

Tracsis plc
Board and Management – Roles and Responsibilities Charter

Chair

The Chair is responsible for the leadership of the board of directors of the Company ('the Board') and is responsible for:

Meetings of the Board

- chairing Board meetings and Nomination Committee;
- responsibility for continued effectiveness of the Board as a whole, including the frequency of meetings to ensure Board members can discharge their statutory duties;
- with the Company Secretary, set the Board agenda, taking into account the issues and concerns of all Board members and ongoing matters of the company;
- ensuring that there is appropriate delegation of authority from the Board to executive management;
- ensuring that the Directors receive accurate, timely and clear information, including that on the Company's current performance, to enable the Board to take sound decisions and monitor them effectively;
- ensure that the Board devotes sufficient time and attention to:
 - ensuring strategic alignment, monitoring performance and execution of the Company's strategy;
 - overseeing and checking the appropriateness of the control environment for the Company and its subsidiaries; and
 - reviewing the performance of executive management.
- managing the Board to allow enough time for discussion of complex or contentious issues. The Chair should ensure that Directors (particularly Non-executive Directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have.

Directors

- facilitating the effective contribution of Non-Executive Directors and encouraging active engagement by all members of the Board and promoting a culture of openness and debate;
- ensuring constructive relations between the Executive and Non-executive Directors;
- holding informal meetings with the Non-Executive Directors without the executives present; and
- developing a productive working relationship with the Chief Executive Officer.

Board Development and Performance Evaluation

- ensuring an open, transparent and collaborative culture within the Board
- ensuring that the development needs of Directors are identified and that these needs are met;
- identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team; and
- ensuring the performance of the Board, its Committees and individual Directors is evaluated at least once a year and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board.

Relations with Shareholders

- making themselves available to major shareholders to understand their priorities, issues and concerns, in particular around governance, strategy and execution; and
- ensuring that the views of shareholders are communicated to the Board as a whole so that all Directors develop an understanding of their views.

General Meetings

- ensuring that the Annual General Meeting ('AGM') is properly convened;
- chairing and ensuring the fair and orderly conduct of the AGM; and
- arranging for the Chair of Board committees to be available to answer questions at the AGM.

Corporate Governance

- upholding the highest standards of integrity and probity in the Board's conduct;
- ensuring the Board approves all material RNS announcements;
- ensuring a clear structure for Board committees;
- monitoring the effective implementation of Board decisions and actions;
- building an effective and complementary Board, and with the Nomination Committee, initiating change and planned succession in Board appointments (except that of a successor as Chair) subject to Board and shareholder approval;
- with the assistance of the Company Secretary, promote the highest standards of corporate governance, maximising compliance with the QCA Code. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the Board and fully explained to shareholders; and
- understanding the views of the Company's key stakeholders and describing in the Company's annual report how their interests have been considered in discussions and decision-making.

Chief Executive Officer ('CEO')

The CEO is responsible for the following, within the authority limits delegated by the Board:

Business Strategy and Management

- developing Group strategy, having regard to the Group's responsibilities to its shareholders, customers, employees and other stakeholders;
- the successful achievement of objectives and execution of strategy following presentation to, and approval by, the Board; and
- recommending to the Board an annual budget and year-end financial plan and ensuring their achievement following Board approval.

Risk Management and Controls

- managing the Group's operational risk profile, including the health and safety performance of the business, in line with the extent and categories of risk identified as acceptable by the Board; and
- ensuring that appropriate internal controls are in place to identify and manage risk.

Board Committees

- making recommendations to the Nominations Committee on the role and capabilities required in respect of the appointment of Executive Directors.

Senior Independent Director

The Senior Independent Director ('SID') will:

Shareholders

- be available to shareholders if they have concerns which, through contact with the normal channels of Chair, Chief Executive Officer or Chief Financial Officer, has failed to resolve or for which such contact is inappropriate; and
- be available to attend meetings with major shareholders and financial analysts in order to obtain a balanced understanding of the issues and concerns of such shareholders.

Chair

- be a sounding board for the Chair of the Board and meet with the Chair as required to discuss those matters within the responsibility of the Chair;
- chair the Board of Directors when the Chair is unavailable; and
- chair the Nomination Committee when it is considering succession to the role of Chair of the Board.

Board

- when the Company or the Board are undergoing periods of stress, work with the Chair and other directors and/or shareholders, to resolve significant issues; and
- intervene in circumstances such as where: there is a dispute between the Chair and the CEO; shareholders or Non-executive Directors have expressed concerns which the Chair or CEO have failed to address; the strategy is not supported by the whole board; the relationship between the Chair and CEO is particularly close; decisions are being made without the approval of the whole board; and succession planning is being ignored; to maintain board and company stability.

Committee Chairs

The Committee Chairs will:

- oversee the arrangements for Committee meetings, including agenda setting and chairing Committee meetings;
- be the Board's subject matter expert in respect of their responsibilities during Board discussions;
- remain abreast of external matters that might impact the Committee's responsibilities or duties;
- make themselves available to shareholders to discuss matters relating to the

- Committees' responsibilities; and
- attend the Annual General Meeting of the Company to answer questions relating to the activities of the Committee during the year.

Approved by the Board of Directors – September 2025