

BYTES TECHNOLOGY GROUP Plc

BOARD AND SENIOR MANAGEMENT DIVERSITY POLICY APRIL 2022

This Board and Senior Management Diversity Policy (“Diversity Policy”) sets out the approach to diversity on the Board of Directors (the “Board”) of Bytes Technology Group plc (“BTG”), the Executive Committee and the Direct Reports to the Executive Committee (“Senior Management”). Bytes recognises the importance and value of diversity and the Board’s role in driving diversity and inclusion across the group. We are committed to our continued efforts of embedding a culture that reflects the diverse communities in which we conduct business and which provides equal opportunity and support for all to use their experiences and skills to contribute to promoting an inclusive environment.

Policy Statement

At BTG we believe a key driver in delivering our diversity commitments is through a Board and Senior Management team which are diverse in skills, knowledge, experience, expertise, professional background, gender, tenure, age and ethnicity. A diverse Board and Senior Management with different perspectives, insights and viewpoints in decision-making ultimately benefits the group’s stakeholders through better business performance.

We understand that supporting our workforce in a culture of trust and respect is essential to the success of the company where colleagues feel valued and rewarded for the work they do. The tone for diversity and inclusion across the group is set from the top and the Board values having a diverse management team and an open and inclusive culture that supports our core values.

All appointments to the Board, Executive Committee and Direct Reports to the Executive Committee are made on merit against a set of objective criteria, in the context of the skills, experience, independence and knowledge that as a whole is required for these functions to be effective – and within the wider context of achieving our strategic objectives, delivering ongoing value to our shareholders and meeting the needs of other stakeholders.

Diversity Objectives

- Aspire to a level of at least 40% female directors on the Board by the end of 2025 (BTG’s financial year ending 28 February 2026 (FY26)) as recommended by the FTSE Women Leaders Review (following on from the Hampton-Alexander Review) on gender diversity in relation to FTSE 350 companies, and regarding members of the Senior Management team over the short to medium term.
- Consider the recommendation by the FTSE Women Leaders Review that FTSE 350 companies should have at least one woman in the Chair, Senior Independent Director role on the Board and/or one woman in the Chief Executive Officer or Finance Director role by the end of 2025 (FY26).
- Consider candidates for appointment as Non-Executive Directors from a diverse gender and race pool – taking account of other regulatory requirements, including the Parker Review’s 2024 (FY25) target date for FTSE 250 companies to have at least one Board director of colour.
- Assist the development of a pipeline of high-caliber candidates by encouraging a diverse range of senior individuals within the business to take on additional responsibilities and roles.

Monitoring and Reporting

The Nomination Committee is responsible for ensuring the Board has the right balance of skills, experience and knowledge. The Nomination Committee shall:

- Regularly review Board composition, succession planning, talent development and the broader aspects of diversity; and annually report against these objectives.
- Annually review the Diversity Policy and recommend any revisions to the Board.
- Annually report on Board evaluation, the composition and structure of the Board as well as any issues and challenges the Board is facing when considering the diverse makeup of the company.

As required by the UK Corporate Governance Code, we will report on Board diversity within the Corporate Governance section of the BTG Annual Report.

Approved by the Board.
6 April 2022
