's workforce, during and outside Board meetings, in order to gain first-hand experience of our operations. The Board is supported by the Company Secretary, to whom all Directors have access for advice. The table below summarises the key responsibilities of each of the director roles on the Board.

Individual	Role
Chairman	<ul style="list-style-type: none"> Oversees Board responsibilities
CEO	<ul style="list-style-type: none"> Develops and executes the strategic plan and manages risk
Senior Independent Director	<ul style="list-style-type: none"> Oversees governance procedures
Committee Chairman	<ul style="list-style-type: none"> Oversees Committee responsibilities
Non-Executive Director	<ul style="list-style-type: none"> Carries out Board responsibilities
Company Secretary	<ul style="list-style-type: none"> Facilitates effective operation of the Board and Board Committees

Board	Key focus
<p>Responsibility:</p> <ul style="list-style-type: none"> Monitoring progress against the strategy of the Group and ensuring long term success for the benefit of all stakeholders; Ensuring that adequate resources are available so that strategic objectives may be achieved through the annual planning process and ongoing monitoring; Ensuring that the Group's risk management and internal control systems (both financial and operational) are fit for purpose and operating as they should be; Reporting to and maintaining relationships with stakeholders; Compliance with laws and regulations and good corporate governance; Dividend policy; Treasury policy; Insurance policy; Major capital expenditure; Acquisitions and disposals; Board structure; and Remuneration policy. 	<ul style="list-style-type: none"> Ensuring continued optimal integration across the enlarged Group and achievement of synergies. Embedding vision and values throughout the Group. Ensuring execution of Group strategy by executive team. Monitoring progress against strategic objectives. Manage the Group's growth through strategic acquisitions; managing the transition process as the business embeds the Group's governance framework, financial reporting, risks, and internal controls. Making recommendations to the Board regarding setting and approving the Group's risk appetite. Review and approval of the Groups wide risk assessment process.

Executive Directors	Key focus
<p>Responsibility:</p> <ul style="list-style-type: none"> Ensuring the Group strategy is executed effectively via the Group Management Boards; Monitoring Group performance; Managing the Group's financial affairs; and Implementing the system of internal control. 	<p>Delivery of the strategic plan</p> <ul style="list-style-type: none"> Achievement of integration and synergies. Monitoring progress against strategic objectives.

Group Management Boards	Key focus
<p>Responsibility:</p> <ul style="list-style-type: none"> Executing Group strategy and policies; Considering operational business issues; Reviewing risk reporting and taking necessary actions; and Managing business performance. 	<p>Delivery of the strategic plan</p> <ul style="list-style-type: none"> The Group Management Boards are focused on the operational delivery of the strategic plan, implementing the strategy and developing strategic opportunities to enhance the business.

Audit Committee	Key focus
<p>Responsibility:</p> <ul style="list-style-type: none"> Monitoring the integrity of financial reporting on behalf of the Board, including reviewing the work of Group internal audit; Overseeing the statutory audit process, monitoring quality of the audit process and resultant findings and evaluating auditor effectiveness; Monitoring independence and objectivity, including monitoring auditor rotation and developing a policy on non-audit services provided; Approving auditors' remuneration and terms of engagement and making a recommendation to the Board regarding the appointment/reappointment of the auditors on an annual basis; and Overseeing the audit tender process. 	<p>Delivery of the strategic plan</p> <ul style="list-style-type: none"> Supporting the Board as they grow the business through strategic acquisitions; managing how the business embeds the Group's governance framework, financial reporting, risks and internal controls.

Governance structure and responsibilities *continued*

Remuneration Committee

Key focus

Responsibility:

- Assessing, reviewing and agreeing with the Board the Remuneration Policy for the Board and senior management excluding the Non-Executive Directors;
- Assessing and reviewing the Remuneration Policy and benefit structure for Group employees; and
- Monitoring the share incentive plans including participation and exceptional circumstances and amending the design of the plans in line with best practice.

Remuneration policy

- Setting appropriate targets for bonus and long term incentive schemes having regard to the long term value creation objectives of the Group.

Nominations Committee

Key focus

Responsibility:

- Reviewing the structure, size, skills and experience of the Board and making recommendations regarding any changes;
- Considering succession planning for Directors and other senior executives; and
- Making recommendations to the Board for candidates to fill Board vacancies when they arise or to fulfil the need for additional Directors, normally using the services of professional consultants in the search.

- Reviewing the performance of the Chairman and the Executive Directors.
- Implementing recommendations from the Board effectiveness review which was conducted in the previous financial year.
- Reviewing succession plans to ensure the Board can operate effectively and add value to the Group.

