

Governance

Integrity & accountability

Recognising the value of good corporate governance to deliver long-term sustainable success.

WHAT'S IN GOVERNANCE?

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Chair's introduction



Dear Shareholder,

I am pleased to introduce this year's Corporate Governance report, including our statement of compliance with the UK Corporate Governance Code on page 70.

During the year, the board held six scheduled meetings with one additional meeting convened at short notice. Regular updates were received from each of the committees. You can read more about our governance framework on page 67 and the board's work during the year on page 69.

The board approved the sale of the company's minority interest in Stonehage Fleming, which is expected to complete in mid 2026 and generate total proceeds of c.£290m. This is a clear demonstration of Caledonia's long-term approach at work: backing an exceptional management team, supporting the development of an even stronger business over time, creating substantial value during ownership and ultimately delivering an outstanding return for shareholders.

“ Good corporate governance is the foundation of Caledonia's long-term success - built on accountability, transparency and a commitment to creating sustainable value for all stakeholders. ”

David Stewart
Chair

The board has also spent time looking to the future, in particular with regards to board composition. We welcomed Michael McLintock as a new independent non-executive director in February 2026 and the board looks forward to working with him in the years to come. We were also pleased to approve Farah Buckley's appointment as a member and Chair of the Audit and Risk Committee with effect from 1 September 2025, succeeding Lynn Fordham who stepped down from the board at the end of August. The board has appointed Will Wyatt as my successor as company Chair following my retirement at the company's forthcoming annual general meeting, as set out in more detail on page 68.

As the end of my tenure as company Chair approaches, I would like to thank my fellow board members, the management team and all of our colleagues, past and present. It has been a privilege to lead the company and serve shareholders over the past 11 years.

David Stewart
Chair

Board of directors

Our board of directors is responsible for guiding Caledonia's long-term success.

COMMITTEE MEMBERSHIP KEY

A Audit and Risk

G Governance

N Nomination

R Remuneration

● Committee chair



David Stewart
Chair

Date of appointment: 17 March 2015

Tenure: 11 years 2 months. Appointed to the board of directors on 17 March 2015 and as Chair on 20 July 2017

External appointments:

- Chairman and co-founder of IMM Associates
- Non-executive director of Longview Partners

Skills and experiences:

- Extensive experience of international business and asset management in the UK, Asia and emerging markets
- Effective leadership of Caledonia's board
- Provides valuable insight and advice in relation to the company's global portfolio

N R



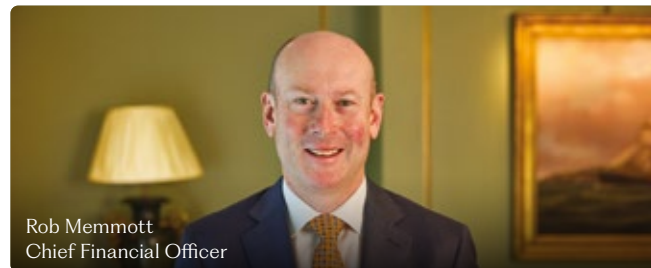
Mat Masters
Chief Executive Officer

Date of appointment: 1 April 2022

Tenure: 4 years 1 month. Appointed to the board of directors and as Chief Executive Officer Designate on 1 April 2022, becoming Chief Executive Officer on 27 July 2022

Skills and experiences:

- Qualified accountant
- Specialised in corporate finance before joining Caledonia, helping small and mid-sized companies access private equity finance
- Investment expertise, senior management, international business experience and leadership skills to enable him to execute the board's strategy



Rob Memmott
Chief Financial Officer

Date of appointment: 1 September 2023

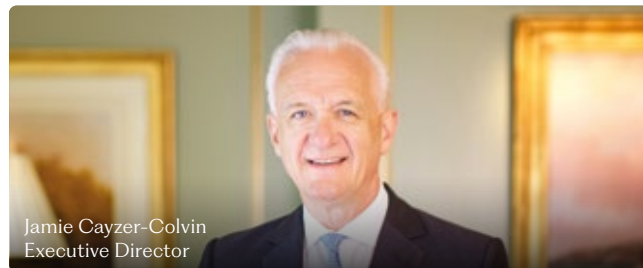
Tenure: 2 years 8 months

External appointments:

- Treasurer and Pro Chancellor of the University of Sheffield

Skills and experiences:

- Qualified chartered accountant
- Significant listed company experience, having previously served as CFO of Arrow Global Group, which included its successful IPO, and John Laing Group, before its take private transaction with KKR
- Extensive commercial and financial experience, with over 20 years' experience in senior financial leadership roles



Jamie Cayzer-Colvin
Executive Director

Date of appointment: 4 April 2005

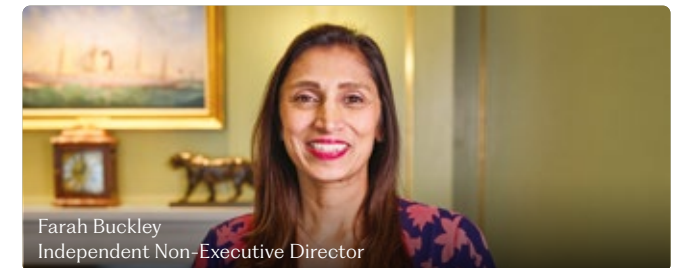
Tenure: 21 years 1 month

External appointments:

- Member of the advisory committees of a number of Caledonia's fund investments
- Chair of The Caledonia Investments Charitable Foundation and the RHS Pension Scheme
- Director of The Cayzer Trust Company

Skills and experiences:

- Previously served as Chairman of The Henderson Smaller Companies Investment Trust and as a non-executive director of Polar Capital Holdings, Polar Capital Funds, Close Brothers and Rathbones
- Senior management experience and investment expertise
- Specifically contributes to the long-term sustainable success of the company through his leadership of Caledonia's funds investment strategy



Farah Buckley
Independent Non-Executive Director

Date of appointment: 28 March 2023

Tenure: 3 years 1 month

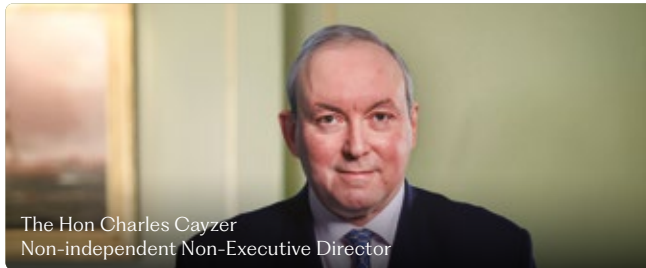
External appointments:

- Non-executive director and Chair of the Audit Committee at Aurora Investment Trust and Leeds Building Society
- Non-executive director of Apollo Syndicate Management Limited

Skills and experiences:

- Qualified chartered accountant
- Over 20 years in financial services across audit, mergers and acquisitions and private equity, including working on transactions within the retail, consumer and leisure sectors at boutique corporate finance house McQueen
- Brings extensive innovation and strategy experience to the board, with a particular focus on technology and environmental, social and governance matters

A G N R

Board of directors *continued*

Date of appointment: 18 July 1985

Tenure: 40 years 10 months

External appointments:

