

CORPORATE GOVERNANCE STATEMENT

Principle	Disclosure
DELIVER GROWTH	
1. Establish a purpose, strategy and business model which promote long-term value for shareholders	As explained fully within our Strategic Report on pages 5 to 15 of the Report and Accounts for the year ended 31 December 2024 ("Annual Report 2024") our strategy is to establish the highest standards of manufacturing and creative design, to maintain our reputation as makers of high quality products, and to develop our premium brands responsibly so we continue to delight our customers around the world. Information on our business model and purpose can be found on pages 5 to 9 of the Annual Report 2024.
2. Promote a corporate culture that is based on ethical values and behaviours	<p>The Company's culture is one of openness, inclusivity and entrepreneurship. The culture is supportive of the Company's purpose, strategy and business model by allowing relationships with the Company's stakeholders to be maintained and enhanced through the building of trust and the Company's commitment to being an ethical business. The culture encourages constant innovation, to not only adapt to a changing environment but lead some of these changes. Further details on the Company's culture can be found in the Strategic Report on page 9. The Board is very aware that the tone and culture set by the Board will greatly impact all aspects of the Group as a whole and the way that employees behave.</p> <p>We have a number of policies and procedures in place to ensure the culture the Board wants to foster is embedded throughout the business; these include our Anti-bribery and Corruption Policy, Whistleblowing Policy and Modern Slavery Statement (available at www.portmeiriongroup.com). Where we acquire a new business or brand, we are clear to communicate our expectations to all who work for or in our business.</p> <p>A healthy corporate culture is promoted within the business in various ways including by linking employees' appraisal objectives and reward and recognition schemes to our vision and values. Further information can be found within the Our Commitment to ESG section on pages 19 to 23 of the Annual Report 2024.</p> <p>The Board assesses and monitors the culture of the Group through engagement with employees and other stakeholders (further details can be found in the Section 172 (1) Statement on pages 16 and 18 of the Annual Report 2024), the monitoring of the development of risks to the business and the external awards and accreditations we receive from organisations.</p>
3. Seek to understand and meet shareholder needs and expectations	<p>The Chairman, with the support of the Chief Executive and Group Finance Director, is responsible for shareholder liaison. A programme of two-way communication with both institutional and private investors takes place each year. Further detail is provided in the Section 172 (1) Statement on pages 16 to 18 of the Annual Report 2024.</p> <p>The Group provides information about its progress and strategy through its annual and interim reports and accounts, trading updates, results presentations and investor roadshows. Investor site visits allow shareholders to learn more about the operation of the business. Key announcements are made through the London Stock Exchange Regulatory News Service and on the Announcements section of the Company's website at www.portmeiriongroup.com. The Chief Executive and Group Finance Director engage with retail investors through the Investor Meet Company forum. The Chairman writes annually to significant shareholders offering a meeting to discuss corporate governance matters. In addition, meetings with the Chairs of the Board's Committees are offered.</p> <p>The Board recognises the Annual General Meeting (AGM) as an important opportunity to meet private shareholders. If voting decisions at the AGM are not in line with the Company's expectations the Board will engage with those shareholders to understand and address any issues. The Chairman and the Company Secretary are the main points of contact for such matters.</p> <p>Reporting on the Group's environmental and social matters can be found on pages 19 to 23 of the Annual Report 2024.</p>
4. Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success	<p>The environmental and social issues that the Board has identified as being material to the Group with reference to its purpose, strategy and business model are detailed on pages 19 to 28 of the Annual Report 2024.</p> <p>Our programme of stakeholder engagement is designed around our assessment of the materiality and impact of our stakeholders on the achievement of the Company's strategy. Our key stakeholders have been identified via an assessment of the Group's business model. Please refer to the Section 172 (1) Statement on pages 16 to 18 of the Annual Report 2024.</p>

CORPORATE GOVERNANCE STATEMENT CONTINUED

Principle

Disclosure

DELIVER GROWTH CONTINUED

5. Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

The Company has a comprehensive risk management and internal control system in place. The Group is exposed to a number of risks in the markets it operates across and adopts a conservative approach to risk, particularly with regard to any major change in business process or potential acquisitions.

