TRIBAL

BOARD CHARTER

TRIBAL GROUP PLC

Version 1.12 reviewed and adopted by the Board on 23 March 2026



1 The Board Charter

1.1 This charter sets out the key roles and responsibilities of the Board of Tribal Group plc ("Company"). The term Company includes all subsidiaries.

2 Role and Responsibilities[1]

2.1 The overarching role and responsibilities of the Board are to:

(a) protect the interests of shareholders and other stakeholders in the Company, such as employees, business partners, customers, and the community as a whole.

(b) promote and maintain good corporate governance structures to facilitate the growth of the Company while managing risks and being accountable to stakeholders, in particular.

i. Delivering growth in long-term shareholder value.

ii. Setting out vision and strategy.

iii. Managing and communicating risk and implementing internal controls.

iv. Articulating strategy through corporate communication and investor relations.

v. Meeting the needs and objectives of our shareholders.

vi. Meeting shareholder and social responsibilities.

vii. Using cost-effective and value-added arrangements.

viii. Maintaining a flexible, efficient, and effective management framework within an entrepreneurial environment.

ix. Being responsible and accountable.

x. Having balance on the board.

xi. Having appropriate skills and capabilities on the board; and

xii. Evaluating board performance and development.

(c) acting in accordance with all applicable laws and regulations; and

(d) acting efficiently, honestly, and fairly.

2.2 The Board is ultimately responsible for the business of the Company. The Board is focused and committed to:

(a) Providing leadership and overseeing the business and long-term strategic direction and objectives of the Company in order to maximise performance and generate appropriate levels of shareholder return.

(b) Overseeing the Company, including its internal controls and accountability systems.

(c) Approving and monitoring any changes relating to the Company's capital structure or its corporate status (e.g. as a plc), including:

[1] Items marked * are not considered suitable for delegation to a committee of the Board e.g. due to Companies Act requirements or because, under the Combined Code, they are the responsibility of e.g. an audit, nomination or remuneration committee with the final decision on the matter required to be taken by the whole Board.

i. Increase in share capital, including the issue of securities of the Group or of any subsidiary (other than to another member of the Group).

ii. Reduction of share capital.

iii. Share buybacks (including use of treasury shares).

iv. Use of treasury shares.

v. Split or consolidation of share capital; and

vi. Redemption or conversion of any debt or security.

(d) Providing input into and final approval of management's development of corporate strategy and performance objectives.

(e) Reviewing the performance and implementation of corporate strategies by senior management and ensuring that senior management have the necessary resources to do so.

(f) Approving and monitoring progress of major capital expenditure, capital management, acquisitions, and divestments.

(g) Approving and monitoring annual operating and capex budgets (and any major revisions of them, once approved) and strategic plans.

(h) Appointment, evaluation and removal of the Chairman, the Chief Executive, any other Executive Director, the Company Secretary, and where appropriate, senior executives. This includes approval of the terms and conditions of employment/retention of the Chairman, deputy Chairman/SID, Chief Executive Officer, other Executive Directors (and the division of responsibilities between them), Company Secretary and any employee or consultant whose base salary or fees are in excess of £150,000 pa or with a total remuneration package in excess of £250,000 per annum.*;

(i) Approving any material changes to the Company's management and control structure.

(j) Reviewing, ratifying, and monitoring systems of governance, including terms of reference and membership of Board committees*, internal controls, accounting and corporate reporting systems including external audit, risk management, codes of conduct and legal compliance.

(k) Ensuring that the Company has an appropriate Risk Management Framework in operation and setting the risk appetite within which the Board expects management to operate.

(l) Approving and monitoring financial and other reporting made to shareholders and the market. In particular, Companies Act responsibilities:

i. Approval of half yearly and annual financial statements and all statements and all statutory reports and accounts.

ii. Approval of any interim dividend and recommendation of the final dividend*.

iii. Approval of any significant change in accounting policies or practices*; and

iv. Remuneration of auditor and recommendations for appointment or removal of auditors*.

(m) Approving and monitoring reporting to the market ensuring such disclosures are made in a timely and balanced manner. In particular, Stock Exchange/UKLA:

i. Approval of resolutions and related documents to be put to members and all circulars and listing particulars (save that approval of routine documents, for example, periodic circulars, may be delegated to a committee); and

ii. Approval of announcements to the London Stock Exchange/UKLA (or press releases) concerning matters decided by the Board (Notes: (i) This does not apply to routine or administrative announcements not containing information on the Company's performance or prospects, (ii) Where a matter has been decided upon by the Board but the Board has not had the opportunity formally to approve the definitive wording of the announcement or press release for that matter, if practicable a draft will be considered by the Board when it makes its decision and in any event the definitive wording should be circulated to all directors in advance of announcement and the Chairman (or Deputy Chairman/SID if he is unavailable) and/or Chief Executive should approve the definitive wording prior to its release)*;

(n) Subject to the above, approving the Company's remuneration framework and/or delegating that approval to an appropriate Committee of the Board to approve.

