

# CORPORATE GOVERNANCE STATEMENT

For the year ended 31 December 2024, and up to the date of this report, the Company has applied the 2018 QCA Corporate Governance Code (the "QCA Code"). Full details of how we have complied fully with the Code throughout the year are provided below.

| Principle:   | How we comply:   | Further information:  |
|--|--|---|
| <b>1. Establish a strategy and business model which promote long-term value for shareholders</b>                       | <p>The Board regularly discusses the Group's long-term goals, with maximising shareholder value at the core of those goals and ensures that a business plan aligned to the delivery of the strategy is in place, and is executed effectively by the Executive Directors. A robust structure of targets, Key Performance Indicators ("KPIs") and internal measurement is also set by the Board. This ensures delivery of a clearly defined and agreed set of sales, market and business objectives. The Board and a sub-board of [senior managers ] continually monitor these objectives to ensure they are met by the collective teams with the Group.</p> <p>The Board meets at least five times a year to review the Group's performance and revised forecasts, to discuss strategy and to ensure the business is on track to achieve its stated goals. Our strategy and business model, including the key challenges in their execution, are set out in the Strategic Report.</p> | <p>Strategy on page 6.</p> <p>Business Model on page 22.</p>                                |
| <b>2. Seek to understand and meet shareholder needs and expectations</b>   | <p>The Board recognises the importance of creating a clear flow of communication with all shareholders and the investment community. Further details of how we engage with our shareholders can be found in the Strategic Report. The Board also looks forward to meeting with the Company's longstanding shareholders, and those who have recently joined, at the 2025 AGM.</p>   | <p>Strategy on page 6.</p> <p>Business Model on page 22.</p> <p>AGM details on page 99.</p> |
| <b>3. Take into account wider stakeholder and social responsibilities and their implications for long-term success</b> | <p>The Board recognises the fundamental importance of stakeholders other than investors and their contribution to the long-term sustainable success of the business and therefore to ensuring their needs are met. Feedback from our stakeholders allows the Board to monitor the Company's corporate culture, as well as the ethical values and behaviours within the business.</p> <p>We consider our key stakeholders, other than our shareholders, to be our customers, employees, suppliers, the communities we operate in, and the environment. Further details of our stakeholders, methods of engagement with them as well as examples of stakeholder considerations in certain key Board decisions during the year can be found as part of the Section 172 Statement.</p>   | <p>Section 172 Statement within the Strategic Report on page 56.</p>                        |
| <b>4. Embed effective risk management, considering both opportunities and threats, throughout the organisation</b>     | <p>The Board has an established risk register which is reviewed at Board meetings. Key risks to the business, as well as controls and mitigating factors have been identified, and the risks are categorised according to likelihood and impact. This allows the Board to assess the effectiveness of controls, and monitor emerging and changing risks on an ongoing basis.</p> <p>The risk register is reviewed and updated regularly with key personnel across the business, and the [Group's open management structure ] ensures free communication of risk throughout the organisation.</p>   | <p>Risk Management on pages 60 to 67.</p>   |
| <b>5. Maintain the board as a well-functioning, balanced team led by the chair</b>                                     | <p>Our Chair, Tony Morris, is responsible for leading the Board which currently comprises two Executive Directors (Peter Sharp, the Chief Executive Officer, and Ryan Mahoney, the Chief Financial Officer) and one independent Non-Executive Director (Paula Hay-Plumb, Senior Independent Director). Details of all Directors can be found in their biographies, with information such as meeting attendance set out in the Corporate Governance section of this report.</p>   | <p>Biographies on pages 70 to 71.</p> <p>Corporate Governance on pages 68 to 100.</p>       |
| <b>6. Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities</b>     | <p>Our Executive Directors have extensive experience in the brick industry, and our Non-Executive Directors have broad experience in relevant sectors (including property, governance, finance and M&amp;A), and Board level experience in the listed company environment, as highlighted in their biographies. Having considered and discussed the composition of the Board and its Committees throughout the year, the Board is satisfied that there is an appropriate balance of skills, experience, independence and knowledge.</p>  | <p>Biographies on pages 70 to 71.</p> <p>Corporate Governance on pages 68 to 100.</p>       |

| Principle:  | How we comply:  | Further information:  |
|---|---|---|
| <p><b>7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement</b></p>                                      | <p>A Board and Committee performance review is undertaken annually at the end of each financial year, with the last review being undertaken in respect of FY24. An overview of the performance review process is set out in the Corporate Governance section of the Annual Report. Details of how the Board approaches succession planning can also be found there as well as in the Nomination Committee Report.</p>   | <p>Corporate Governance on pages 68 to 100.</p> <p>Corporate Governance (Nomination Committee Report) on pages 84 to 86.</p>                                      |
| <p><b>8. Promote a corporate culture that is based on ethical values and behaviours</b></p>   | <p>The Board places much importance in fostering a strong and ethical culture and believes that its employees are crucial to the success of the Group. The Board therefore monitors culture and the values which underpin it during the year to ensure they drive the right behaviours and are aligned with the Groups purpose and strategy.</p>  | <p>Corporate Governance on pages 68 to 100.</p>   |
| <p><b>9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board</b></p>                    | <p>The Chair is responsible for effectively leading the Board and ensuring that the Group's corporate governance framework is appropriate and effective. The Board has adopted the Code as a guide by which to measure its corporate governance procedures, and regularly reviews all aspects of its corporate governance policies and procedures. Each of the Committee's terms of reference and the Schedule of Matters Reserved for the Board were reviewed during the year by the Board, with minor updates approved.</p> <p>Details of the roles and responsibilities of the Chair, Chief Executive Officer, Chief Financial Officer and Non-Executive Directors are described earlier in the Corporate Governance section of the Annual Report. The terms of reference for each of the Committees and the Schedule of Matters Reserved for the Board are available on our website, along with the Company's Corporate Governance Statement, setting out how it has applied the principles of the Code (<a href="http://www.mbhplc.co.uk/investor-relations/corporate-governance">www.mbhplc.co.uk/investor-relations/corporate-governance</a>).</p> | <p>Corporate Governance on pages 68 to 100.</p> <p>ESG strategy report on pages 24 to 45.</p>   |
| <p><b>10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders</b></p> | <p>There are three Board Committees: the Audit Committee, the Remuneration Committee and the Nomination Committee. More information on the activities of each Committee is set out in their respective reports. Each of the Committees has formal terms of reference, in line with corporate guidelines, and reports back to the Board and to shareholders through the Annual Report as a matter of course.</p>   | <p>Audit Committee Report: on pages 80 to 83.</p> <p>Remuneration Committee Report: on pages 87 to 95.</p> <p>Nomination Committee Report: on pages 84 to 86.</p> |