

AIM Rule 26 Disclosure (Corporate Governance)

Chairman's statement

The board of directors (the "Board") of Redcentric plc (the "Company" or "Redcentric") recognises the continued importance of the highest standards of corporate governance and integrity. It is committed to ensuring strong and effective corporate governance as the foundation to deliver long-term value growth and for meeting shareholder expectations for proper oversight and leadership of the business.

As Chairman of the Board, I am responsible for corporate governance within the Redcentric group of companies (the "Group") and together with the Board, I am committed to ensuring the Group maintains sound governance and adherence to ethical operating structures and decision-making processes which support the business strategy and direction.

The Board believes that the implementation of good corporate governance principles provides shareholder value and transparency, promoting sustainable, long-term success for the Group and its stakeholders.

The Company has adopted the Quoted Companies Alliance Corporate Governance Code 2023 (the "Code") as its benchmark for governance matters. At the date of this statement, the Board believes the Company is compliant with the Code other than Principles 6 and 7 as they relate to Board composition and independence and Principle 8 as it relates to formal Board assessments of effectiveness.

This statement sets out how the Group has addressed the principles of the Code and includes more detail in relation to the Company's current non-compliance with Principles 6, 7 and 8. The Board is committed to continuing to review and update its approach and will update this statement as we do.

Additional information in respect of section 172 of the Companies Act 2006 is contained in the strategic report of the Annual Report and Accounts of the Company for the financial year ending 31 March 2026 ("FY26") (the "Report").



Richard McGuire

Chairman

25 September 2026

Governance Principle	Application
Principle 1 Establish a purpose, strategy and business model which promote long-term value for shareholders	The Group's model and strategy have a very clear business purpose, which is discussed within the Chief Executive's Review on pages 6-9 of the Report. Following the decision to split the business into two discrete business units, MSP and DC, the Board made the decision in March 2025 to dispose of the DC business unit in order to focus on developing and growing the MSP business unit, whilst also realising a return from the anticipated sale of the DC business unit. The sale of the DC business unit was completed on 30 April 2026. The Group's strategy has therefore shifted as the business plan has been focused accordingly on the development of the MSP business unit. Details of the key risks and challenges facing the Group and the high-level management or mitigation of such risks and challenges are outlined on pages 22-24 of the Report. The Group continues to operate a tiered hierarchy for risk management, with functional management of direct risks and consistent measures across all functions, and escalation of significant value risks, along with principal corporate risks, to the Group's corporate risk register. Risks addressed include financial risks, addressed via the internal control processes. The corporate risk register is shared, reviewed and refined with the Audit Committee and Board at various points in the year, where potential mitigation actions are also considered.

Corporate Governance [\(continued\)](#)