(o) Approving and monitoring any prosecution, defence, or settlement of litigation material to the interests of the Company. For these purposes' "material" shall mean a financial exposure estimated to be £0.50m or greater in aggregate.

(p) Approval of policies applicable to the Company as a whole (such as health and safety, environmental policy, ethics etc).

(q) Approving of the Company's insurance portfolio including Directors and Officers insurance.

(r) Approving the appointment or replacement of the Company's Advisors.

(s) Entering into a binding commitment to a, joint venture, partnership, or profit-sharing arrangement (other than contract or project specific arrangements in the ordinary course of business); and

(t) Ceasing to operate all or any material part of the Group's business.

3 Delegation

3.1 The Board may from time to time establish committees and their Terms of Reference to assist in the discharge of its responsibilities. As at the date of this Charter, the Board has established:

(a) an Audit and Risk Committee, which is responsible for overseeing the external and internal auditing of the Company's activities.

(b) a Remuneration Committee, which is responsible for making recommendations to the Board on remuneration packages for executives, senior managers, and non-executive directors;

(c) a Nominations Committee, which is responsible for making recommendations to the Board on the composition of the Board and appointment and evaluation of the Managing Director;

(d) an Environmental, Social and Governance (ESG) Committee, which is responsible for making recommendations to the Board on strategy, policies, practices and initiatives relating to ESG matters.

3.2 The Board is able to delegate any of the powers and authorities exercisable by the Board to one director by virtue of the Company's Constitution. The Board has delegated certain powers and authorities to the CEO, and in turn to designated management personnel of the Company, to implement the strategic direction set by the Board and to manage the Group's day-to-day operations in accordance with a delegation of execution, financial and negotiation authority policy approved by the Board. The Board has approved the statement detailing the role of the CEO which is Annexure 2.

4 Board Membership

4.1 In terms of the Articles of Association the Board may consist of a maximum of twelve (12) Directors and must consist of a minimum of two (2) directors. The members of the Board shall be expected to maintain independence with the highest levels of integrity. A director is regarded as independent if that director is a non-executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of their judgement.

4.2 When determining the independent status of a director, the Board considers whether the director:

(a) is, or has been, employed in an executive capacity by the Company or another group member and there has not been a period of at least three years between ceasing such employment and serving on the Board.

(b) within the last three years has been a principal, partner, director or senior employee of a material professional adviser or a material consultant to the Company or another group member.

(c) is, or within the last three years has been, a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer.

(d) is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company.

(e) has a material contractual relationship with the Company or another group member other than as a director of the Company.

(f) has close family ties with any person who falls within any of the categories described above; or

(g) has been a director of the Company for such a period that his or her independence may have been compromised.

4.3 The Board is also committed to ensuring that all directors, whether independent or not, bring an independent judgment to bear on Board decisions. To facilitate this, the Board will agree on a procedure for directors to have access in appropriate circumstances to independent professional advice at the Company's expense.

4.4 The Board is committed to ensuring that its members have a broad range of skills, experience, and expertise. This will assist the Board to maximise performance and ensure appropriate levels of shareholder return.

4.5 Non-executive directors should consider the benefits of conferring regularly without management present.

4.6 Appropriate checks are undertaken by the Company as deemed appropriate.

5 Chair

5.1 The Chair should be an independent director. The role of Chair is a demanding one and requires a significant time commitment, so that the Chair's other commitments should not be so heavy that they hinder effective performance in the role of Chair.

5.2 The role of Chair and Chief Executive Officer should not be shared, except in exceptional circumstances and preferably after having consulted shareholders.

5.3 The Role of the Chair is set out in more detail in Schedule 1.

6 Company Secretary

6.1 The Company Secretary reports to the Board through the Chairman and all Directors should have access to the Company Secretary as required.

6.2 The Company Secretary's role in respect of matters relating to the proper functioning of the Board includes monitoring and advising the Board and its Committees on governance matters, providing a point of reference and coordination for dealings between the Board and management, monitoring whether Board policy and procedures are being followed, and co-ordination, timely completion and dispatch of Board agenda and briefing materials.

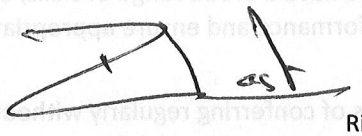
7 Exceptional Circumstances

7.1 In exceptional circumstances, it may be necessary to agree any of the matters reserved to the Board in the best interests of the Company on very short notice and without being able to summon all directors to a meeting. In these exceptional circumstances it will be sufficient for the Board meeting to be comprised of at least three Directors including two Non-Executive Directors (one of whom is the Chairman or, if he is unavailable, the Deputy Chairman/SID) and for all Directors (other than those who are absent without having left a suitable means of contacting them urgently) to be given a brief explanation of the nature of the proposal and the obligations and potential liabilities of the Company under the proposal. Where possible the views of all Directors on the proposal should be sought and taken account of.

8 Review

8.1 The Board reviews its performance and Charter annually to ensure that it is operating effectively and in the best interests of the Company.

Adopted by the Plc Board

Signed: 

Richard Last

Tribal Group Plc Chair

Date: 8/7/2026