The risk management process is circular and involves identifying risk, assessing the risk, mitigating the risk, updating the risk register and reviewing and evaluating risks. The Board has overall responsibility for monitoring the Group's systems of internal control, for identification of risks and for taking appropriate action to prevent, mitigate or manage those risks. The Board continually assesses and reviews the business and operating environment to identify any new risks for consideration. A detailed schedule of risks is considered at each Board meeting. These risks are graded against a criteria of likelihood and potential impact in order to identify the key risks impacting the Group. The Group's aim is to diversify sufficiently to ensure it is not exposed to risk of concentration in product, market or channel. The risk register is updated at each Board meeting. The Board meets formally at least four times each year. The Board and senior managers are all responsible for reviewing and evaluating risk. The Executive Directors meet at least monthly to review ongoing trading performance, discuss budgets and forecasts and consider new risks associated with ongoing trading. Feedback from these meetings regarding changes to existing risks or the emergence of new risks is then provided to the Board.

Details of the Group's principal risks and uncertainties and how these are addressed can be found on pages 13 to 15.

The Board also monitors the increasing cyber risk that the Group faces as with all companies. This risk and the Group's mitigation strategy is overseen by the Board and reviewed at least four times a year in Board meetings as part of the major risk review process.

As might be expected in a Group of this size, a key control procedure is the day to day supervision of the business by the Executive Directors, supported by the senior managers with responsibility for key operations. The Executive Directors are involved in the budget setting process, constantly monitor key performance indicators and review management accounts on a monthly basis, noting and investigating major variances. Where a new risk is identified, it will be assessed and then mitigated through the implementation of an appropriate control. The adequacy of the systems for internal control is reviewed at least four times a year at Board meetings. Furthermore, the Audit Committee reviews the adequacy and effectiveness of the Group's internal controls and reports its findings to the Board on an annual basis. During the course of these reviews in 2024, no failings or weaknesses were identified nor have any been advised to the Board which the Board has determined to be significant. The Group's system of internal control is designed to identify fraud or material error and manage, rather than eliminate, the risk of failure to achieve business objectives, and so can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has considered the impact of the values and culture of the Group and that, through staff communication and training, the Board's expectations and attitude to risk and internal control are embedded in the business.

Details of the governance around climate-related risks and opportunities can be found in the Our Commitment to ESG section on pages 19 to 23 of the Annual Report 2024.

Details of how the Audit Committee has monitored and formally considered auditor independence during 2024 is detailed in the Audit Committee Report on pages 39 and 40 of the Annual Report 2024.

MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK

6. Establish and maintain the board as a well-functioning, balanced team led by the chair

The Board currently comprises four Executive Directors and four Non-Executive Directors. Details of each Director's skills, experience and capabilities can be found on pages 32 and 33 of the Annual Report 2024. As noted in the Chairman's Introduction, Clare Askem (Non-Executive Director), Mick Knapper (Group Operations Director) and Bill Robedee (Global Sales Director and President of North America) will not seek re-election at the forthcoming AGM. The requirement for the Board to have an appropriate mix of experience, skills and capabilities (including diversity and gender balance) is considered in respect of new Board appointments (further details can be found in the Nomination Committee Report on page 41 of the Annual Report 2024), as part of the Board evaluation process and when addressing training and development needs of Directors.

Since 1 March 2025, all Non-Executive Directors have contracts which expire on the completion of three month's notice; this was previously twelve months. These are available for inspection at the Company's registered office and at the AGM. All continuing Directors stand for re-election on an annual basis in line with the Company's Articles of Association and the QCA Code.

The Board after careful review, considers that each Non-Executive Director identified on pages 32 and 33 of the Annual Report 2024 is independent and brings an unbiased critical insight, gained from their experience in high performing companies completely distinct to our own, to bear notwithstanding their length of service. The Board accepts that the former Non-Executive Chairman (who resigned from the Board on 31 January 2025) may not have been considered independent by third parties due to tenure but the Board is fully satisfied that he provided the unbiased, critical challenge to the Board that was required.

