

Board Diversity and Inclusion Policy

The Board Diversity and Inclusion Policy (“Policy”) sets out the approach to diversity and inclusion on the Board of Directors of RIT Capital Partners plc (“Board”).

Introduction

The Board acknowledges that diversity is a key element of Board effectiveness. A diverse Board in its broadest sense includes a balance of skills, independence, experiences, personal and cognitive attributes as well as diversity of gender, social and ethnic backgrounds.

Objectives

- Appointments and succession plans in respect of the Board will be made on merit, taking into account suitability for the role, Board balance and composition, the required mix of skills, background and experience (including consideration of diversity) which the Board, as a whole, requires to be effective.
- Consideration of all aspects of diversity, including age, gender, sexual orientation, disability, socio-economic background and ethnicity, when reviewing the composition and balance of the Board.
- Commitment to comply with the relevant provisions of the Financial Conduct Authority’s Listing Rules that at least 40% of the Board will be female.
- Appointing at least one Director of colour by 2024, which is in line with the Parker review recommendations.

Responsibility

The Nominations Committee (“Committee”), on behalf of the Board, will be responsible for the implementation of this Policy. Under the Committee’s Terms of Reference, it regularly reviews the structure, size and composition (including the diversity, skills, knowledge, independence and experience) of the Board and makes recommendations to the Board in respect of appointing new Directors. The Committee shall consider this Policy as part of its approach to such appointments and also in respect of succession planning.

The Committee will only engage external search consultancies who have signed up to the relevant UK Government’s Code of Conduct, which includes diversity goals on both gender and ethnicity.

Review of the Policy

The Committee shall review the Policy from time to time, including assessing the effectiveness of the Policy and recommending any changes it deems necessary to the Board for approval.

Approved by the Board: 4 May 2022