The full terms of reference of the Audit, Remuneration and Nominations Committees can be found on the Group's corporate website: www.reddenorthgate.com

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Board of Directors



Avril Palmer-Baunack
Non-Executive Chairman
Nominations Committee Chairman

N R

Joined Board August 2019

Key areas of expertise

Avril has more than 25 years' experience in leading businesses in the automotive industry in a number of senior executive and non-executive roles and was appointed as Non-Executive Chairman in August 2019.

Current external appointments

Currently Executive Chairman of Constellation Automotive Group.

Previous experience

Avril previously held roles as Non-Executive Chairman of Quartix plc, Non-Executive Chairman of Redde plc, Executive Chairman of Stobart Group and Chief Executive Officer of Autologic Holdings plc and of Universal Salvage plc.



Martin Ward
Chief Executive Officer

Joined Board February 2020

Key areas of expertise

Martin was appointed to the Board as CEO in February 2020 as the former CEO of Redde plc, having been on the Board of Redde plc since 2009 after joining a subsidiary of the Group as Managing Director in 2005. Martin has over 25 years' insurance industry and vehicle sector experience.

Current external appointments

None.

Previous experience

Martin jointly founded the Rarrigini & Rosso Group in 1994, a leading independent wholesale motor fleet, property and risk management insurance business, which was later acquired by THB plc in 2003. Martin has an MBA from Durham University.



Philip Vincent
Chief Financial Officer

Joined Board July 2018

Key areas of expertise

Philip was appointed as CFO in July 2018. He has extensive experience in senior finance roles across a range of sectors worldwide.

Current external appointments

None.

Previous experience

Philip was previously Regional Finance Director Asia Pacific of SABMiller plc and before that he was the Group Director of finance and control. Prior to SABMiller, Philip held several senior positions at BBC Worldwide, the largest commercial arm of the BBC, including three years as Group CFO and Board Director. Philip is a qualified Chartered Accountant, having trained with KPMG.



John Pattullo OBE
Senior Independent Director and
Remuneration Committee Chairman

A R N

Joined Board January 2019

Key areas of expertise

John was appointed to the Board as a Non-Executive Director in January 2019, Senior Independent Director in September 2019 and Chairman of the Remuneration Committee in May 2022 and has a wide range of experience in a number of executive roles in the consumer goods and logistics sectors and non-executive roles across a range of other industries.

Current external appointments

None.

Previous experience

John was Chairman of V Group until December 2020. Other previous non-executive roles include Senior Independent Director and Remuneration Committee Chairman of Electrocomponents plc, Chairman of NHS Blood & Transplant, Chairman of Marken Logistics and Chairman of In Kind Direct, a Prince's charity. Chief Executive Officer of Ceva Logistics Ltd between 2007 and 2012. Before that, John worked for Exel plc/DHL where he led the EMEA logistics business and, prior to that, held a number of senior global supply chain appointments with Procter & Gamble.

The Directors of the Company who were in office at the date of signing the financial statements are as noted within these pages.

Key

- Chairman of Committee
- Member of Committee
- A Audit Committee
- R Remuneration Committee
- N Nominations Committee

Board of Directors *continued***Mark Butcher**

A R N

Non-Executive Director and
Audit Committee Chairman

Joined Board September 2019

Key areas of expertise

Mark was appointed to the Board as a Non-Executive Director and Chairman of the Remuneration Committee in September 2019; since the Merger he has chaired the Audit Committee. Mark has more than 20 years' public company experience including international accounting, corporate finance and banking transactions, as well as sitting on a number of public company boards.

Current external appointments

Currently a Non-Executive Director of National Milk Records plc and Zytronic plc.

Previous experience

Non-Executive Director of AssetCo plc from 24 October 2012 to 30 March 2023. Mark has more than 20 years' public company experience working predominantly for GPG (UK) Holdings plc, the UK investment arm of Guinness Peat Group plc, where he managed a significant proportion of group investments.

**Bindi Karia**

A R N

Non-Executive Director

Joined Board May 2022

Key areas of expertise

Bindi was appointed to the Board as a Non-Executive Director in May 2022. Bindi brings deep experience in technology and innovation having held senior board, investment and advisory roles across the technology ecosystem in Europe.

Current external appointments

Currently a Venture Partner at Molten Ventures Plc, a European Technology Venture Capital Fund. Bindi is also an advisory board member of CognitionX, Humanity Health and Wrisk Ltd and a World Economic Forum member for the Digital Leaders of Europe. Bindi also serves on the University of East London Board of Governors, where she is also Chair of the Ethics Advisory Committee.