- Chairman of The Cayzer Trust Company and Bedford Estates

Skills and experiences:

- Experience of merchant banking, commercial banking and corporate and project finance with Baring Brothers, Cayzer Irvine and Cayzer Ltd
- Responsible for a large number of investment acquisitions and disposals as an executive director of Caledonia
- Extensive knowledge of the commercial property sector and broad commercial management experience, which enable him to provide insight and constructive challenge across the breadth of Caledonia's investment activities



N **Date of appointment:** 1 January 2018

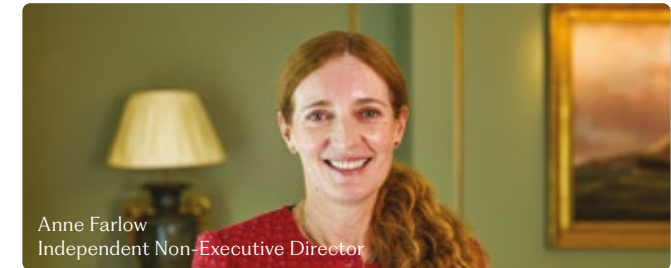
Tenure: 8 years 4 months

External appointments:

- Trustee of the Sussex Community Foundation

Skills and experiences:

- Qualified accountant
- Founding partner of Cinven, central to the development and expansion of the business. During his 29 years, he represented the firm as Chairman or non-executive director at some 25 of its portfolio companies
- 30 years' knowledge and experience of private equity investing, both in the UK and Europe, which is of particular benefit to the board and Caledonia's Private Capital team in evaluating new unquoted investment opportunities and managing its existing unquoted portfolio



A G N **Date of appointment:** 28 March 2022

Tenure: 4 years 1 month

External appointments:

- Trustee of Pershing Square USA

Skills and experiences:

- Former director of Electra Partners and Providence Equity Partners and former non-executive chair of Pershing Square Holdings
- Worked with both established and early-stage companies during her private equity and investment career across a range of different sectors and jurisdictions
- Extensive private equity and investment experience in Europe, North America and Asia, enabling her to provide constructive challenge across a broad range of the company's investments



Date of appointment: 22 July 2019

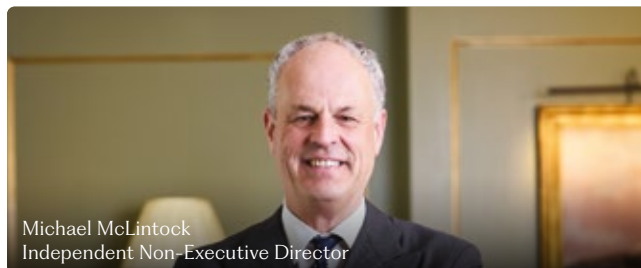
Tenure: 6 years 9 months

External appointments:

- Non-executive director of Schroders
- Involved in a number of charitable trusts and foundations, including as a director of the Schroder Charity Trust and as a trustee of the Schroder Foundation

Skills and experiences:

- Former executive director of Gauntlet Insurance Services before becoming non-executive in 2004 until 2019
- Broad experience in both the financial services and charitable sectors, as well as a deep experience of public and private businesses with significant family shareholdings



G N R **Date of appointment:** 16 February 2026

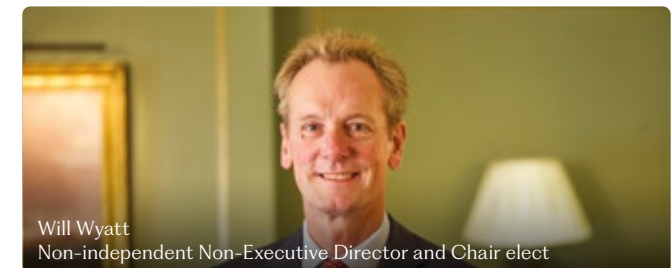
Tenure: 2 months

External appointments:

- Chairman of Associated British Foods, Grosvenor Group and The Investor Forum
- Chairman of the Investment Committee at St John's College, Oxford University
- Member of the Takeover Panel Appeal Board and the Advisory Board of Bestport Private Equity

Skills and experiences:

- Extensive investment management and listed company knowledge
- Former Chief Executive of M&G and executive director of Prudential and former non-executive director of Close Brothers Group
- Previously held roles in investment management at Morgan Grenfell and in corporate finance at Morgan Grenfell and Barings



G N **Date of appointment:** 4 April 2005

Tenure: 21 years 1 month

External appointments:

- Non-executive director of Cobehold and The Jockey Club
- Chairman of the Rank Foundation and Real Estate Investors
- Director of The Cayzer Trust Company

Skills and experiences:

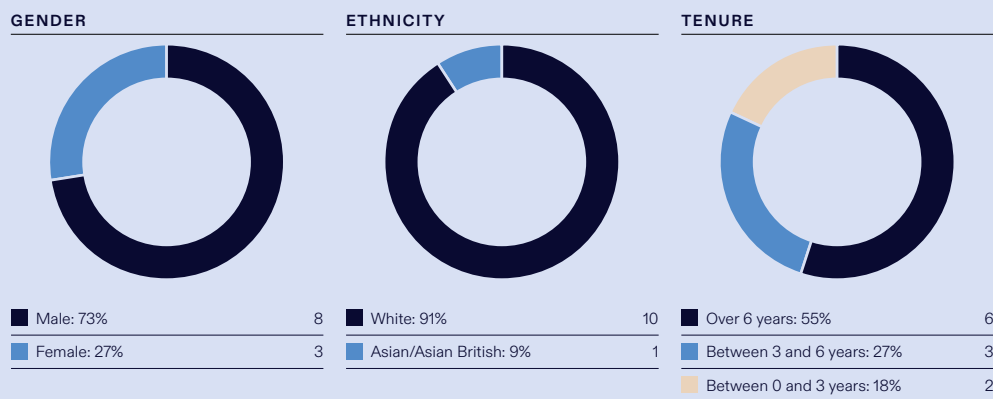
- Joined the Caledonia group in 1997 from Close Brothers Corporate Finance, working at Sterling Industries before transferring to Caledonia's head office in 1999 as an investment executive
- Appointed a director of Caledonia in 2005, serving as Chief Executive from 2010 until becoming a non-executive director in 2022, and held board positions at Caledonia listed and private investee companies
- Corporate finance and investment expertise, broad senior management experience and team leadership skills, which benefit the successful delivery of the board's strategy

Corporate governance report

At a glance

Caledonia recognises the value of good corporate governance to deliver long-term sustainable success.

Board composition¹



1. At 31 March 2026.

Membership and attendance

The board held six scheduled meetings during the year, together with one additional meeting convened at short notice.

Each committee holds meetings at regular intervals throughout the year with additional meetings convened at the committees' discretion.

