

Corporate Governance Statement

QCA Code Compliance

The Board of Directors continues to support achieving high standards of corporate governance and remains fully compliant with the principles of the 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 strategy and business model which promotes long-term value for shareholders	✓	By providing recruitment solutions and support to both clients and candidates with engineering and technology skills, we help to unleash potential in people, projects and companies.	See pages 8 to 12 and 16 to 24
2 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.	www.gattacaplc.com/investors/corporate-governance
3 Take into account wider stakeholder and social responsibilities and their implications for long-term success	✓	In addition to our shareholders, our clients, candidates, contractors, suppliers and colleagues are our most important stakeholders. We engage with these communities via regular communications in our day-to-day activities, and via formal feedback frameworks.	See pages 8 to 12 and 31 to 54
4 Embed effective risk management, considering both opportunities and threats, throughout the organisation	✓	Ultimate responsibility for risk management rests with the Board but 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.	See pages 38 to 43 and 55 to 63
5 Maintain the Board as a well-functioning, balanced team led by the Chair	✓	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.	See pages 75 to 92
6 Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities	✓	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.	See pages 65 to 67
7 Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement	✓	The Board regularly considers the effectiveness and relevance of its contributions, any learning and development needs and the level of scrutiny of the Senior Management Team. During the Autumn of 2022 the Board undertook an internal board performance reviews which included input from all Directors and was facilitated by the Company Secretary. The output of the review, together with recommendations for continuous improvement was considered and, as appropriate, implemented by the Board (see page 71 for further details). The 2023 review will take place in the coming months and its recommendations will be reported and implemented in 2024.	See pages 65 to 66 and 69 to 71
8 Promote a corporate culture that is based on ethical values and behaviours	✓	Our Values define the standards and behaviour we work and live by and underpin our culture. Our values are integrated into our business operations and are regularly reinforced via training and performance management.	See pages 5, 22 and 47 to 50
9 Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board	✓	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.	See pages 51 to 52, 69 to 71 and www.gattacaplc.com/investors/corporate-governance/role-of-the-board
10 Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders	✓	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.	www.gattacaplc.com/investors