Previous experience

Bindi has previously held a variety of senior technology roles, including as a Digital Advisory Board member at The Very Group and Centrica, as well as senior roles at Silicon Valley Bank, Microsoft Ventures and PwC.

**Mark McCafferty**

Non-Executive Director

Joined Board February 2020

Key areas of expertise

Mark was appointed to the Board as a Non-Executive Director in February 2020. Mark had previously joined the Board of Redde plc as Non-Executive Director in March 2009, chairing the Remuneration Committee for a large part of his tenure. He brings extensive sector management and commercial experience, having spent six years as CEO of Avis Europe plc.

Current external appointments

Currently an adviser to CVC Capital Partners, Chair of Warwickshire CCC and Non-Executive Board Director of European Professional Club Rugby.

Previous experience

Prior to Avis, Mark was Group Managing Director of Thomas Cook's global travel and foreign exchange business and before that spent seven years with Midland Bank International in corporate finance and international operations. He was CEO of Premiership Rugby until July 2019. Mark previously held non-executive directorships with HMV Group plc, Umbro plc and Horsesace Totalisator Board (Tote).

**Nicola Rabson**

A R N

Non-Executive Director

Joined Board November 2022

Key areas of expertise

Nicola was appointed to the Board as a Non-Executive Director in November 2022. Nicola is a well-known figure in the employment law world with significant experience advising public companies and other clients on people issues and governance, and on their strategic initiatives such as those relating to diversity and workplace culture.

Current external appointments

Nicola is a partner in the London office of Linklaters LLP, a Trustee of the Global Media Campaign to End FGM, a Governor at Royal Russell School and Non-Executive Director at Kent Football Association.

Previous experience

Nicola headed up the global employment and incentives practice of Linklaters LLP from 2014 until 2021 and has also sat on Linklaters LLP's Remuneration Committee and London Executive Committee. Nicola is qualified as a solicitor in England and Wales and is a CEDR accredited mediator.

UK premium listed companies are required by the FCA (the designated UK Listing Authority) to include a statement in their annual accounts on compliance with the principles of good corporate governance and code of best practice, being the UK Corporate Governance Code updated in July 2018. The provisions of the Code applicable to listed companies are divided into five parts, as set out below:

1. Board leadership and company purpose

The Board's ultimate objective is the long term sustainable success of the Group. The Board assesses the basis on which the Company generates and preserves value over the long term. Opportunities and risks to the future success of the business have been considered and addressed, contributing to the delivery of the Group's strategy. Information on this can be seen throughout this Corporate Governance Report, the Directors' Report, each of the Board Committee reports, the Directors' Remuneration Report and the Strategic Report.

Section 172

The Board is committed in its duties in relation to Section 172 of the Companies Act to promote the success of the Company. The Board seeks to understand the views of the Company's key stakeholders and how their interests and the matters set out in Section 172 are considered in Board discussions and decision making. A description on how the Board has evidenced this is included in the Section 172 statement on pages 72 to 76.

How the Board monitors culture

The Board recognises that delivering for all our stakeholders, in line with our purpose and vision to be the leading supplier in mobility solutions, is underpinned by our culture.

The Board regularly monitors the culture of the business in a number of ways:

- Through interaction with executives, members of the leadership team, and other colleagues in Board meetings.
- Through regular Board agenda items and supporting papers, covering culture indicators such as risk management, Group internal audit reports and follow-up actions, customer engagement, health and safety, whistleblowing, modern slavery and regulatory breaches.
- Through receipt of reports from executives on a range of indicators, including staff engagement, retention, absence, gender pay, diversity, and the results of employee surveys.

During the year, the Board was satisfied that the Company's workforce policies practices and behaviour were aligned with the Company's purpose, values, and strategy and that no correction was required by management. The Board reinforces our culture and values through its decisions, ensuring that decisions made are within the approved risk appetite of the Group and aligned with the Group's strategy.

Workforce engagement

The Employee Engagement Forum which is chaired by a senior member of the Group Management Boards, helps the Board and the Group Management Boards to understand the views of the workforce and to ensure feedback between the workforce and the Board on an ongoing basis. This provides the Board with in-depth insight into how culture is embedded across our Group, and any issues that need to be addressed. The views of employees are measured through an annual employee engagement survey "Have your Say", which is designed to gauge how employees feel about the Group, how well they understand its direction, and their level of satisfaction and engagement with their work. An analysis of the results of the employee survey is presented to the Board. See page 101 for more information regarding workforce engagement.

