

> Corporate Governance Statement

QCA Code Compliance

The Board of Directors continues to support achieving high standards of corporate governance.

The Group chose to adopt the governance principles set out by the Quoted Companies Alliance (QCA) Corporate Governance Code from July 2018, and was fully compliant with those principles. In November 2023, the QCA launched an updated corporate governance code. During FY25, the Group commenced its transition to compliance with the updated principles of the 2023 Quoted Companies Alliance (QCA) Corporate Governance Code. Set out below is our Statement of Compliance with the key principles of the QCA Code.

	Governance Principle	Compliant	Explanation	Further reading
1.	Establish a purpose, strategy and business model which promotes long-term value for shareholders		The Board meets annually to review and approve the Group's strategic plan and business model and monitors performance based on key performance indicators over the year. By providing recruitment solutions and support to both clients and candidates with STEM skills, we help to unleash potential in people, projects and companies.	→ See pages 8 to 9 for our strategic priorities for the year and how performance has been measured, including KPIs.
2.	Promote a corporate culture that is based on ethical values and behaviours		Our Values of Trust, Professional, Ambition and Fun define our behaviours and underpin our culture. Our Values are integrated into our business operations and are regularly reinforced via training and performance management.	→ See pages 1, 8 to 9 and 20
3.	Seek to understand and meet shareholder needs and expectations		The CEO and CFO communicate regularly with shareholders, investors and analysts, including at our annual and half-yearly results roadshows. The full Board is available at the Annual General Meeting ('AGM') to communicate with shareholders. We engage external advisors that actively seek investor and analyst feedback which is presented to the Board in an annual report in December. The Board discuss and consider the report and implement recommendations where appropriate and practical to do so.	→ www.gattacaplc.com/investors/corporate-governance → Investor enquiries can be directed to our Company Secretary at cosec@gattacaplc.com
4.	Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success		We are aware of our responsibilities to maintain effective working relationships across a range of stakeholder groups which includes our shareholders, our clients, candidates, contractors, suppliers and colleagues. We engage with these communities via regular communications in our day-to-day activities, and via formal feedback frameworks and have looked to strengthen our engagement with key stakeholders over the year. 'Building a better future' is at the core of our business and is integral to delivering on our Purpose as our ESG Strategy sets out, it guides everything we do and has been a key driver in our forward-thinking, robust approach to ESG and sustainability. For FY25 we continued to build upon our seven ESG Strategic Pillars and were delighted to receive the REC Sustainability Impact of Year Award in November 2024.	→ See pages 22 to 23