Governance Principle	Application
Principle 2 Promote a corporate culture that is based on ethical values and behaviours	The Board aims to lead by example with respect to promoting a healthy corporate culture and ensuring that ethical values and behaviours are embedded in the business. The processes in place for decision making require high standards of behaviour from the Board and are clearly documented in the Group's terms of reference, the Company's share dealing code and the requirement for ongoing disclosure of interests. Employment policies adopted by the Group assist in embedding a culture of ethical behaviour and the values set out in its corporate social responsibility statement, included in the Report. Ongoing training on the Group's compliance and anti-bribery policy and the Group's Modern Slavery Act policy continues to reinforce the culture of ethical values and behaviours. The Group is pleased to have seen strong engagement in the Group's support of charitable activity in the year, with a number of volunteering challenges and successful fundraising events. This activity includes maintenance of the Trees For Life partnership, a partnership with Generation (which supports underprivileged young adults into the workplace), the Mission Christmas volunteering campaign, Easter Egg appeal and charity walks. Several local and national charities have been supported through the year by colleague fundraising, including Macmillan Cancer Support. All colleagues are granted a day's paid volunteering, and the Group encourages colleagues to use this day to take part in local volunteering activity. The Board was delighted that the year has continued to see a strong take up of the Company volunteering day as colleagues support their chosen causes.
Principle 3 Seek to understand and meet shareholder needs and expectations	The Group continues to be committed to engaging with its shareholders to ensure that the strategy and business model and key events of the Company are clearly shared and understood. Whilst the Board does include two significant shareholder members, which has impacted the level of independence in the Board composition, the Board recognises the benefits of the additional skills brought to the Board and the greater shareholder alignment, engagement and representation at the highest level within the Company. The Board believes that the disclosures of the Report provide information necessary for shareholders to assess the Group's performance, business model and strategy. Hard copies of the Annual Report are issued to all shareholders that have requested them, and copies are also available on the Group's website. The Group's half year reporting is also available on its website, and the Group makes full use of its website to provide information to the shareholders and other interested parties. The Company issues regulatory announcements through RNS to ensure that important news is shared with all shareholders, potential shareholders and the wider investment community in a clear and uniform way. The Executive Directors are also in regular contact with and available to the Company's shareholders and brief the Board on any relevant feedback or issues raised by shareholders. During the year, investor briefings and roadshows were held following announcement of the Group's preliminary and interim results. Other ad-hoc one-to-one meetings with significant investors and potential investors were also held through the year to discuss the Group's strategy and operations. There is also regular dialogue with shareholders through the Company's corporate broker, Cavendish Capital Markets Limited ("Cavendish"), who provide research which assists in setting shareholder and market expectations. Cavendish keep the Board abreast of shareholder feedback and input and assist in setting up meetings with investors or potential investors.

Corporate Governance (continued)

Governance Principle	Application
Principle 3 (continued) Seek to understand and meet shareholder needs and expectations	Any reports from analysts that refer to the Company or cover the sector are circulated to the Board to support their understanding of the views of the investment community. Cavendish provide feedback directly to the Board from shareholder meetings and other events such as the investor days. Any update on key shareholding changes and any relevant investor sentiment is also provided at each Board meeting. There is a dedicated investor relations contact email address by which shareholders or investors may contact the Company (investorrelations@redcentricplc.com) and the Company Secretary also deals with a number of written queries throughout the year along with the Company's registrar, MUFG Corporate Markets. The Chair and other Non-Executive Directors always make themselves available to shareholders on an as needed basis. The AGM is a key opportunity for all shareholders to have the opportunity to raise questions with the Board. The Board is pleased to once again be able to welcome shareholders in person to the planned AGM this year. To ensure that shareholders who are unable or would rather not attend the AGM have the ability to ask questions of the Board, the Board shall accept any questions relating to the business being dealt with at the AGM which are submitted by shareholders in advance to the Company. The voting record at the Company's general meetings is monitored and published. The Chairman engages directly with large shareholders who vote against resolutions to better understand their position.
Principle 4 Take into account wider stakeholder interests, including social and environmental responsibilities and their implications for long-term success	The Board recognises that the long-term success of the business relies on a number of key stakeholders, as described on pages 20-21 and 25-26 of the Report, including colleagues and customers. The engagement with these important stakeholders is fundamental to helping the Board make the best business decisions. COLLEAGUES Having the right colleagues in the right roles will always be critical to the success of the business. The Board is committed to ensuring the Group encourages and maintains a high-performing culture, underpinned by strong engagement with all colleagues through the year. During the year, the relocation of the Group's head office to a new space was completed. These facilities, as well as other Group locations, are modern and efficient, with a large number of standing desks and collaboration spaces which enhance and support colleagues' productivity. The Group's approach to hybrid working has continued, which has provided access to a much broader and experienced talent pool. Management ran further engagement surveys in the year and is in the process of collating feedback and prioritising potential initiatives to address points raised by colleagues. The partnership with LinkedIn Learning continues to receive positive feedback from colleagues. All line managers have access to create LinkedIn Learning and Development pathways for their teams, with take-up and utilisation of the programmes and materials on offer continuing to increase month-on-month. The physical, emotional and financial wellbeing of colleagues continued to be a key focus for the Group in the year, and this remains management's commitment in the new year. Management has developed and enhanced the Group's wellbeing strategy, maintaining multiple areas of support for colleagues, including access to an Employee Assistance Programme, offering mental health support, access to health schemes and discounts, shopping discounts and an ongoing programme of webinars across a variety of subjects. The Group has continued to invest in the future of the business by supporting young people into work through apprenticeship programmes. The Group has also continued to maintain its SAYE scheme, giving colleagues the opportunity to become personally invested in the equity of the Company. During the year, the Company granted options over a total of 531,241 ordinary shares under this scheme.