Director	Meetings attended/eligible to attend				
	Board	Audit and Risk	Governance	Nomination	Remuneration
D C Stewart	7/7	-	-	3/3	4/4
M S D Masters	7/7	-	-	-	-
R W Memmott	7/7	-	-	-	-
J M B Cayzer-Colvin ¹	6/7	-	-	-	-
F A Buckley ²	6/7	3/3	3/3	3/3	4/4
Hon C W Cayzer ³	5/7	-	-	1/3	-
G B Davison ⁴	6/7	4/4	3/3	3/3	-
M A Farlow	7/7	4/4	3/3	3/3	4/4
C L Fitzalan Howard	7/7	-	3/3	3/3	4/4
L Fordham ⁵	3/3	1/1	1/1	2/2	-
M McLintock ⁶	1/1	-	-	-	-
W P Wyatt ⁷	7/7	-	-	2/3	-

- Mr Cayzer-Colvin was unable to attend one board meeting due to a prior commitment.
- Ms Buckley was unable to attend one board meeting, which was called at short notice, due to pre-existing commitments.
- The Hon C W Cayzer was unable to attend two board meetings and two Nomination Committee meetings due to ill health.

- Mr Davison was unable to attend one board meeting due to a prior commitment.
- Ms Fordham resigned as a director on 31 August 2025.
- Mr McLintock was appointed as a director on 16 February 2026.
- Mr Wyatt recused himself from one entire Nomination Committee meeting due to a potential conflict of interest.

The table below highlights where key content can be located elsewhere in this annual report to enable shareholders to evaluate how the company has applied the principles set out in the UK Corporate Governance Code.

UK Corporate Governance Code

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Remuneration

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Corporate governance report *continued*

Governance framework

THE BOARD

The board as a whole is collectively responsible for the success of the company and for supervising its affairs. It sets the company's strategy, ensures that the necessary financial and human resources are in place to enable the company to meet its objectives and reviews management performance. It also defines the company's purpose and culture, and sets the company's values and standards to ensure that its obligations to its shareholders and other stakeholders are understood and met. It aims to provide leadership of the company within a framework of prudent and effective controls, which enables risk to be assessed and appropriately managed.

CHAIR

The Chair is primarily responsible for the leadership of the board to ensure that it carries out its role effectively and for succession planning.

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is responsible for the implementation of the board's strategy, policies and the management of the company's activities, other than those matters specifically reserved for the board.

SENIOR INDEPENDENT DIRECTOR

The Senior Independent Director is responsible for providing a sounding board for the Chair and, if necessary, to serve as an intermediary for the other directors and shareholders.

BOARD COMMITTEES

NOMINATION COMMITTEE

Find out more
➔ PAGE 71

AUDIT AND RISK COMMITTEE

Find out more
➔ PAGE 73

GOVERNANCE COMMITTEE

Find out more
➔ PAGE 78

REMUNERATION COMMITTEE

Find out more
➔ PAGE 79

DISCLOSURE AND DELEGATION COMMITTEE

Deals with routine administrative matters or matters for which board approval has already been given in principle. It also considers potential disclosure matters as required.

MANAGEMENT COMMITTEES

INVESTMENT COMMITTEE

Considers and formally approves new investments and proposed realisations. Other matters considered include the day to day management of the company's business where not delegated elsewhere.

VALUATION COMMITTEE

Formally reviews valuations of all of the company's investments at each half-year and full-year end. Meetings are observed by representatives from the external auditor.

PRIVATE CAPITAL INVESTMENT COMMITTEE

Reviews the management of investments held within the Private Capital pool and considers potential Private Capital transactions.

INVESTMENT MANAGEMENT COMMITTEE

Considers matters relating to the company's investment portfolio.

OPERATIONAL RISK COMMITTEE

Considers the company's overall risk strategy, reviews internal control systems, and develops and implements the procedures for detecting fraud and preventing bribery.

RESPONSIBLE INVESTMENT / CORPORATE WORKING GROUP

Advises and assists in the development and implementation of Caledonia's approach to sustainability matters, including climate-related issues.

IT/AI WORKING GROUP

Cross-functional working group established to review, advise and assist in the development and implementation of IT and AI policy and new technology.

INVESTMENT TEAM

The board

Overall responsibility and operation

As part of the company's governance framework, which is summarised here, the board has adopted a formal schedule that sets out those matters which it specifically reserves for its own decision and those which are delegated to board committees and to executive management. Matters reserved for the board's own decision include the following:

- Responsibility for the company's strategy, values and culture
- Approval of the company's half-year results, full-year results and annual report
- Approval of the company's dividend policy and dividend distributions
- The appointment, re-appointment and removal of the external auditor
- The appointment and removal of directors of the company, as prescribed by the company's articles of association, and of certain other executives, including the Company Secretary
- The terms of reference of board committees and the membership thereof
- Directors' remuneration and terms of appointment
- Setting annual budgets
- The company's systems of risk management and internal control, including procedures for detection of fraud and prevention of bribery
- Responsibility for the company's arrangements to enable its employees to raise any matters of concern
- Treasury policies, banking counterparties and counterparty exposure limits
- Significant capital transactions
- Political donations

Corporate governance report *continued*

The roles of the Chair, the Chief Executive Officer and the Senior Independent Director are separated and clearly defined in separate statements of responsibilities. These responsibilities are summarised in the governance framework on page 67.

The matters reserved for the board and the statements of responsibilities of the Chair, the Chief Executive Officer and the Senior Independent Director are reviewed by the board annually and published on the company's website.

Appointment, induction and training

The company complies with the recommendation of the UK Corporate Governance Code ('Code') that all directors of FTSE 350 companies should be subject to annual re-election by shareholders.

On appointment, new directors are offered induction and training considered appropriate by the board, and subsequently as necessary. The annual performance evaluation of the board encompasses the identification of any individual training needs of board members so that, if necessary, these can be reviewed by the Chair with the directors concerned. The directors receive briefings at board meetings on regulatory and other issues relevant to the company and its business sector and, in addition, may attend external courses to assist in their professional development.

Board composition

The board currently comprises 11 directors. Excluding the Chair, three of the directors are executive and seven are non-executive. The board considers all of the non-executive directors to be independent other than Will Wyatt and The Hon C W Cayzer who were executive directors prior to becoming non-executive directors and are also members of the Cayzer family concert party ('Cayzer Concert Party'). As explained in the statement of compliance on page 70, other than for the period from the resignation of Lynn Fordham as a non-executive director on 31 August 2025 until the appointment of Michael McLintock as a non-executive director on 16 February 2026, at least half of the board's members, excluding the Chair, were considered independent.

David Stewart was appointed to the board as an independent non-executive director in March 2015, before taking on the role of company Chair in July 2017. The board, on the recommendation of the Nomination Committee, which was chaired by Guy Davison, Caledonia's Senior Independent Director, extended David's tenure as Chair in May 2025 until no later than the company's 2026 annual general meeting. This followed an initial extension of one year to July 2025 and lengthened David's anticipated service on the board by a little over two years. Whilst this is beyond the nine years recommended in Provision 19 of the Code, his tenure as company Chair will not exceed nine years. As previously reported, the extensions were considered appropriate following a period of notable board development which included the appointment of three new non-executive directors and two executive directors in 2022 and 2023. In considering the extension of David's tenure for a further limited period, the Nomination Committee took into account the ongoing succession planning activity to identify a new Chair and the need to replace the skills and experience David brings to the board. Following a careful assessment, including feedback obtained as part of the board evaluation, the board concluded that David continues to be an independent and effective Chair.