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Governance Principle	Compliant	Explanation	Further reading
5. Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation	–	<p>Overall responsibility for risk assurance, assessing the nature and extent of the principal risks and determining the Group's risk appetite sits with the Board. Day-to-day management of risk is delivered through the way we do business and our culture and is monitored via our Risk Assurance Framework. The Framework identifies the principal and component risks and uncertainties facing the Group.</p> <p>The Audit Committee reviews the suitability and effectiveness of risk management processes and controls and considers the assurance of our risk position through an internal audit programme. Internal risk-based audit reports on specific areas of focus of the Framework are set and reviewed by the Audit Committee. Internal audit report findings including adequacy of controls and management actions are discussed with management. The report includes an internal audit opinion assurance rating that enables the Board to consider whether the controls upon which the Group relies to manage risks are suitably designed, consistently applied and effective. The Board will continue to refine its assurance activities over risk management and internal controls over the coming years, as required by the new QCA Code.</p>	→ See pages 28 to 32
6. Establish and maintain the Board as a well-functioning, balanced team led by the Chair	☑	<p>The Board has four established Committees for Audit, Nominations, Remuneration and Sustainability. The composition and experience of the Board is reviewed regularly, primarily by the Nominations Committee.</p> <p>The composition of the Board as at the date of this report comprises, three Independent Non-Executive Directors, including the Chair and two Executive Directors.</p>	→ See pages 42 to 56
7. Maintain appropriate governance structures and ensure that, individually and collectively, Directors have the necessary up-to-date experience, skills and capabilities	☑	<p>The Board is responsible for the Group's overall strategic direction and management, and for the establishment and maintenance of a framework of delegated authorities and controls to ensure the efficient and effective management of the Group's operations. The Board maintains a list of matters reserved for the Board.</p> <p>The Board is satisfied that it has an effective and appropriate balance of skills, experience and capabilities, including in the areas of the recruitment, technology, sales and international markets and governance. All Directors receive regular and timely information on the Group's operational and financial performance. Relevant information is circulated to the Directors in advance of the meetings.</p> <p>The Company's Nominated Adviser is invited to attend a Board meeting each year to update the Board on their general and statutory duties.</p>	→ See pages 33 to 41
8. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement	–	<p>The Board regularly considers the effectiveness and relevance of its contributions, any learning and development needs and the level of scrutiny of the management team. During the autumn of 2025 the Board undertook an internal board performance review which included input from all Directors and was facilitated by the Company Secretary. The output of the review, together with recommendations was considered and, as appropriate, implemented by the Board.</p> <p>The Board will continue to review whether an external evaluation is required, as required by the new QCA code.</p>	→ See pages 33 and 38
9. Establish a remuneration policy which is supportive of long-term value creation and the Company's purpose, strategy and culture	☑	<p>The Board, supported by the Remuneration Committee and external advisors, ensures that the remuneration policy is designed to support the Group's strategy. Executive remuneration is set in alignment with the Group's strategic priorities.</p> <p>The 2025 Directors' Remuneration Policy is set out in the Remuneration Committee Report.</p> <p>In the light of the new QCA Code, we will be putting both the Directors' Remuneration Report and the Directors' Remuneration Policy each to an advisory shareholder vote at the 2025 Annual General Meeting.</p>	→ See pages 46 to 55 → www.gattacaplc.com/board
10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders	☑	<p>The Investors section of the Group's website includes our results, presentations and communications to shareholders. We release the results of general meetings through a regulatory news service and also on the Regulatory News section of our website. As detailed under Principle 3 above, the Board is committed to communicating regularly with all shareholders and stakeholders.</p>	→ www.gattacaplc.com/investors

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Board composition

The Board, via the Nominations Committee, regularly reviews the composition of the Board. At the date of this Report, the Board has three independent Non-Executive Directors, including the Chair and two Executive Directors. The Board considers the independence of the Board annually to determine independence from management on the basis that the Directors have no business or other relationship that could interfere materially with the exercise of their judgement.

Under the Company's Articles of Association, all Directors must retire at the first AGM following their appointment and may offer themselves for election or re-election by shareholders. In accordance with best practice, all Directors will retire at the December 2025 AGM and will offer themselves for election or re-election.

Board responsibilities

The Board is responsible for the overall leadership of the Company and approves the Group's aims, objectives, its business plan and annual budgets for individual business units and the Group. All Directors receive regular and timely information on the Group's operational and financial performance, including detailed Executive and Operational Board reports which are provided in advance of all Board meetings and which report on performance (actual and forecasted) against the agreed budget and any significant variances. The Board usually meets formally at least nine times a year, and at such other times as required. The Board agenda for each meeting is collated by the Chair in conjunction with the Company Secretary and Executive Directors.

In the event that Board approval is required between Board meetings, Board members are provided with supporting information to assist in making a decision and the decision is recorded at the following board meeting. There are regular informal discussions between the Executive and Non-Executives. Members of the leadership team regularly present at Board meetings to provide

detailed information on their business units and central functions and to allow an opportunity for Directors to review and assess matters requiring decision or insight. The Board is committed to communicating regularly with the Company's shareholders and other stakeholders to keep them appraised of the Company's progress.

The Board recognises its employment, environmental and health and safety responsibilities and devotes appropriate resources towards monitoring and improving compliance with existing standards. The Executive Directors have responsibility for these areas at Board level, ensuring that the Group's policies are upheld and providing the necessary resources.