Corporate Governance (continued)

Governance Principle	Application
Principle 4 (continued) Take into account wider stakeholder interests, including social and environmental responsibilities and their implications for long-term success	CUSTOMERS The Group's extensive customer services offering, which is detailed on the Group's website at https://www.redcentricplc.com/services/, is core to the Group's customer proposition and the Group is in regular dialogue with its existing and potential customers in order to best understand and respond to their ongoing and future requirements. The Group also keeps abreast of customer needs and communicates its proposition to customers through regular customer surveys, monthly and quarterly service reviews and through its social media channels. During the year the Group appointed a marketing director to its Operations Board, recognising the importance of a dedicated marketing function to increase market intelligence and access. The marketing team are aggressively developing the function's capabilities to better engage with existing customers and prospects and the market as a whole. SOCIAL AND ENVIRONMENTAL RESPONSIBILITIES The Group is committed to fulfilling its environmental and social responsibilities. The Group has maintained its ISO 14001:2015 environmental management certification during the year, through which it identifies and evaluates those business aspects that can impact the environment, ensures relevant compliance obligations are met and measures its environmental performance against agreed objectives. The Group has continued to focus on carbon reduction improvement initiatives for its data centre estate, whilst monitoring those measures already implemented to evaluate performance against anticipated savings. The commitment to social value is demonstrated through various offerings, including digitally driven fundraising campaigns, the collaboration with the Breck Foundation (which provides training to pupils and teachers in the arena of staying safe online) and the provision of employment and training opportunities for local residents. The Board also considers its shareholders and suppliers to be key stakeholders. Details of how the Group fosters relationships with its stakeholders and considers their needs are set out in the Section 172 statement on pages 20-21 of the Report.
Principle 5 Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation	As set out in the Audit Committee Report on page 55-57 of the Report, the Board is committed to ensuring that risk management forms part of the way the Group operates and is embedded within the business, coordinated by the Chief Financial Officer. As well as identifying key risks, focus is towards identifying the potential likelihood and impact of identified risks materialising, then assessing and prioritising potential mitigating actions. The key risks and challenges facing the Group and the high-level management of such are outlined on pages 22-24 of the Report. The Group continues to operate a tiered hierarchy for risk management, with functional management of direct risks and consistent measures across all functions, and escalation of significant value risks, along with principal corporate risks, to the Group's corporate risk register. The corporate risk register is shared and refined with the Audit Committee and Board at regular intervals in the year, coordinated by the Chief Financial Officer and with particular attention paid to addressing mitigating actions for each risk identified. There continues to be close focus on emerging climate change related risks with the Task Force on Climate-related Financial Disclosures (TCFD) recommendations being integrated into the Group's risk management framework. These risks are managed by the Group's Sustainability Committee, which provides regular reports to the Board. The Board has overall responsibility for the Group's system of internal control and for reviewing its effectiveness. The implementation and maintenance of the risk management and internal control systems are the responsibility of the Operating Board. However, the internal control system is designed to manage rather than eliminate risk and can therefore only provide reasonable and not absolute assurance against material misstatement or loss.