The board has appointed Will Wyatt to succeed David as company Chair following his retirement at the forthcoming annual general meeting. Will, a former Chief Executive of the company and a member of the Cayzer Concert Party, was first appointed to the board in 2005 and will not be independent on appointment. The company will therefore not comply with Provisions 9 and 19 of the Code in future financial years.

The Nomination Committee process to identify David's successor as chair was led by Guy Davison, Senior Independent Director. The formal, rigorous and transparent process undertaken by the Nomination Committee and the discussions held by the Governance Committee ahead of the board's decision are summarised on pages 71 and 78 respectively.

Major shareholders were also consulted ahead of Will's appointment and expressed broad support.

The board unanimously supported the Nomination Committee's recommendation for Will's proposed appointment. Will has a proven track record as a long-term steward of Caledonia's capital having successfully led Caledonia as Chief Executive for over a decade until becoming a non-executive director in July 2022. Will, as a member of the Cayzer Concert Party and a director of The Cayzer Trust Company Limited ('Cayzer Trust'), the company's largest shareholder, is deeply committed to the company's long-term success.

The board and its committees, including the Governance Committee which consists entirely of independent non-executive directors, was particularly cognisant of Provision 9 of the Code which states that a chief executive should not go on to become chair of the same company but that if, exceptionally, it is proposed, major shareholders should be consulted ahead of appointment. In considering Will's candidature, the board recognised the time which had elapsed since he left his role as Chief Executive during which a new leadership team had been successfully established, the size and nature of Caledonia's business and the importance of the continuing support of the Cayzer family and other long-term shareholders.

Board committees

As identified in the governance framework, summarised on page 67, the board has delegated certain specific areas of responsibility to the following standing committees: the Nomination Committee, the Audit and Risk Committee, the Governance Committee and the Remuneration Committee.

Further details of the work of each of these committees and their membership during the year are set out in their respective reports on pages 71 to 99.

The terms of reference of each committee are reviewed annually and are available on the company's website.

Board performance evaluation

The board conducts an annual evaluation of its performance and that of its committees and, in accordance with good practice, engages an independent third-party facilitator to assist in this process every three years. For the year ended 31 March 2024, Board Level Partners was engaged to conduct an externally facilitated evaluation of the board, its committees and individual directors as reported in the 2024 annual report.

For the year ended 31 March 2026, the evaluation of the board as a whole and of its committees was undertaken internally, led by the Chair, and was conducted by inviting individual board members to complete anonymous questionnaires regarding the operation and effectiveness of the board and its committees. The analysis was collated by the Company Secretary and discussed by the Chair with each director separately.

The evaluation of the performance of the Chair was led by Guy Davison, the Senior Independent Director, and was discussed in a meeting of the non-executive directors. The performance of the executive directors was reviewed by the Chair and the non-executive directors.

The results of the 2026 evaluation process were considered by the board. The conclusion was that the board continued to function well in an atmosphere of open and constructive debate with a good breadth of skills, experience and viewpoints. The robust handling of recent governance and shareholding matters and thorough leadership transitions was particularly noted.

Corporate governance report *continued*

Areas identified for development included:

- A review of board papers and adjustment of agendas to further facilitate focus and challenge
- Strengthening visibility and alignment on long-term succession planning
- Embedding the company's updated risk management framework
- Ongoing training and development, including visibility of external opportunities

Key stakeholders, engagement and board decision-making

Details in respect of the company's key stakeholders, together with commentary on how the directors addressed the matters set out in section 172(1)(a) to (f) of the Companies Act 2006 (the 'Companies Act') as they made decisions during the year, are set out under Stakeholder engagement on pages 18 to 21.

Shareholders

Annual general meeting

As noted in the Stakeholder engagement section, the company's annual general meeting remains an important part of Caledonia's shareholder communications programme. All resolutions proposed at the 2025 annual general meeting were passed.

The ninety-seventh annual general meeting of the company will be held at 6 Park Place, St. James's, London SW1A 1LR on Wednesday, 15 July 2026 at 11.00 am. This year, shareholders have been

invited to arrive at the venue from 10.30 am to meet the directors informally ahead of the meeting. The notice of the annual general meeting and details of all of the resolutions to be put to shareholders are set out in a separate circular published at the same time as this annual report.

Relations with controlling shareholders

As at 18 May 2026, being the latest practicable date prior to the publication of this annual report, the Cayzer Concert Party held 51.4% of Caledonia's voting rights.

How the board spent its time in 2026

The board meets regularly to oversee the delivery of the company's strategic objectives to ensure it continues to promote the long-term sustainable success of the company.

Standing items presented to each meeting include reports from the Chief Executive Officer, the Chief Financial Officer and the Company Secretary.

Q1

Apr – Jun
2025



- Approved the annual report and accounts and the recommendation of the final dividend for the year ended 31 March 2025
- Approved the implementation of the 10:1 share split and the re-profiling of the interim dividend
- Received an update on the performance and strategy of the Private Capital pool
- Reviewed the results of the biennial employee engagement survey and received a biannual report on employee engagement and staff related matters
- Considered the findings of the 2025 board evaluation
- Reviewed the company's compliance with HMRC's investment trust company requirements for the year ended 31 March 2025
- Approved the company's speaking up policy and the 2025 modern slavery statement ahead of publication

Q2

Jul – Sep
2025



- Received updates on the performance and strategy of the Funds and Public Companies pools
- Approved adjustments to the company's discretionary share plans as a result of the share split
- Approved the sale of the company's minority interest in Stonehage Fleming
- Approved the company's fraud prevention policy
- Received training on artificial intelligence and its use, the Economic Crime and Corporate Transparency Act 2023 and a refresher on the UK Market Abuse Regulation and share dealing

Q3

Oct – Dec
2025



- Received an update on the performance and strategy of the Private Capital pool
- Approved the half-year results and the interim dividend for the year ended 31 March 2026
- Approved the statements of responsibilities for the board, Chair, Chief Executive Officer and Senior Independent Director and the committee terms of reference
- Received a biannual report on colleague engagement and employee related matters

Q4

Jan – Mar
2026



- Received updates on the performance and strategy of the Funds and Public Companies pools and an in-depth presentation on one of the Private Capital portfolio companies
- Approved the appointment of Michael McLintock as a non-executive director
- Reviewed the activities and governance of The Caledonia Investments Charitable Foundation
- Received an update on chair succession planning and related shareholder consultation
- Reviewed the capital allocation plan for the next five years and approved the budget for the year ending 31 March 2027
- Received updates on risk management and investor relations and communications
- Considered the findings of the 2026 board evaluation
- Reviewed the fees for non-executive directors

Corporate governance report *continued*

Previously under the Financial Conduct Authority's Listing Rules, where a premium listed company had a controlling shareholder or shareholders (being a person or persons acting in concert who exercise or control 30% or more of the company's voting rights), the company was required to enter into a written and legally binding agreement which was intended to ensure that the controlling shareholder undertook to comply with certain independence provisions. This requirement was removed in July 2024. However, the company and Cayzer Trust agreed to enter into a revised relationship agreement on 26 November 2024. Under this new agreement, Cayzer Trust agreed to, and will use its reasonable endeavours to procure that other members of the Cayzer Concert Party will:

- Conduct all transactions and arrangements with the company and other group members at arm's length and on normal commercial terms
- Not undertake any action, including proposing a shareholders' resolution, that would have the effect of preventing the company complying with its obligations under the Listing Rules
- Maintain a list of the members of the Cayzer Concert Party from time to time and work with the company to provide information to support the company's assessment of its compliance with the requirements to maintain investment trust status
- If necessary, discuss in good faith with the company any actions that the company considers may be reasonably necessary to protect the company's investment trust tax status

The board confirms that, during the period under review and up to 18 May 2026, being the latest practicable date prior to the publication of this annual report, the company has the ability to carry on its business independently of the Cayzer Trust.