Shareholder engagement

Shareholders play a valuable role in safeguarding the Group's governance through means such as annual re-election/election of Directors, monitoring and compensating Director performance and constructive dialogue with the Board. Redde Northgate engages actively with analysts and investors and is open and transparent in its communications. The Board is updated regularly on the views of its shareholders through briefings and reports from those who have interacted with shareholders, including the Directors and the Company's brokers.

The Board and the Redde Northgate investor relations team engage directly with investors through a variety of communication channels to ensure prompt and effective communication:

- The AGM, which allows shareholders the opportunity to engage with the Directors and Chairmen of each of the Board Committees.
- Presentations and briefings given by the CEO and CFO, particularly at the time of announcing the Company's half year and full year results.
- One to one meetings with institutional shareholders on a regular basis by the Chairman and Senior Independent Director.
- CEO and CFO meet with shareholders following six monthly results announcements or in the intervening period if necessary.

- Direct shareholder consultations when considering matters of material impact to the Group, such as consultation on Remuneration report and policy, or indirect engagement such as engaging specialists to interview shareholders for the development of our sustainability strategy as outlined on pages 52 to 70.
- Annual and interim reports and results presentations which are available to all shareholders and also include the contact details for the Company Secretary.
- Our corporate website, which has a dedicated investor relations section and contact details.

The Group's results and other news releases are published via the London Stock Exchange's Regulatory News Service or another Regulatory Information Service. In addition, these news releases are published in the Investor Relations section of the Group's website at: www.reddenorthgate.com

Shareholders and other interested parties can subscribe to receive these news updates by email by registering online via the website.

2. Division of responsibilities

The business is managed by the Board of Directors. You can find more information about the members of the Board on pages 84 to 85. An overview of the leadership of the Group, including the responsibilities and activities of each component, is outlined on pages 80 to 83.

Information and communication

The Chairman ensures that all Directors are appropriately briefed so that they can discharge their duties effectively. Management accounts are prepared and submitted to the Board monthly. Before each Board meeting appropriate documentation on all items to be discussed is circulated. The Company Secretary is available to the Non-Executive Directors and can facilitate Board training events whenever required. The Non-Executive Directors meet without the Executive Directors present and the Senior Independent Director leads the evaluation of the Chairman.

Each reporting segment of the Group prepares monthly management accounts which include a comparison against their individual business plans and prior year performance. Management reviews any variance from targeted performance levels. These commentaries are consolidated and submitted to the Board. Year-to-date actuals are used to guide forecasts, which are updated regularly and communicated to the Board.

Independence

Pursuant to those provisions of the Companies Act 2006 relating to conflicts of interest and in accordance with the authority contained in the Company's Articles of Association, the Board has put in place procedures to deal with the notification, authorisation, recording and monitoring of Directors' conflicts of interest and these procedures have operated effectively throughout the year and to the date of signing of this Annual Report and Accounts.

Following the Merger, Mark McCafferty joined the Group Board. Prior to the Merger, he had completed 10 years' service on the Redde Board. As Mark has served on the Board for over nine years due to his previous appointment on the Redde plc board as set out in provision 10 of the Code this is a matter that is relevant to the Board's determination of independence. Upon assessment against this criteria, Mark McCafferty is not considered to be independent.

The Board remains of the opinion that despite Mark not being considered independent he was objective throughout the year despite his previous relationship with the Redde business and that he continued to make thoughtful and valuable contributions to the Board and continued to constructively challenge management and other members of the Board as appropriate.

3. Composition, succession and evaluation

The Nominations Committee report (pages 90 to 92) sets out its activities during the year, including information on succession planning, diversity, and inclusion. As previously noted, Bindi Karia and Nicola Rabson joined the Board during the year.

The Nominations Committee are confident that the Board is equipped with the right mix of skills and experience to deliver long term strategic objectives. The Directors have sufficient time to execute their duties. The Committee met twice in the year satisfying its terms of reference.

Diversity

Embracing diversity, in all its forms, enables individuals to share their own perspectives which promotes inclusivity and supports good decision making by the Board. The board recognises the many benefits of building a diverse leadership team. The FTSE Women Leaders Review, also reflected the progress the Company made during the year. As a Board we have made significant progress in terms of increasing representation of women on the Board which currently stands at 37.5%. Whilst the Board recognises that the representation of women on the Board does not currently meet the UK Listing Rules target of 40%, the Company notes the significant progress made this year through the appointment of Bindi Karia and Nicola Rabson. For further information on the Group's approach to Board diversity please see the Nominations Committee Report on pages 90 to 92.

