Governance at a Glance

Our Governance Framework

The board

The board's purpose is to promote the long-term success of the group and to deliver value to shareholders and other stakeholders. The board sets the governance framework and has responsibility for the leadership, performance and culture of the group.

Nomination and Governance Committee

Monitors board composition, diversity, and the balance of skills in the context of the group's strategic objectives.

Leads the process for new board appointments, oversees succession planning and ensures the development of a diverse pipeline of talent.

Oversees the board's governance arrangements including the annual board evaluation and the group's ESG strategy.

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Audit Committee

Oversees the group's financial reporting and monitors the integrity and quality of the group's financial statements to ensure the group's financial reporting is fair, balanced and understandable.

Monitors the robustness of the group's internal financial controls and the efficacy of the group's internal audit function.

Oversees the group's relationship and plans with the external auditors.

Oversight of going concern and viability statement reporting.

See page 159

Risk Committee

Reviews and monitors the group's principal and emerging risks.

Reviews the effectiveness of the group's risk management systems

Oversees compliance across the group with the relevant statutory and regulatory requirements.

See page 164

Remuneration Committee

Determines the remuneration policy for the executive directors, taking into account strategic factors, culture and values, and the long-term success of the group.

Sets performance targets and reviews remuneration outcomes, applying discretion where appropriate.

Reviews wider
workforce
remuneration policies
and practices and their
alignment to executive

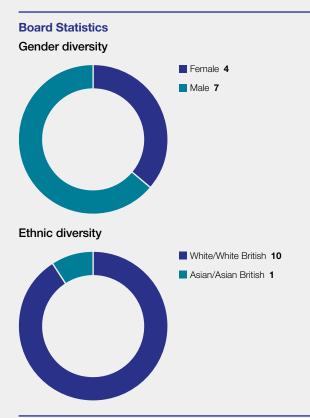
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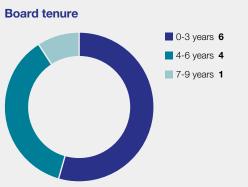
Executive Directors and Executive Committee

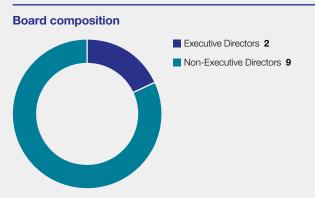
The board delegates the execution of the group's strategy and the day-to-day management of the business to the Executive Committee, which is led by the Chief Executive and supported by management committees.

Operating Committees

A number of committees at management level provide key business and risk management oversight across day-to-day operations.







Find our diversity tables on page 157

Non-executive directors' skills/experience

| Broad financial services | 8 out of 9 |
|------------------------------------|------------|
| Finance, audit & accounting | 9 out of 9 |
| People & culture | 9 out of 9 |
| Risk | 9 out of 9 |
| Regulatory framework | 9 out of 9 |
| ESG | 8 out of 9 |
| Technology, digital and operations | 8 out of 9 |
| Strategy | 9 out of 9 |
| Leadership | 8 out of 9 |
| Listed company governance | 9 out of 9 |



Board Highlights this Year

- Completed a successful bond issuance
- Orderly committee chair succession, with Patricia Halliday and Tracey Graham becoming chairs of the Risk and Remuneration Committees respectively at the conclusion of the 2022 AGM
- Oversaw the successful implementation of Consumer Duty
- Approved enhanced Pillar 3 disclosures
- Completed an internal board evaluation which concluded that the board and its committees continue to operate effectively
- Appointed an additional non-executive director, Kari Hale, in June 2023
- Initiated a review of ESG and climate risk reporting

Board Priorities for the Next Year

- Continuing to explore new growth opportunities
- Focusing on strategic objectives and investing in transformation programmes
- Identifying opportunities to maximise shareholder value
- Focusing on further growing and nurturing the executive talent pipeline, supporting the identification of high performing employees and championing their progression through the organisation
- Further enhancing the group's strategy on managing climate risk and the wider ESG agenda
- Receiving updates, relevant management information and training to support the board in ensuring its continued effectiveness in the evolving technological, macroeconomic and regulatory landscape