

GOVERNANCE AT A GLANCE

Transparency and accountability underpins effective corporate governance and builds stakeholder confidence.

94%

employee engagement with the employee survey

52%

female representation in our workforce

60%

Board independence

1.5%

Total Shareholder Return for the year ended 31 December 2023

Key governance activities

The Board's key governance activities during the year have included:

- Regularly monitored the Group's principal and emerging risks (see pages 90 to 103)
- Reviewed the Group's internal controls and Fraud Risk Assessment (see pages 148 and 149)
- Continued to monitor the Group's progress towards net zero carbon (see pages 48 and 49)
- Reviewed the Group's talent pipeline and Non-Executive Director succession plans (see page 142)
- Conducted a competitive external audit tender (see pages 150 and 151)
- Monitored the FRC's consultation on the UK Corporate Governance Code

➔ The Section 172(1) Statement / See pages 130 to 133

Major Board decisions

The major Board decisions made in 2023 included:

- Capital expenditure approval of £18.7m for the Solar Park in Scotland
- Approved the refurbishment and public realm upgrades at the Strathkelvin Retail Park for £20.2m
- Approved the portfolio value of £4.9bn as at 31 December 2023
- Agreed the specification for a new Non-Executive Director and appointed an external search consultancy
- Approved the reappointment of PwC as external Auditor for the 2024 year end audit

➔ Key activities of the Board / See pages 138 and 139

UK Corporate Governance Code 2018 (the Code)

The Board confirms that for the year ended 31 December 2023, we have complied with the provisions, and have consistently applied the principles of good corporate governance, contained in the Code.

1. Board leadership and Company purpose

We have a diverse and effective Board which leads the Group to achieve our purpose and safeguard our strong stakeholder focused culture.

➔ See pages 126 to 129

2. Division of responsibilities

Our Board is comprised of 60% independent Directors. We monitor the external commitments and conflicts of interest which could impact on our Directors' independence and effectiveness.

➔ See pages 134 and 135

3. Composition, succession and evaluation

The composition of the Board and its succession plans are kept under regular review by the Nominations Committee. We have an ongoing training programme and follow a three-year cycle of internal and external Board evaluations.

➔ See page 136

4. Audit, risk and internal control

We have a low tolerance for risk taking and a conservative management style, which is supported by a framework of internal controls and risk management policies which are routinely subject to independent assurance. During 2023 the Audit Committee conducted a competitive external audit tender.

➔ See pages 144 to 155

5. Remuneration

We are transparent about our pay practices which aim to incentivise our employees to achieve our strategy and generate sustainable value for our stakeholders. At the 2023 AGM the Remuneration Policy was approved by 95% of shareholders.

➔ See pages 172 to 197

Further information on the Code can be found on the Financial Reporting Council's website: www.frc.org.uk