

STATEMENT OF COMPLIANCE WITH THE QCA CORPORATE GOVERNANCE CODE

Chairman's Corporate Governance Statement

As Chairman of CPPGroup Plc ("the Company", "CPP" or "the Group"), I am responsible for ensuring that the Board operates within a sound governance framework that underpins the Group's ability to achieve its strategic goals.

The Board has adopted the Quoted Companies Alliance Corporate Governance Code (the QCA Code) which remains well suited to the Group.

The ten principles of the QCA Code 2023 are addressed below with an outline of how the Group complies with each principle, and any departures from the Code (principles 6 and 8).

Principle 1 Establish a purpose, strategy and business model which promote long-term value for shareholders
A full description of our business model and strategy are given on pages 1 to 14 of our Annual Report and Accounts. 2025 has seen the Group become a digitally focused business led by Blink, with sales of CPP India and CPP Turkey successfully completed. Key challenges to their execution of the business model and strategy are detailed under 'Risk management and principal risks' on pages 5 and 6 of our Annual Report and Accounts.
Principle 2 Promote a corporate culture that is based on ethical values and behaviours
Our business distributes products through long-term partnership arrangements. Quality of approach and a high level of integrity are essential for sustainable success and we recognise the need to ensure we have the right people in the right place and in the right roles. The Board continues to support an open, honest and authentic culture that extends consistently throughout the Group. The Annual General Meeting (AGM) provides the Board with an opportunity to meet and communicate directly with private investors. Information for shareholders, including contact details, is available at https://corporate.cppgroup.com/investors/shareholder-information/ .
Principle 3 Seek to understand and meet shareholder needs and expectations
The Board continues to be committed to maintaining good relationships with shareholders. The Chairman is responsible for ensuring that appropriate channels of communication are established between the Executive Directors and shareholders, ensuring that the views of shareholders are made known to the Board. The Annual General Meeting (AGM) provides the Board with an opportunity to meet and communicate directly with private investors.
Principle 4 Take into account wider stakeholder, social and environmental responsibilities and their implications for longer-term success
Our business model seeks to add value to the wider community, with particular reference to: <ul style="list-style-type: none">• our business partners;• our shareholders;• our customers;• our colleagues; and• our communities. An outline of how the Directors have discharged their duties in accordance with section 172(1) of the Companies Act 2006 can be found on pages 7 and 8 of our Annual Report and Accounts. Details of our environmental, social and governance strategy and considerations are on pages 9 and 10 of our Annual Report and Accounts.

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

The Group's risk management and internal controls framework enables risks to be identified, measured, managed, monitored and reported consistently and objectively, with regular risk updates provided to the Board for consideration.

A full description of the Group's risk management and internal controls framework and principal risks is given on pages 5 and 6 of our Annual Report and Accounts.

Principle 6 Establish and maintain the Board as a well-functioning, balanced team led by the Chair

The Board believes that the ratio of Executive to Non-Executive Directors is appropriate, allowing the Board to exercise objectivity of decision-making and proper control of the Group's business. Following Board changes in September 2025 and the recent appointment of a new Executive Director, Brian Barter, in January 2026, the Board has two Executive Directors and four Non-Executive Directors, and continues to have a ratio of three Independent Non-Executive Directors to one Non-Independent Non-Executive Director.

The Chairman, David Morrison, holds a total of 30,211 shares in the Company (representing 0.33% of issued share capital). Non-Executive Director Jeremy Miller holds a total of 55,105 shares in the Company (representing 0.60% of issued share capital). The Board is satisfied that David and Jeremy remain independent notwithstanding this.

On joining the Board, Non-Executive Directors receive a formal appointment letter, which identifies the estimated time commitment expected of them. The average anticipated time commitment is two days per month, although the nature of the role makes it impossible to be specific. Directors understand that they may be required to devote additional time in respect of preparation time and ad hoc matters that may arise from time to time. A potential Director candidate is required to disclose all significant outside commitments prior to appointment and any future external appointments must be approved in advance by the Chairman.

The number of meetings attended by each Director during 2025 is given on page 15 of our Annual Report and Accounts.

The following departures from the QCA Code should be noted.

Under the Company's Articles of Association, any Director who has not been a Director at each of the preceding two AGMs and who was not appointed or reappointed by the Company in general meeting at, or since, either such meeting shall retire by rotation. The Board intends to consider whether it will move to annual re-election in line with the QCA Code's recommendation.

The Remuneration Committee has a Non-Independent Non-Executive Chair. The Audit Committee's membership includes a Non-Independent Non-Executive Director. Given the small size of the Board, the Directors consider these departures to be necessary. Each Committee has a majority of Independent Non-Executive Directors.

Principle 7 Maintain appropriate governance structures and ensure that individually and collectively the Directors have the necessary up-to-date experience, skills and capabilities

The Board receives at its meetings detailed reports from senior management on the performance of the Group and other information as necessary. Regular updates are provided on relevant legal and regulatory, corporate governance, and financial reporting developments.

All Directors have access to the advice and services of the Company Secretary and the Board also

obtains advice from professional advisers as and when required.

Details of our governance framework are detailed below.

Papers for Board and Committee meetings are circulated in advance of meetings, including to any Director who is unable to attend.

The members bring a diverse range of skills and experience to the Board.

Details of the experience and skills of each of the Directors are given on pages 11 and 12 of our Annual Report and Accounts.

Principle 8 Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Board last undertook a formal internal evaluation of its performance and effectiveness in 2023. Whilst this review was not externally invigilated, it was based on an externally facilitated questionnaire and took into account the views of both Board members and other members of the Company's senior management team. Another internal evaluation was planned for 2025; however, this was postponed in light of the Board changes during the course of the year.

Principle 9 Establish a remuneration policy which is supportive of long-term value creation and the Company's purpose, strategy and culture

Our Remuneration Policy is designed to ensure that the remuneration of Executive Directors and senior management is sufficient to recruit, retain and motivate high-quality individuals, whilst increasing the sustainable value of the business. The Remuneration Committee reviews the Remuneration Policy from time to time, taking action where necessary to ensure that this remains aligned with the strategic objectives of the Group.

Details of the Directors' Remuneration are given on page 20 of our Annual Report and Accounts.

Principle 10 Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders

The Company maintains a corporate website at corporate.cppgroup.com which complies with AIM Rule 26 and contains a range of information of interest to institutional and private investors, including the Group's annual and half-yearly reports, trading statements and all regulatory announcements relating to the Group. As soon as practicable after the conclusion of any general meeting, the voting results are released through a regulatory information service (RIS) with a copy of the announcement posted on the Company's website at corporate.cppgroup.com/investors/company-announcements/.

All historical Annual Reports are available on the Company's website at corporate.cppgroup.com/investors/results-reporting/, and Company circulars and notices of general meetings are available at corporate.cppgroup.com/investors/company-announcements/.