Corporate governance *continued*

Board evaluation

A Board effectiveness review is carried out annually in line with the Code, with a review being externally facilitated every three years. The last external Board effectiveness review was carried out in FY2021. This year the Board effectiveness review was conducted

internally, supported by the Company Secretary. The external Board effectiveness review was conducted based on a framework established by the external Board evaluation conducted by Korn Ferry in FY2021. Next year the Board will be required to conduct an external Board effectiveness review.

Key areas of focus from this year's internal Board effectiveness review are set out in the table below.

During the current year, the Directors have reviewed the effectiveness of the Board as a whole and its Committees and have considered the results of the prior year assessments. The Directors concluded that the Board and its Committees continue to operate in an effective and constructive way.

Areas of focus	Recommendations	Progress to date
Moving to "business as usual"	Increase Board focus on risk appetite and critical areas such as IT, and on medium and long term strategic debate.	The Board has assumed direct oversight of risk from the Audit Committee, and both broad/sectoral and specific risks are regularly reported on and discussed at the Board.
Board learning and development	Increased focus placed on learning and development across the Group including at leadership level.	The Board during the year had specific training on ESG focusing particularly on the changing regulatory and governance landscape as well as presentations on strategic matters. The Board also made a visit to the Company's operations in Spain.
Succession planning	The Board recognises the importance of succession planning and maintaining a continued focus on diversity and inclusion on the Board and more widely in the Group's businesses.	Significant progress has been made at Board and senior management level in meeting the diversity levels expected of a Group of our size and nature, not least with the two Board appointments conducted throughout the year.

Attendance

Directors' attendance at Board and Committee meetings during the year is detailed as follows:

No. of meetings	Board	Audit	Remuneration	Nominations
Avril Palmer-Baunack*	10	4	6	2
Martin Ward**	10	4	***5	***2
Philip Vincent**	10	4	***5	***2
John Pattullo	10	4	6	2
Mark Butcher	10	4	6	2
Bindi Karia	10	4	6	2
Mark McCafferty**	10	4	***5	***2
Nicola Rabson****	5	2	***2	***2

* By invitation when attending Audit Committee.

** By invitation when attending Committees.

*** Only meetings to which invited.

**** Nicola Rabson was appointed to the Board and to the Audit, Nominations and Remuneration Committee on 9 November 2022.

The external auditors and the Group Head of Internal Audit attended all Audit Committee meetings.

4. Audit and internal control

The Audit Committee report on pages 93 to 97 describes the work of the Committee and how it discharges its roles and responsibilities.

The Board is accountable for the Group's success and dealing with the challenges it faces. The Board reviews the results, risks and opportunities facing the Group. The Audit Committee plays a key part in this work, monitoring and evaluating the Group's processes and internal controls and providing a layer of independent oversight over our key activities.

The Group's systems of risk management and internal control ensure that our businesses operate within risk appetite levels approved by the Board. These are set out in the Identifying and managing risk report from page 40.

Internal control

Although no system of internal controls can provide absolute assurance against material misstatement or loss, the Group's own system is designed to provide the Directors with reasonable assurance that, should any problems occur, these are identified on a timely basis and dealt with appropriately. Confirmation that the Board has performed an assessment of the risk management and internal control systems of the Group, as required by the Code, is contained in the Identifying and Managing Risk Report on pages 40 to 49.

5. Remuneration

The Directors' Remuneration Report on pages 98 to 124 describes the work of the Committee during the year. It sets out how executive remuneration is aligned to the Company's purpose, values and strategy. It also shows how workforce remuneration and related policies have been considered in its decision making regarding executive remuneration.

Compliance with the Code

The Company is subject to the principles and provisions of the UK Corporate Governance Code 2018 (the Code), a copy of which is available at www.frc.org.uk.

Following the appointment of Bindi Karia on 6 May 2022, the Group was compliant with:

- Provision 11 of the Code, for at least half of the Board to be independent.
- Provision 17 for the Nominations Committee to be comprised of at least three independent Non-Executive Directors.
- Provision 24 for the Audit Committee to be comprised of at least three independent Non-Executive Directors.
- Provision 32 for the Remuneration Committee to be comprised of at least three independent Non-Executive Directors.

In addition, effective from 1 January 2023, Executive Directors' pensions were aligned to the wider workforce.

In April 2023, the Group consulted with the Employee Engagement Forum on the Group's approach to wider workforce remuneration and on how executive remuneration aligns with wider Group pay policy.

For the year ended 30 April 2023, the Board considers that it has applied the principles and complied in full with the provisions of the Code.

James Kerton

Company Secretary
5 July 2023