CORPORATE GOVERNANCE STATEMENT CONTINUED

Principle	Disclosure
MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK CONTINUED	
	<p>None of the Non-Executive Directors have a material financial, familial or other current relationship with the Company, its Executive Directors, its independent auditor or other Board members, except for service on the Board and standard fees paid for that service as disclosed in the Directors' emolument table on page 47 of the Annual Report 2024.</p> <p>All Non-Executive Directors are expected to devote such time as is necessary for the proper performance of their duties. This includes considering all relevant papers before each meeting and attendance at a minimum of four Board meetings per year, separate strategy sessions, the AGM and such other meetings which are necessary. The Nomination Committee annually reviews the time required from Non-Executive Directors, which includes assessing whether sufficient time is being spent by the Non-Executive Directors to fulfil their duties.</p> <p>The Non-Executive Directors are required to obtain the agreement of the Chairman before accepting additional commitments that might affect the time devoted to their role for the Company (or in the case of the Chairman from the Board).</p> <p>The attendance of the Directors at meetings during 2024 is shown on page 51 of the Annual Report 2024.</p>
7. Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities	<p>Overall responsibility for day to day management of the business and implementation of approved strategy lies with the Chief Executive, with financial matters managed by the Group Finance Director. The Non-Executive Chairman is responsible for leadership of the Board and ensuring its effectiveness in all aspects of its role. The Senior Non-Executive Director supports the Non-Executive Chairman in his role; acts as an intermediary for other Non-Executive Directors when necessary and leads the Non-Executive Directors in the oversight of the Chairman. The Company Secretary's role includes providing guidance to the Board on its duties and ensuring that the Board complies with relevant legislation and the Articles of Association of the Company.</p> <p>The Audit Committee oversees financial and narrative reporting, provides assurances on the effectiveness of internal control, risk management systems and audit process, and reviews the effectiveness and objectivity of the external auditors.</p> <p>The Nomination Committee, in reference to skills, knowledge, experience and diversity required, leads the process for Board appointments and succession planning for Board and other senior managers to ensure that they operate effectively and deliver strategy.</p> <p>The Remuneration Committee approves the Remuneration Policy and total remuneration including long-term performance objectives and awards for the Executive Directors. The terms of reference for each Committee are reviewed annually and are available on the Company's website at www.portmeiriongroup.com. To ensure suitably defined separation of the responsibilities of the Board and the running of the Group's business, the Board has a formal schedule of matters reserved to it (available on the Company's website at www.portmeiriongroup.com).</p> <p>The Company has a Business Sustainability Committee, chaired by the Chief Executive, who, with the Board, is accountable for the sustainability commitments of the Group. The Committee is responsible for reviewing and implementing the Group's sustainability strategy.</p> <p>Key to the effectiveness of Board decision making is a detailed understanding of the homeware market, the Group's history and products, the operating environment, relevant legislation and regulation to which the Group is subject and the challenges the Group faces. As such, all new Directors undertake a comprehensive induction process following their appointment to the Board. Existing Directors are provided with ongoing training, as necessary, by the Company to ensure they have the requisite skills to discharge their duties. Tailored Director briefing notes are provided throughout the year. All Directors are encouraged to complete online courses set by the Company and to attend relevant external training, seminars and conferences to facilitate their continuing professional development. Where specific training needs are identified, including as a result of the Board evaluation process and individual Director appraisals, the Company will organise the relevant training. The Company Secretary supports the Chairman in addressing the training and development needs of Directors. 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 meetings. In addition, minutes of the meetings of the Directors of the main operating UK subsidiary, Portmeirion Group UK Limited, are circulated to the Board. All Directors have direct access to the advice and services of the Company Secretary and are able to take independent professional advice in the furtherance of their duties, if necessary, at the Company's expense.</p> <p>External advice was sought in 2024 in relation to employment, remuneration, share schemes and operational matters.</p> <p>During 2024, the governance framework evolved with the reporting of the US Finance team directly into the Group Finance Director to improve transparency and speed of reporting.</p>