Corporate Governance (continued)

Governance Principle	Application
Principle 5 (continued) Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation	The Board considers that the internal controls in place are appropriate for the size, complexity and risk profile of the Group. Enhancements continue to be made to Microsoft Dynamics 365 (D365), the Group's ERP system, overseen by the Group's Chief Technology Officer, which are expected to further strengthen the Group's control environment. The principal elements of the Group's internal control system cover financial, operational and compliance controls and include: 1. Close management of the day-to-day activities of the Group by the Executive Directors; 2. An established budgetary system with the preparation and approval of an annual budget by the Board and regular monitoring and review of performance against budget and prior year, with at least quarterly forecast updates through the year; 3. Detailed monthly reporting to the Board, both at Group and business unit level (including financial information, performance against plan and key performance indicators) whereby the Executive Directors report on significant changes to the business or its outlook to the extent they represent significant risk; 4. An organisational structure that has clear reporting lines and delegated authorities, which has recently been amended to focus on functional responsibilities rather than product towers; 5. Management and monitoring of risk and performance at multiple levels throughout the Group; and 6. Continually improving finance, legal and assurance and compliance functions that maintain processes and systems to enhance the control environment, including the control of expenditure, authorisation limits, purchase ordering, sales order intake, contract review and approval. The Group also works hard to maintain a number of ISO accreditations it has achieved over a number of years, detailed at https://www.redcentricplc.com/about-us/accreditations, and has a number of policies and procedures in place in order to fulfil the requirements and maintain these accreditations.
Principle 6 Establish and maintain the Board as a well-functioning, balanced team led by the chair	The composition of the Board is detailed on pages 53-54 of the Report. The Board has delegated specific responsibilities to the Board Committees. The composition of the Board Committees and how they discharge their responsibilities can be found on pages 53-54 of the Report. A key role of the Board's Nomination Committee is to keep the composition of the Board under review as the Group's business evolves. During the year and in the months following the year-end date there were a number of changes in the composition of the Board. Peter Brotherton, former Chief Executive Officer, informed the Board in August 2024 that he intended to retire from the Board, which he did in May 2025. He remained employed by the Group in order to provide a solid handover. For a short period between February and April 2025, Brian Woodford served as Chief Executive Officer Designate; however, he stepped down from the role due to personal reasons. Michelle Senecal de Fonseca, formerly a Non-Executive Director of the Company, was appointed Chief Executive Officer in May 2025. Michelle brings a wealth of experience from the technology sector to the role and has the benefit of knowing the Group very well, from having already served on the Board. David Senior, the Group's Chief Finance Officer since 2020, also informed the Board of his resignation in January 2025 and left the Group in April 2025. He was replaced by Tony Ratcliffe in August 2025 who served on a fixed term contract until June 2026.

Corporate Governance (continued)

Governance Principle	Application
Principle 6 (continued) Establish and maintain the Board as a well-functioning, balanced team led by the chair	Whilst there was a gap of several months without a Chief Financial Officer, the Group was able to rely on a strong and highly qualified finance team in the interim. Tim Sykes replaced Tony Ratcliffe as Chief Financial Officer in June 2026. All Directors are encouraged and expected to use their independent judgement and to challenge matters where required, strategic, financial and operational. Whilst Oliver Scott and John Radziwill are not considered independent as a result of them being shareholder representatives, the Board was satisfied throughout the year and in the new financial year that it had a suitable Board composition with sound and appropriate governing principals in place, with a reasonable balance between independence and knowledge of the Group to enable it to discharge its duties and responsibilities effectively. The Board confirms that it currently has two independent Directors, a requirement of the Code, but acknowledges that the number of independent Directors on the Board has now been reduced such that the number of independent Directors does not balance or exceed the number of non-independent Directors, which currently comprises four in total – two Executive Directors and two Non-Executive Directors. This does not meet the formal requirements of this Principle of the Code. However, the Board is committed to keep the position under close review and will act as it believes necessary should it consider there is a need to address the number and composition of the Board in due course. The Executive Directors of the Company are employed on a full-time basis. Non-Executive Directors are required to devote such time to the Group's affairs as necessary to discharge their duties and this may change from time to time. In addition to scheduled Board meetings, members are required to attend other ad hoc Board meetings, Committee meetings, the AGM and any other business or general meetings as required. Board members are also required to consider all relevant papers before each meeting and to devote additional time in respect of preparation and ad hoc matters which may arise. Non-Executive Directors are required to obtain the agreement of the Chairman before accepting additional commitments that may affect the time that they are able to devote to their role as a Non-Executive Director. Further details of external appointments of the Board are included in their biographies on pages 53-54 of the Report. Details of the number of regular scheduled meetings of the Board and committees, together with the attendance record for each Board member, are set out on page 53 of the Report.
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 business and management of the Group are the collective responsibility of the Board. The Board meets at least eleven times a year at various Group locations in accordance with its scheduled meeting calendar, which is supplemented by additional meetings as and when required. Monthly Board reports are circulated ahead of each Board meeting in respect of the previous month's trading and activities. The annual Board calendar typically includes presentations from members of the Operating Board through the course of the year. The attendance by each Board member at meetings held in the year is shown in the table on page 53 of the Report. Whilst there were changes in the Chief Executive Officer role, continuity was maintained as Peter Brotherton stayed with the business throughout the period of change and effected an orderly handover to Michelle Senecal de Fonseca. There was a gap of some months in the Chief Financial Officer role prior to Tony Ratcliffe's appointment. The Board was satisfied that the wider finance team provided solid reporting and ensured controls were maintained in this period. The Board acknowledges that this gap compromised the formal requirements of this Principle of the Code. However, this has now been addressed, and the Board is committed to maintaining strong levels of governance with a robust control environment and solid Board oversight.