Directors' conflicts of interest

Each director has a duty under the Companies Act to avoid a situation where they have, or could have, a direct or indirect interest which conflicts, or may possibly conflict, with the company's interests. The Companies Act, however, allows directors of public companies to authorise conflicts and potential conflicts where the articles of association contain a provision to this effect. The Companies Act also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty.

There are safeguards in the company's articles of association which apply when the directors decide whether to authorise a conflict or potential conflict of interest. First, only independent directors, being those who have no interest in the matter being considered, are able to take the relevant decision and, second, in taking the decision, the directors must act in a way which they consider, in good faith, will be most likely to promote the success of the company. The directors are able to impose limits or conditions when giving authorisations if they think this is appropriate.

The board has adopted procedures to address the requirements of the Companies Act in relation to directors' conflicts of interest. Each new director on appointment is required to declare any potential conflict situations, which may relate to them or their connected persons. These are reviewed by the board and, if necessary, also by the Governance Committee, which then considers whether these situations should be authorised and, if so, whether any conditions to such authority should be attached.

Each board meeting includes a standing agenda item on conflicts of interest to ensure that all directors disclose any new potential conflict situations. These are then reviewed, again if necessary by the Governance Committee, and authorised by the board as appropriate. A register of directors' conflicts of interest is maintained by the Company Secretary and is reviewed annually by the Governance Committee.

UK Corporate Governance Code compliance statement

The board considers that the company has complied with the Code published in January 2024 for the duration of the reporting period, other than Provision 11 for the period from 31 August 2025 until 16 February 2026 as explained below. In making this assessment, the board gave particular consideration to Provisions 9 and 19 of the Code with further details provided in Board composition on page 68.

Provision 11 of the Code expects that at least half of the board, excluding the Chair, are considered by the board to be independent. Following the resignation of Lynn Fordham as a non-executive director on 31 August 2025, the board comprised of 10 directors of whom four directors, excluding the Chair, were considered to be independent and five directors were not independent. To address the balance of independence, the Nomination Committee led the search for a new independent non-executive director, following which the board appointed Michael McLintock with effect from 16 February 2026. The company has therefore complied with Provision 11 of the Code from this date.

A copy of the Code is available on the website of the Financial Reporting Council at [frc.org.uk](https://www.frc.org.uk).

Pages 63 to 103 comprise the company's corporate governance statement.

The board and, where relevant, its committees have continued to make appropriate preparations ahead of the implementation of Provision 29 of the Code, which will apply to the company's financial year ending 31 March 2027.

The Corporate governance report was approved by the board on 18 May 2026 and signed on its behalf by:

David Stewart
Chair of the board
18 May 2026

Nomination Committee report

The Nomination Committee focuses on evaluating the directors, considering the skills and attributes needed for the long term. It identifies suitable board candidates and assists with succession planning.

Responsibilities

The Committee is responsible for:

- Regularly reviewing the structure, size and composition of the board, including its skills, knowledge, experience and diversity
- Considering succession planning for directors and, if requested by the board, other senior executives
- Identifying and recommending to the board candidates to fill board vacancies, using external search consultants where necessary. Keeping under review the leadership needs of the company, both executive and non-executive
- Reviewing the time commitment required from non-executive directors, ensuring they receive formal letters of appointment that set out clearly the company's expectations

Diversity and inclusion

Caledonia's policy is to appoint candidates to roles based on merit and against objective criteria. The Committee seeks to ensure that the board and its committees have a diverse mix of skills, experience, perspectives, opinion and knowledge, which facilitates discussion and debate to enable the successful delivery of the company's strategy. It remains committed to increasing diversity and inclusion over time.

Whilst Caledonia has not adopted any measurable diversity and inclusion objectives to date, external search consultants are required to put forward diverse candidates for new positions. The Committee continued to focus on achieving the board composition targets set by the FTSE Women Leaders Review, the Parker Review and the Listing Rules during the year.

Detailed gender and ethnicity diversity analysis in respect of the board, including progress against the targets set out in the Listing Rules, and Caledonia more broadly, is provided on pages 54 and 55.

Company Chair

I was appointed to the board as an independent non-executive director in March 2015 and have served as Chair since July 2017. The board, on the recommendation of the Committee, which was chaired by Guy Davison, Caledonia's Senior Independent Director, extended my tenure by a little over two years, comprising an initial extension of one year to July 2025 and a further extension until no later than this year's annual general meeting. Whilst this was beyond the nine years recommended in Provision 19 of the UK Corporate Governance Code (the 'Code'), my tenure as company Chair will not exceed nine years. As previously reported, these extensions were considered appropriate following a period of notable board development.



“ The Committee seeks to ensure that the board and its committees have a diverse mix of skills, experience, perspectives, opinion and knowledge, to enable the successful delivery of the company's strategy. ”

David Stewart
Chair of the Nomination Committee

As we look beyond my tenure as the Company's non-executive Chair, Will Wyatt has been selected as my successor. Will has a proven track record as a long-term steward of Caledonia's capital having successfully led Caledonia as Chief Executive for over a decade until becoming a non-executive director in July 2022.

The appointment process was led by the Committee which was chaired by Guy and supported by the external search firm Odgers. A formal, rigorous and transparent selection process supported by Odgers identified potential candidates which included Will. With Odgers' assistance, the Committee calibrated and evaluated Will's capability and suitability for the role and subsequently recommended his appointment to the board.

The process also included a consultation with major shareholders led by Guy who were also provided with opportunity to meet with Will. Those consulted expressed broad support for Will's appointment.

External consultants

As explained above, Odgers was engaged during the year to assist with the search for a new Chair.

In addition, the Committee engaged Longwater Partners in connection with the search which led to the appointment of Michael McLintock as an independent non-executive director. Michael brings extensive investment management and listed company knowledge and experience to the board and has also joined the Governance and Nomination Committees.

There are no other connections between Odgers and/or Longwater Partners and the company or its directors.



Terms of reference

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Nomination Committee report *continued*

Work of the Nomination Committee

The Committee met on three occasions during the year. Areas of focus included:

- Reviewing the tenure, independence, balance of executive, non-executive and independent non-executive directors and the gender balance of the board, particularly against targets including those set by the FTSE Women Leaders Review, the Parker Review and the Listing Rules, together with the expectations set out in the Code
- Consideration of a detailed skills, experience and diversity matrix, which sought to identify future recruitment priorities based on identified gaps, industry and stakeholder expectations and good practice
- An assessment of the contributions and effectiveness of the non-executive directors seeking re-election at the 2025 annual general meeting, prior to giving recommendations to the board and shareholders for their re-election
- Recommending amendments to the composition of the board and committee membership following Lynn Fordham's resignation which resulted in Farah Buckley's appointment as a member and subsequently Chair of the Audit and Risk Committee
- Leading the search which led to the appointment of Michael McLintock as a non-executive director and a member of the Governance and Nomination Committees
- Deliberating the potential governance matters emerging from succession planning for the company's Chair
- The renewal of the letters of appointment for those non-executive directors whose terms were expiring, extending their terms of office to 2028

Committee evaluation

The activities of the Committee were considered as part of an internal effectiveness review which is summarised on pages 68 and 69. The board found that the Committee functioned well, with the appropriate balance of membership, skills and experience.