CORPORATE GOVERNANCE STATEMENT CONTINUED

Principle	Disclosure
MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK CONTINUED	
8. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	<p>Each year the Board carries out an evaluation of its own performance in the first quarter looking at performance in the prior year. All recommendations arising from the Board's evaluation of its performance in 2023 have been addressed.</p> <p>For an internal evaluation, as in respect of 2024, the Chairman and Company Secretary prepare a Board evaluation questionnaire following consideration of the QCA Code, UK Corporate Governance Code, industry guidance and significant events of the year. Each Director then reviews Board performance against set criteria covering areas such as the Board's approach to risk, the effectiveness of each Director and Board communication, as well as reviewing Board performance in respect of key events in 2024. Feedback from the evaluation questionnaire, as well as from shareholder engagement and from corporate brokers, is then discussed by the Board and actions agreed.</p> <p>Specific actions and feedback arising from the evaluation in 2024 were:</p> <ol style="list-style-type: none"> 1. The Board was satisfied with the revised Board paper format and detail; 2. the reporting line for the US Finance team had been amended to report into the Group Finance Director and financing milestones included in Board papers; 3. in addition to the four "normal business" scheduled board meetings, further meetings were incorporated to review in more depth trading updates and any significant stock exchange announcements; 4. a revised Executive Team and senior management meeting structure was implemented to provide a better operating rhythm for the Group; and 5. further Board time was allotted to competition, consumer sentiment and consumer spending patterns in the Group's major markets (with such sessions to involve below Board employees active in those markets). <p>Progress on agreed actions are monitored throughout the year.</p> <p>Following the evaluation, the Board is satisfied that it has a good balance of experience and skills, which allows both strong collaborative working and robust challenge.</p> <p>Each year, the Board also considers the need for an external evaluation of its performance. Taking into account the experience of the Non-Executive Directors in external evaluations, the size and open culture of the Board, no external evaluation was conducted in 2024 and none is planned for 2025.</p> <p>The Audit Committee, Remuneration Committee and Nomination Committee's performance is considered annually as part of the Board evaluation process outlined above. Furthermore, the terms of reference for each Committee are reviewed on an annual basis against good practice and appropriate guidelines. As part of this review, the Committees assess their performance to ensure they have fulfilled the responsibilities outlined in the terms of reference. Each Committee concluded that it had performed effectively during the year and there were no specific actions arising from the evaluations.</p> <p>Details of how the Group approaches succession planning and the criteria and processes by which Board and other senior management appointments are determined can be found on page 41 of the Annual Report 2024.</p>
9. Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture	<p>Details of how the remuneration structure and practices of the Group support the delivery and attainment of the Group's purpose, business model, strategy and culture can be found on pages 42 to 49 of the Annual Report 2024.</p>
10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders	<p>Details of how the Company maintains a dialogue with shareholders and other key stakeholders can be found in the Section 172(1) Statement on pages 16 to 18 of the Annual Report 2024. As set out in the Chairman's Statement on pages 2 to 4, 2024 has been a challenging year for our business. The Board has addressed and mitigated these challenges as set out in the Strategic Report of the Annual Report 2024, particularly in the Principal Risk and Uncertainties section on pages 13 to 15.</p> <p>During the year, Andrew Andrea, Non-Executive Director, advised the Board that he would not seek re-election at the AGM on 21 May 2024. Jeremy Wilson, who joined the Board in 2023, succeeded Andrew as Chair of the Audit Committee on 21 May 2024. Jonathan Hill replaced David Sproston as Group Finance Director on 1 October 2024. These changes were communicated in stock exchange announcements and in meetings with various stakeholders.</p> <p>The Audit Committee Report for 2024 can be found on pages 39 and 40 of the Annual Report 2024. The Directors' Remuneration Report for 2024 can be found on pages 42 to 49 of the Annual Report 2024.</p> <p>The outcome of all votes at general meetings can be found on the Company's website at www.portmeiriongroup.com along with historical annual reports, investor presentations and other governance-related materials. The Board withdrew two resolutions just before the AGM in 2024. Whilst these resolutions had been proposed successfully and with majority shareholder support for a number of years, the decision was taken to withdraw the resolutions following indications from a small number of significant shareholders in the Company that they did not support the resolutions. At the time and since, we have consulted with those shareholders to explain the content of the resolutions and their place and function in our Company. More information is detailed in the Notice of Meeting for the AGM to be held on 20 May 2025.</p>