Corporate Governance (continued)

Governance Principle	Application
Principle 7 (continued) Maintain appropriate governance structures and ensure that individually and collectively the Directors have the necessary up-to-date experience, skills and capabilities	At each scheduled Board meeting, the Board considers and reviews the trading performance of the Group for the previous month and year-to-date, as well as the outlook, together with additional relevant topics. The Board and its Committees receive appropriate and timely information prior to each meeting in accordance with a reporting timetable agreed by the Board and Operating Board. A formal Board agenda is issued by the Chair for each meeting. The Board has a formal written schedule of matters reserved for its review and approval including approval of an annual budget, major capital expenditure and approval prior to issuance of its interim and annual results. All specific actions arising from meetings are minuted following each Board or Committee meeting, for appropriate follow up by the Executive Directors and Company Secretary and subsequent review at the next meeting. The Board is supported by the Audit, Nomination and Remuneration Committees. A report on the composition, responsibilities and key activities of the Audit Committee is set out in the Audit Committee Report and in the Directors' Remuneration Report for the Remuneration Committee. Nomination Committee meetings are tabled annually and further as required, particularly as and when necessary to identify and nominate for approval by the Board, any candidates for Board appointment. The Nomination Committee engages external consultants when appropriate to assist in the search for and selection of new Board members and has terms of reference which have been formally approved by the Board. At least annually, and now on an ongoing basis in reference to the non-compliance referred to in principle 6, the Board reviews the structure, size, composition and diversity of the Board. It also considers succession planning and regularly reviews the leadership needs of the organisation. The senior management of the business is known as the Operating Board, which comprises the most senior leaders from the Group's business units and functional disciplines. Authority for execution of approved policies, delivery of the business plan and daily running of the business is delegated by the Board to the Executive Directors together with the Operating Board, which manages and monitors operational performance across the business and ensures effective decision-making. The Operating Board meets on a weekly basis and provides written summary reports to the Executive Directors on a monthly basis for discussion at each Board meeting to ensure that the Board always has the most up to date information possible. Directors' details and biographies are on pages 53-54 of the Report. The Board considers that it has the appropriate mix of skills and experience to enable it to execute its duties and responsibilities effectively and appropriately given the nature and size of the Group. However, and as noted in Principle 6, it is very mindful of the need to maintain independence on the Board. Directors are responsible for ensuring their continuing professional development to maintain their effective skills and knowledge. Details of performance assessments undertaken by the Board are set out below. The Board receives monthly reports on the Group's operational and financial performance with formal agendas and reports circulated to the Board in advance of each meeting. The Board has access to the advice and services of the Company Secretary, who is responsible for ensuring that Board procedures are followed, and applicable rules and regulations are adhered to. Directors are able to obtain further advice or seek clarity on issues raised in reports or at meetings from colleagues within the Group. The Board also has a procedure whereby any Director may seek, through the Company Secretary, independent professional advice in furtherance of their duties, if necessary, and at the Company's expense. Alan Aubrey is the Company's Senior Independent Director and provides a sounding board for the Chairman and an intermediary for the other Directors, where required. On appointment to the Board, all new Directors receive a tailored induction pack and introductions to relevant personnel within the Group.