David Stewart

Chair of the Nomination Committee
18 May 2026



Audit and Risk Committee report

The Audit and Risk Committee plays a significant role in ensuring that the company's financial statements are properly prepared and the system of controls that is in place is effective and appropriate to manage and mitigate risk.

Responsibilities

The Committee is responsible for:

- Monitoring the integrity of the company's financial statements and reviewing any significant financial reporting judgements, together with associated company announcements
- Considering Caledonia's approach to risk, including strategy, risk appetite and the identification of principal and emerging risks, together with the monitoring, management and mitigation of such risks
- Reviewing the company's system of internal controls
- Overseeing the relationship with the external auditor
- Considering annually whether an internal audit function is required

Dear Shareholder,

I am pleased to present the Audit and Risk Committee's report for the first time following my appointment as Chair of the Committee on 1 September 2025.

The Committee comprised exclusively of independent non-executive directors with significant financial and sector experience throughout the year. I was appointed an additional member of the Committee on 1 August 2025 and Lynn Fordham stepped down on her resignation from the board on 31 August 2025. The Committee met four times in the year ended 31 March 2026, in May and November 2025 and in January and March 2026. Since the year end, the Committee met again in May 2026 to consider matters relating to the 2026 annual report and financial statements.

The Chief Executive Officer, the Chief Financial Officer, the Company Secretary, the Head of Risk and members of Caledonia's finance team attended all meetings, together with the company's external auditor, BDO LLP ('BDO'). From time to time, other board members and/or senior executives are invited to join all or part of a meeting. The Committee also held separate discussions with BDO's audit partner without management participation where appropriate.

The areas of focus for the Committee during the year included:

- The valuation of unlisted assets
- The company's financial reporting, together with BDO's audit findings and viability and going concern reviews
- The continued development of Caledonia's risk management framework and work to support the changes to audit, risk and internal control set out in the 2024 edition of the UK Corporate Governance Code (the 'Code')
- The company's key risks and controls assurance reports
- IT and cyber security related risks



“ The Committee's responsibilities include monitoring the integrity of financial reporting, reviewing risk management and internal controls and overseeing the relationship with the external auditor. ”

Farah Buckley
Chair of the Audit and Risk Committee

In the year ahead, amongst the usual areas of focus, the Committee will continue to review progress towards meeting the requirements of the Code in relation to risk and internal control. It is intended that a declaration of the effectiveness of Caledonia's material controls will be made in the 2027 annual report, as set out in the Code. Work to support this declaration is well progressed, continuing the development of the risk management framework.

I would like to express my thanks to my colleagues on the Committee for their diligence over the past year. We will once again be available at this year's annual general meeting to answer any questions on the work of the Committee.

Farah Buckley

Chair of the Audit and Risk Committee
18 May 2026



Terms of reference

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Audit and Risk Committee report *continued*

Work of the Committee

The Committee undertook the following activities during the year¹:

Area of responsibility	Activity	Meetings considered at			
		May	Nov	Jan	Mar
Reporting	Reviewed draft results and annual report for the financial year ended 31 March 2025, including key accounting judgements, going concern and viability, and considered whether the report was fair, balanced and understandable	☑			
	Reviewed draft half-year results and reporting for the six months ended 30 September 2025, including key accounting judgements, going concern and viability		☑		
	Reviewed accounting standard amendments, together with likely impact (if any)	☑			☑
	Reviewed TCFD reporting for the year ended 31 March 2025	☑			
	Reviewed approach to TCFD reporting for the year ended 31 March 2026				☑
	Noted correspondence from the Financial Reporting Council ('FRC') following its review of the annual report for the year ended 31 March 2025				☑
Valuations	Considered valuations of unlisted investments as at 31 March 2025 and 30 September 2025, including assessments undertaken by the Valuation Committee	☑	☑		
	Considered approach to valuation of unlisted investments in the Funds pool			☑	
	Approved an updated policy for the valuation of unlisted investments				☑
Risk and internal controls	Reviewed the company's investment and operational risk dashboards	☑	☑		☑
	Reviewed the company's emerging risks	☑			
	Considered the company's investment risk report	☑	☑		
	Received a comprehensive update on cyber security and information technology matters				☑
	Considered principal risks, risk appetite and continued developments to risk management framework	☑	☑		
	Considered control environment reporting for companies within the Private Capital pool	☑	☑		
	Considered controls assurance reports for supplier risk management, fraud, business continuity planning, investment trust compliance, data protection, financial management, analysis and reporting processes and IT/cyber security		☑		☑
Considered approach to the identification of and assurance over material controls	☑	☑		☑	
External audit	Reviewed BDO's external audit report on the draft results and annual report for the financial year ended 31 March 2025, together with the management representation letter	☑			
	Considered BDO's review of the results for the six months ended 30 September 2025		☑		
	Approved BDO's fee proposals for the year ended 31 March 2026 and engagement letters		☑		
	Reviewed BDO's external audit plan and strategy				☑
	Considered the latest FRC's Audit Quality Inspection and Supervision Report in respect of BDO, together with the FRC's overview of the audit quality of the largest audit firms, and BDO's response to the FRC's findings		☑		
	Received an update on rotation of BDO's lead audit partner		☑	☑	
Internal audit	Considered the need for an internal audit function	☑			
Governance	Reviewed the Committee's terms of reference		☑		
	Reviewed and approved the policy for the provision of non-audit services by the independent auditor				☑
	Reviewed and approved the policy for external audit services procured by investee companies				☑
Other matters	Considered ongoing investment trust status compliance	☑			
	Considered the new 'failure to prevent' fraud offence introduced by the Economic Crime and Corporate Transparency Act 2023 and reviewed the work undertaken ahead of its implementation	☑			

1. Since March, the Committee considered matters regarding the year ended 31 March 2026, which included:
- Considering valuations of unlisted investments, including assessments undertaken by the Valuation Committee
 - Reviewing the results and annual report, accounting judgements, going concern and viability and consideration of whether the annual report was fair, balanced and understandable
 - Reviewing BDO's external audit report on the results and annual report for the financial year ended 31 March 2026
 - Approval of this report