	Maximum formal meetings	Meetings attended
Richard Bradford (Chair)	12	12
Tracey James	12	12
David Lawther	12	12
Matt Wragg	12	12
Oliver Whittaker	12	12

Governance structure

The Board is supported by four Committees, Audit, Nominations, Remuneration and Sustainability, each of which have Terms of Reference that are reviewed annually. The Terms of Reference for all Committees will be reviewed, updated and formally approved by the Board by December 2025. Copies of the Terms of Reference are available on the Group's website or on request from the Company Secretary. The Board has an organisational structure with clearly defined levels of responsibility and delegation of authority.

The Board may, on occasion, delegate authority to a sub-committee consisting of any two Directors to facilitate final sign-off for an agreed course of action within strict parameters. The responsibilities and operation of the Committees are summarised here.

Audit Committee

The Committee monitors the integrity of the interim and annual Financial Statements and formal announcements relating to the Group's financial performance. It reviews significant financial reporting issues, accounting policies and disclosures, reviews the effectiveness of internal controls and risk management, as well as overseeing the engagement and scope of the annual audit.

The Audit Committee report on pages 42 to 44 contains further information on the Committee's role and activities.

Nominations Committee

The Committee reviews the structure, size and composition of the Board and its Committees, and makes recommendations to the Board with regard to any changes required to ensure an appropriate balance of skills, expertise, knowledge, diversity and independence.

The Nominations Committee report on page 45 contains further information on the Committee's role and activities.

Remuneration Committee

The Committee reviews and makes recommendations as to the Directors' remuneration, including benefits, terms of appointment and share schemes.

The Remuneration Committee report on pages 46 to 55 contains further information on the Committee's role and activities.

Sustainability Committee

The Committee is responsible to the Board for the development and implementation of the sustainability strategy, primarily covering Environmental, Social and Governance matters.

The Sustainability Committee report on page 56 contains further information on the Committee's role and activities.

Conflicts of interest

Each Director is required, in accordance with Companies Act 2006, to declare on appointment any interests that may give rise to a conflict of interest with the Company and its subsidiaries subsequently as they arise. Where such a conflict or potential conflict arises, the Board is empowered under the Company's Articles of Association to consider and authorise such conflicts, as appropriate.

The Chair and Non-Executive Directors do not participate in any meeting at which discussions in respect of matters relating to their own position takes place.

There are effective procedures in place to monitor and deal with conflict of interest. The Board is aware of the other commitments and interests of its Directors, and Directors are required to report any changes to these commitments and interests to the Board for discussion and, where appropriate, agreement. There were no notified conflicts of interest during the 2025 financial year and up to the date of this Report.

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Information and support

During the year, the Board reviewed its agenda schedule to ensure there was appropriate coverage of key topics and suitable frequency of consideration of key matters. As well as presentations from employees across the business on topics including business development, projects, IT/digital, sales, strategy, marketing and people, the Board also ensured there was space to hear from external advisers, including its nominated adviser on director responsibilities and from its financial PR and investor relations firm on future engagement with shareholders. Directors continued to be regularly briefed on regulations which affect the business through presentations arranged by our leadership team and in-house experts. The Board also receives regular updates on matters of corporate culture via the Executive Report, compliance updates to the Audit Committee (including details of matters raised via the Speak Up reporting service, as appropriate) and regular presentations from the Chief People Officer.

Directors are also encouraged to remain up to date through independent seminars and continuous professional development courses.

The Company Secretary advises the Board, through the Chair, on all governance matters. During the year the Board received updates on the new 2023 QCA Governance Code and considered the Company's compliance with the new code, applicable to Gattaca for the financial year ending 31 July 2025. All Directors have access to the services of the Company Secretary and may take independent professional advice at the Group's expense in conducting their duties. In accordance with the Articles of Association and the Group Delegation of Authorities Policy, the appointment and removal of the Company Secretary is a matter for the whole Board.

Board performance review

During the autumn of 2025, the Board undertook a formal review which was conducted internally by the Company Secretary and consisted of written responses to a questionnaire. The comprehensive review covered evaluation of the Board, its Committees, and individual Directors. Recommendations and issues raised by the evaluation exercise will be used to improve the effectiveness of the Board during the remainder of 2025 and beyond.

→ Read more about the role of our Board Committees
www.gattacaplc.com/committees