Corporate Governance (continued)

Governance Principle	Application
Principle 8 Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement	The Board last carried out an evaluation of its own performance in FY24. This assessment was internally facilitated and comprised the following elements: • A questionnaire completed by every Board member covering Board and Committee structure, processes, agendas and priorities. Each Board member's assessment of their individual performance and feedback on each other was also sought. The questionnaire was based on templates designed by external consultants with considerable experience of Board reviews, but tailored to meet the specific circumstances of the Group; and • Completion of a skills matrix by each Board member, as referred to under Principle 7 above, to identify areas of expertise on the Board and additional areas that the Board could consider in relation to future appointments. Due consideration was given to the feedback reported back to the Board. Consideration will be given to a further formal evaluation being carried out. The Board also undertakes regular, less formal assessments of its effectiveness to ensure alignment with the needs of the business. The Chair maintains close communications with Board members, and all Directors are encouraged to provide feedback on all areas of the Board's efficacy. The Nomination Committee is responsible for developing succession plans in respect of the Board. Openness amongst Board members is encouraged regarding individual members future plans to enable the Company to manage orderly transitions. Management work with the Group's HR team to identify and develop emerging leaders across the Group to help maintain and nurture a pool of internal talent for future career development opportunities and growth.
Principle 9 Establish a remuneration policy which is supportive of long-term value creation and the Company's purpose, strategy and culture	The Group has maintained a remuneration policy for a number of years. It was established with the benefit of advice from external consultants and has been continuously reviewed over the years. The primary objectives of the policy are: • To operate a transparent, simple and effective remuneration structure which encourages the delivery of Group targets in accordance with its business plan and strategy; • To attract, motivate and retain the best people of the highest calibre by providing competitive and appropriate short and long-term variable pay which is dependent upon challenging performance conditions; and • To promote the Group's purpose, culture and beliefs and promote the long-term success of the Group and ensure that the policy is aligned with the interests of, and feedback from, its shareholders. The Board supports the emphasis placed on remuneration transparency by the Code and full details of both the Directors' Remuneration Policy and actual remuneration are published in full below. See pages 58-62 of the Report. At the Company's forthcoming AGM, the Directors' Remuneration Report containing the Remuneration Policy as well as the Directors' remuneration will be put forward as resolutions for the shareholders' vote. Following the disposal of the DC business unit, the Board expects the Remuneration Committee to undertake a detailed review of the remuneration policy during the new financial year, with any potentially updated policy being put forward to shareholders at the 2027 AGM.

Corporate Governance (continued)

Governance Principle	Application
Principle 10 Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders	The Board communicates with its shareholders in a range of ways including through the Annual Report and Accounts, interim and full-year results announcements and presentations as well as further trading updates and other news events where required, the AGM, investor roadshow meetings and further one-to-one meetings with major shareholders or potential new shareholders. The Group's website (www.redcentricplc.com), particularly the investor section of the site, also provides a range of corporate information for shareholders, investors and the public, including all Company announcements and presentations. Group performance information is also communicated to colleagues, within the limitations imposed by the Company's public company disclosure obligations, in a number of ways, including regular colleague-wide email communications from the Executive Directors and Operating Board and monthly colleague briefing sessions. The Group conducted another colleague survey in the year, the results and proposed outputs of which were shared with colleagues, along with potential initiatives to address points raised by colleagues. Further details of how the Company maintains a dialogue with customers and suppliers, both being key stakeholders, are set out in the section 172 statement at pages 20-21 of the Report.