Audit and Risk Committee report *continued*

Significant matters considered in respect of the year ended 31 March 2026

Topic	Description of the matter	Committee considerations
Financial statements	<p>The Committee reviewed the form and content of the 2026 annual report and financial statements, including TCFD reporting. In conducting its review, the Committee considered reports prepared by management and the external auditor. Management's reports provided an analytical review of the financial statements, comparing the current to prior year financial position and results, and detailed the judgements and sources of estimation uncertainty involved in applying the accounting policies to the financial statements. The Committee also noted that there were no new accounting standards applicable for the year. In addition, the Committee reviewed reports prepared by management to support the going concern and viability statements and, as requested by the board, compliance with the annual report's 'fair, balanced and understandable' provisions of the Code.</p> <p>The Committee recommended approval of the 2026 annual report and financial statements to the board.</p>	<p>The significant issue the Committee considered in relation to the 2026 financial statements was the valuation of unlisted investments as described below.</p>
Valuations of unlisted investments	<p>The Committee recognises that unlisted investments in the Private Capital and Funds pools are a significant component of the company's assets and that their valuation is subject to considerable judgement and uncertainty.</p> <p>The Chair of the Committee also chairs meetings of the Valuation Committee, which scrutinises the valuation of unlisted investments, adherence to the company's valuation policy and consistency of valuation methodologies over time. Reporting is provided to the Committee on the assessments undertaken, including the quality of review and challenge.</p>	<p>The Committee, supported by the work of the Valuation Committee, remains cognisant that Funds pool valuations are based on the latest NAVs provided by the underlying managers, the majority based on 31 December 2025 valuations, adjusted for cash movements (distributions and drawdowns). The Committee approved a revised valuation policy during the year to reflect the continued enhancement to processes in connection with Funds pool valuations.</p> <p>The Committee considered market movements since the last NAVs were provided, including those which occurred after the year end, and updates received from the underlying managers. The Committee took comfort from management having considered all available sources of information and performed its own analysis, with the conclusion that market index movements prior to Caledonia's year end did not, in isolation, provide a compelling reason to adjust manager NAVs.</p> <p>The key inputs into the valuation of Private Capital businesses were considered, including the broad range of factors impacting market multiples utilised in the valuation process.</p> <p>BDO's audit partner attends Valuation Committee meetings, with other members of the Audit and Risk Committee invited to participate.</p>
Going concern and viability	<p>The directors are required to make a statement in the annual report as to going concern and Caledonia's longer-term viability. The Committee provides advice to the board on the form and content of this statement, including the underlying assumptions. The Committee evaluated a report from management setting out its view of Caledonia's longer-term viability and the content of the proposed going concern and viability statements. This report was based on the group's base case of forecast liquidity over three years to May 2029, developed from the corporate financial plan. In making this assessment, the directors took comfort from the results of two stress tests over the five-year period to 31 March 2031 that considered the potential impact of significant market downturn conditions.</p> <p>The first stress test addressed two discrete scenarios: a 5% reduction in the value of Sterling versus the US dollar compared to the rate on 31 March 2026 and a 12-month delay to Private Capital pool realisations.</p> <p>The second stress test modelled a market downturn event over a two-year period reflecting: a fall in investment income from the Public Companies and Private Capital pools of 20% and 100% respectively, an inability to realise the Private Capital portfolio and a 50% reduction in distributions from the Funds pool. To simulate an extreme downside scenario, the impact of a market downturn event and all fund commitments falling due was also assessed.</p> <p>A three-year period was chosen given the group's long-term investment objective, the resilience demonstrated by the stress testing and the relatively low working capital requirements of the group.</p>	<p>Taking into account the assessment of the group's stress testing results, the Committee agreed to recommend the going concern and viability statements and three-year viability period to the board for approval.</p> <p>The outcome of this activity led the Committee to recommend to the board to make the statement on page 61.</p>

Audit and Risk Committee report *continued*

Financial reporting

Fair, balanced and understandable statement

The Committee reviewed the draft annual report and, taken as a whole, considered it to be fair, balanced and understandable.

To assist in reaching this view, the Committee considered a report prepared by management highlighting the positive and negative statements it included to ensure that they fairly reflected the results for the year. The Committee recommended to the board that the statement of directors' responsibilities in respect of the annual report and the financial statements, set out on page 104, should be signed accordingly.

FRC review of annual report

The Committee considered correspondence received from the FRC following its review of the company's annual report for the year ended 31 March 2025 in accordance with Part 2 of the FRC Corporate Reporting Review Operating Procedures. The correspondence confirmed that, based on the review, there were no questions or queries that the FRC wished to raise.

The Committee noted that the FRC's review was based solely on the annual report and did not benefit from detailed knowledge of Caledonia's business or an understanding of the underlying transactions entered into, although it was conducted by staff of the FRC who have an understanding of the relevant legal and accounting framework. Moreover, the correspondence did not provide assurance that the annual report was correct in all material respects, as the FRC's role is not to verify the information provided to it but to consider compliance with reporting requirements, and was written on the basis that the FRC (which includes its officers, employees and agents) accepts no liability for reliance on it by the company or any third party, including but not limited to investors and shareholders.

Assurance

The Committee obtains a range of assurance to provide comfort that the company's controls are providing adequate protection from risk. These include controls assurance reports from management. The Committee also receives input from the external auditor when evaluating the effectiveness of internal controls. Use is also made of external support to provide additional assurance in certain areas of the company's operations. For example, a third party was appointed to carry out a review of IT and security controls and presented its findings to the Committee in March 2026. The review was performed in line with the National Institute of Standards and Technology ('NIST') Cybersecurity Framework ('CSF') 2 to assess Caledonia's ability to prevent, detect and respond to cyber attacks and also to identify areas for improvement. It was concluded that the IT and security control environment is adequately designed and is commensurate with the size and nature of Caledonia's business operations.

Risk management and internal controls

The board of directors is responsible for the company's system of internal controls and for reviewing its effectiveness. The system is designed to manage, rather than eliminate, the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Committee reviewed the investment and operational risk dashboards prepared by management, identifying the principal business risks impacting the company, together with the mitigating controls in operation and actions identified for continuous improvement. The Committee also completed a review of the key risks, overall risk profile and emerging risks beyond the usual business cycle.

The Committee considered the work undertaken to identify material controls and approved a programme of assurance activities, including deep dive risk assessments for material controls, designed to monitor the effectiveness of the company's internal control environment and resolve identified weaknesses. The continued development of the risk management framework was assessed in light of the requirements of the Code in relation to risk and internal control and the need to support the board's declaration of the effectiveness of the company's material controls in the 2027 annual report.

The Committee monitored the progress of the assurance programme over the course of the year. It reviewed controls assurance reports on supplier risk management, fraud, business continuity planning, investment trust compliance, data protection, financial management, analysis and reporting processes, in addition to the third-party review of IT/cyber security noted above. The approach to governance and the control environment of investee companies within the Private Capital pool was also subject to review. Ongoing compliance with requirements for investment trust status was also considered.

A comprehensive update on cyber security and information technology matters was once again provided to the Committee. This included:

- A summary of employee training and regular phishing simulations
- An update on the findings of a penetration testing exercise and the minor remediations implemented as a result
- An overview of the technical controls environment
- Technology improvements made during the year and the planned roadmap for further developments during the next 12 months and beyond
- An update on cyber resilience and disaster recovery preparedness

Internal audit

As the company does not have an internal audit function, the Committee considers annually whether there is a need for one. The company is an investment trust and manages its non-consolidated subsidiaries as other private company investments, with each business operating its own risk management processes. The company closely monitors its control environment and those of its private company investments. Specialist external resources are also used when appropriate, for example in testing key cyber security controls. The Committee recommended to the board that an internal audit function was not required at the present time.

