

## GLOBAL PORTS HOLDING PLC

### BOARD DIVERSITY POLICY

(the “Policy”)

This document sets out the policy of Global Ports Holding Pic (the “**Company**”) in respect of diversity on its board of directors (the “**Board**”).

The Company’s Code of Ethics contains provisions regarding comprehensiveness and diversity and inclusion in respect of employees of the Company and its affiliates (collectively, the “**Group**”). This Policy extends those principles to the Board.

As a company with a standard listing, the Company is not required to comply with the UK Corporate Governance Code (the “**Governance Code**”), however the Board recognises the importance of good governance and considers the principles and recommendations contained in the Governance Code. Accordingly, this Policy has been prepared having regard to it and to the spirit and recommendations of the Parker Review and the Hampton-Alexander Review.

#### **I. Statement on Importance of Diversity**

The Company understands and values the benefits that diversity in its broadest sense can bring to the Board and its committees.

A diverse board of directors includes and makes good use of differences in skills, experience, background, ethnicity, gender and other characteristics. These characteristics collectively represented on the Board ought to improve the Board’s effectiveness through diversity of approach and thought.

Without limitation, the Company recognises that gender diversity is a significant aspect of diversity and acknowledges the role that women with the right skills and experience can play in contributing to diversity of perspective in the boardroom.

#### **II. Composition of the Board and Monitoring**

The Nomination Committee of the Board (the “**Committee**”) annually reviews and assesses board composition on behalf of the Board and recommends the appointment of new directors. The Committee also oversees the conduct of the annual review of directors and Board effectiveness and recommends plans for the orderly succession of directors.

In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described in Part I. above, in order to maintain an appropriate range and balance of skills, experience, background, perspectives and independence on the Board having regard to the Company's strategic priorities, the environments in which the Group operates, how the Board works together and other factors relevant to Board effectiveness. The Committee will also seek to ensure that director succession plans maintain such balance and ensure progressive refreshing of the Board.

The Board will, following recommendations from the Committee, agree measurable objectives for achieving diversity on the Board and at any given time may seek to improve one or more aspects of its diversity and measure progress accordingly.

### **III. Appointments**

The search for candidates will be conducted, and appointments to the Board will continue to be made, on merit. However, the Committee will take into account objective criteria with due regard for the benefits of diversity on the Board. In particular, the Committee has set an initial target of two women members on the Board before the end of 2019.

In addition, the Board places high emphasis on ensuring the development of diversity in senior executive roles within the Company. Four of eight senior management positions are currently held by women.

Whether searches for an appointment to the Board, its committees, or the Company's senior executives are conducted by the Company or by external search firms, they will identify and present an appropriately diverse range of candidates for the relevant vacancy.

### **IV. Reporting**

The Committee will report annually, in the corporate governance section of the Company's Annual Report, on the process in relation to Board appointments. The report will include a summary of this Policy, the measurable objectives set for implementing the Policy, progress made towards achieving those objectives, the Committee's approach to succession planning and its actions to develop a diverse pipeline of candidates.

A summary of this Policy will be maintained on the Company's website.

**Adopted by the Board of Directors of the Company on 14 December 2018**