

**Auction Technology Group plc
("ATG", the "Company")**

BOARD DIVERSITY POLICY

Policy

The Board Diversity Policy (the "Policy") sets out ATG's approach to diversity and inclusion on the Board and its committees, which is governed in greater detail through the policies of the Company and its subsidiaries (together, the "Group").

ATG believes in having an inclusive and diverse Board and recognises the benefits of ensuring Board and committee membership reflects diversity in its broadest sense. The Nomination Committee reviews and assesses the composition of the Board and its committees on behalf of the Board and recommends the appointment of new Directors.

Aims and objectives

All appointments to the Board are made on merit, reflecting the skill, knowledge and experience needed to ensure a rounded and effective Board. Consideration is given to the combination of demographics, skills, experience, ethnicity, age, gender, sexual orientation, disability, socio-economic background, educational and professional background and other relevant personal attributes on the Board to provide a range of perspectives and insights to challenge management and support good decision making.

The Board recognises the importance of creating a culture of inclusion and diversity within the Group and believes in setting a clear tone from the top with the Board and Executive Committee championing inclusion and diversity in support of the Group's values.

At the date of approval of this policy, the Board exceeds the target of 33% female representation as currently set by the FTSE Women Leaders Review. The Board is targeting a minimum 40% female Board representation as soon as reasonably practicable and the Company aims to achieve this target by the end of 2025, in line with the aims of the FTSE Women Leaders Review and the targets set out in the Financial Conduct Authority's Listing Rules.

The Board is supportive of the Parker review recommendation to increase the ethnic diversity of its Board by having at least one director from an ethnic minority background by the end of 2024 and as at the date of this policy, has achieved this target with the CEO representing a Eurasian ethnically diverse background.

When considering succession planning for the key roles of Chair, CEO, CFO and Senior Independent Director, the Nomination Committee shall aim for at least one of these roles to be filled by a female member of the Board when practicable and proportionate for the Company and aims to achieve this target by the end of 2025.

The Board's policy is to encourage diversity within long and shortlists as part of the overall selection process for Non-Executive Director roles when appointments are made.

The Board supports and monitors management's actions to increase the proportion of senior leadership roles held by women, people from ethnic minority backgrounds and other under-represented groups across the Group.

The Group's employee base is diverse at the senior management level with strong, capable female and ethnically diverse leaders being developed for future management roles in multiple parts of the organisation.

The Group as a whole is diverse in terms of gender mix and nationalities and with the Group's employee base hailing from many countries around the world.

Monitoring and Reporting

The Nomination Committee is responsible for ensuring that the Board and its committees have the right balance of skills, experience and knowledge and, in accordance with its terms of reference, shall:

- a. regularly review Board and committee composition, succession planning, talent development and the broader aspects of diversity;
- b. work with executive search firms who understand ATG's values and approach to diversity, including this Board Diversity Policy, and will comply with those values and approach in identifying and proposing suitable candidates for appointment to the Board;
- c. identify suitable candidates for appointment to the Board on merit against objective criteria having regard to:
 - i. the benefits of diversity in promoting the success of ATG for the benefit of its shareholders and the interests of stakeholders as a whole; and
 - ii. the skills, experience, background, independence and expertise of current members of the Board;
- d. report annually in the corporate governance section of the Annual Report on the implementation of the Board Diversity Policy and other matters as required by the Listing Rules, Disclosure Guidance and Transparency Rules, the UK Corporate Governance Code and other regulatory and statutory requirements; and
- e. review the Board Diversity Policy regularly and recommend any revisions to the Board.

This policy was approved by the Board on 27 November 2023.