

CVC

# Board Diversity and Inclusion Policy

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## CVC CAPITAL PARTNERS PLC (the Company)

### BOARD DIVERSITY AND INCLUSION POLICY

Approved by the board of directors of the Company on 12 April 2024

#### 1. Policy Statement

CVC values diversity of thought and experience, not only because greater diversity leads to better decision-making and superior investment performance which promotes the success of the Company for the benefit of its stakeholders, but it also provides for a great place to work.

This diversity and inclusion policy (the **Policy**) applies to the composition of the board of directors of the Company (the **Board**) and complements the CVC global diversity policy that applies more generally to employees of the **Group**, being the Company and its subsidiary and controlled undertakings (excluding funds and portfolio companies).

The Board acknowledges the benefits of greater Board diversity, including but not limited to gender diversity, and remains committed to ensuring that the Company's directors bring a wide range of skills, knowledge, experience, background and perspectives. All appointments will be made on merit against objective criteria, in the context of the overall balance of skills and backgrounds that the Board needs to maintain in order to remain effective.

#### 2. Targets and objectives

2.1. The Board is committed to promoting diversity and inclusion in the boardroom, ensuring all are able to contribute to Board discussions, and aims to meet industry targets and recommendations wherever possible. This includes aiming to meet the following diversity targets;

- a) at least one-third of the seats of the Board directors to be held by women and at least one-third by men; and
- b) one woman in the chair, senior independent director, CEO or CFO role.

2.2. The Board recognises that there may be periods when the targets set out at paragraph 2.1 may not be achievable, for example, while the Board is refreshed. In such circumstances, the Board remains committed to aiming to achieve these targets in the next cycle of new Board appointments.

2.3. The Board is also committed to:

- a) ensuring that the Board is comprised of a good balance of skills, experience, knowledge, perspective and varied backgrounds;
- b) only engaging search firms who are signed up to the Voluntary Code of Conduct for Executive Search firms;
- c) considering candidates for non-executive director Board appointments from a wide pool, including those with no listed company board level experience; and
- d) reporting annually on the diversity of the executive pipeline as well as the diversity of the Board.

#### 3. Nomination Committee responsibilities

##### 3.1. Review of Board composition

All nominations for appointment are made on merit against objective criteria and the nomination committee of the Board (the **Nomination Committee**) supports the Board in applying the Policy by regularly reviewing the Board's effectiveness and composition each year and, in particular, considering

the balance of skills, experience and independence of the Board ahead of making recommendations to the Board for any proposed changes. It also considers the benefits of all aspects of diversity, but without compromise as to the calibre of directors, when identifying candidates for appointment. The Board and Nomination Committee will adhere to this Policy when reviewing existing Board composition and whilst recruiting to the Board.

### **3.2. [Recruitment Process](#)**

The Nomination Committee will:

- a) only engage executive search firms who have signed up to the Voluntary Code of Conduct on diversity and best practice;
- b) liaise with the search firm to produce a brief that includes an appropriate emphasis on diversity of skills and background, independence of approach and other personal qualities in addition to career experience and compatibility with the values and behaviours of existing board members and executive managers, with a view to enhancing the overall effectiveness of the Board;
- c) encourage the search firm to produce long lists which are inclusive according to the widest definition of diversity; and
- d) consider high-performing diverse senior executives who may not have previous board experience in executive and non-executive directorship roles.

### **3.3. [Succession Planning](#)**

The Nomination Committee is responsible for formulating succession plans for directors and making recommendations to the Board in respect of Board appointments and re-appointments. In carrying out these responsibilities, the Nomination Committee shall have regard to this Policy and the composition and skills requirements of the Board at that time.

### **3.4. [Monitoring and reporting](#)**

The Nomination Committee will produce a report to be included in the Company's annual report, which will include the process it has used in relation to Board appointments. The Company's annual report will also state the objectives of the Policy, as well as the manner in which the Policy has been implemented, progress against the targets and objectives stipulated in the Policy, and the results thereof in the past financial year. If the composition of the Board diverges from the targets and objectives stipulated in this Policy, the annual report must also provide an explanation as to which measures are being taken to attain the intended target, and by when this is likely to be achieved.

## **4. [The chair's responsibilities](#)**

The chair will ensure that boardroom diversity is considered as part of the annual evaluation of the Board's effectiveness.

## **5. [Review of the Policy](#)**

The Nomination Committee shall review the Policy annually. This review will include an assessment of the effectiveness of the Policy and recommend any revisions to the Board for approval.