External auditor

External auditor	BDO LLP
Appointed	July 2021
Re-appointment	To be proposed at the 2026 annual general meeting
Current lead partner	Peter Smith
Current lead partner appointed	July 2021
Future lead partner	Justin Chait
Future lead partner to be appointed	July 2026
Next mandatory audit tender/lead partner rotation	Following the conclusion of the audit for the year ending 31 March 2031

Audit and Risk Committee report *continued*

Audit effectiveness

Audit quality is reviewed continuously throughout the year by both the Chief Financial Officer and the Committee. The focus is centred on the following:

- The quality and seniority of the external auditor's staff and continuity of the engagement team
- The use of specialist staff in areas including the valuation of unlisted assets and pensions
- The appropriateness of the planned audit methodology as applied to Caledonia's business activity
- The level of challenge on key areas of judgement and professional scepticism displayed, together with the quality of reporting to the Committee
- The quality of delivery, including achieving key audit project milestones and reporting to the Committee

The following series of indicators have been established to assess BDO's audit quality:

- FRC quality inspection results, when available
- The percentage of hours of continuity across the engagement team
- Partner and manager hours, including independent partner reviews, as a percentage of the total hours on the engagement
- Hours of specialist time
- Percentage of hours spent ahead of year end compared to those planned
- Percentage of key milestones achieved

Other than FRC quality inspection results, these indicators have not raised any concerns with regards to audit effectiveness.

During the year, the Committee considered the FRC's Audit Quality Inspection and Supervision Report of BDO, published in July 2025, and sought assurance from the audit partner regarding BDO's response to the FRC's findings. In particular, the Committee noted BDO's continued investment in enhancing audit quality. The Committee enquired about the potential impact on recruitment and staff morale from the FRC's findings. Regular updates on the progress of BDO's response have been sought by the Committee.

The Committee considered the following situations where the auditors had challenged management's assumptions, including:

- The valuation of unquoted investments, specifically the valuation of Private Capital and Fund investments and the risk posed by stale pricing, including the key judgements and risk of management override of controls
- The assumptions and judgements made with regards to stress-testing the cash flow forecast used in the going concern assessment

Independence, objectivity and non-audit work

To safeguard the auditor's independence and objectivity, the Committee maintains a schedule of specific non-audit activities which may not be undertaken by the external auditor, within the broad principles that the external auditor should not audit its own work, should not make management decisions on behalf of the company, should not be put into the role of advocate for the company and that no mutuality of interest should be created between the company and the external auditor. A rigorous review of non-audit services carried out by BDO is undertaken by the Committee, supporting the auditor's own internal assessment of independence controls.

The Committee has in place a policy for the provision of non-audit services, meeting the requirements of the FRC's Revised Ethical Standard 2024, which was last reviewed in March 2026. Certain non-audit services are prohibited. Permitted services are subject to approval by the Chief Financial Officer and the Committee. Total fees payable for non-audit work carried out by the company's auditor are subject to limits.

The lead audit partner is required to rotate every five years and other key partners involved in the engagement every seven years. The current lead audit partner will therefore be replaced following the conclusion of the audit for the year ending 31 March 2026. The future lead audit partner will commence his role with the independent review of the company's half-year report for the six months ending 30 September 2026. Introductory meetings were held with the Chief Financial Officer and the Chair of the Audit and Risk Committee and external references were reviewed prior to the appointment of Justin Chait, which was discussed with the Committee. No contractual obligations restrict the Committee's choice of external auditor.

For the financial year ended 31 March 2026, the total fees for non-audit services were £120,000, 22% of the total audit fees (2025: £114,900, 25%). For 2026, non-audit fees represented 16% of the average audit fees paid in the previous three financial years and were solely related to BDO's independent review of the company's half-year report. For 2026, the non-audit fees were related to BDO's independent review of the company's half-year report. These services were closely related to the work performance by BDO during the audit or required by law or regulation. Analysis is provided in note 2 to the financial statements on page 121.

The Committee concluded that BDO remains independent and objective, and that the level of non-audit to audit fees remains acceptable.

Key audit matters raised by the external auditor

The following key audit matters were raised by the external auditor:

- Valuation of unquoted Private Capital investments
- Valuation of Fund investments

Areas reviewed by the external auditor at the Committee's request

The Committee did not request any specific areas for review by BDO beyond the normal cycle of audit activity.

Private meetings

During the year, the Chair of the Committee met separately and privately with the Chief Financial Officer and BDO. The Committee also met BDO without management present.

Committee evaluation

The activities of the Committee were considered as part of an internal board effectiveness review which is summarised on pages 68 and 69.

The board concluded that the Committee continued to function well, with the appropriate balance of membership, skills and experience.

Statement of compliance

This report has been prepared in compliance with the Competition and Markets Authority 2014 Order on statutory audit services for large companies.

Farah Buckley

Chair of the Audit and Risk Committee
18 May 2026

Governance Committee report

The Governance Committee monitors and reviews the ability of each director to act in the interests of shareholders as a whole and to exercise independence of judgement.

Responsibilities

The Committee is responsible for:

- Keeping under review corporate governance matters relating to the company
- Monitoring and reviewing the company's compliance with the Listing Rules relating to companies with controlling shareholders
- Considering the ability of each director to act in the interests of shareholders as a whole and to exercise independence of judgement free from relationships or circumstances that are likely to, or could appear to, affect their judgement
- Reviewing actual or potential conflict situations relating to directors, which may require the prior authorisation of the board under the Companies Act 2006, and making recommendations to the board as to whether such situations should be authorised and, if so, whether any conditions, such as duration or scope, should be attached
- An annual review of all actual or potential conflict situations previously authorised by the board to ensure they remain appropriate
- Making recommendations to the board in circumstances where it believes that a director may be subject to a conflict of interest that may prejudice their ability to exercise independence of judgement, including that the director abstains from participating in any decision of the board or any of its committees on the matter concerned

Chair succession

During the year, the Committee considered the governance related matters emerging from the Nomination Committee's proposal to recommend the appointment of Will Wyatt as the company's Chair, succeeding David Stewart. The Committee was particularly cognisant of the comply or explain provisions of the UK Corporate Governance Code (the 'Code'), including Provision 9, which recommends that the Chair should be independent on appointment and that a Chief Executive should not go on to become Chair of the same company, and Provision 19, which recommends that the Chair should not remain in post beyond nine years from the date of their first appointment to the board.

In light of Will's candidature as the future company Chair, the Committee considered, amongst other matters:

- The potential change to board dynamics and the importance of maintaining and potentially further strengthening independent non-executive director representation on the board
- The significance of the role of Senior Independent Director in light of my anticipated retirement in 2027
- Consideration of potential conflicts that might arise in the future
- The appropriateness of Will chairing the Nomination Committee should he be appointed as the company Chair, concluding that it be recommended to the board that, should the appointment proceed, this committee be chaired by the Senior Independent Director
- The consultation with major shareholders



Terms of reference

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“ During the year, the Committee's discussions included the governance related matters emerging from the Nomination Committee's proposal to recommend the appointment of Will Wyatt as the company's Chair. ”

Guy Davison
Chair of the Governance Committee

Other work undertaken by the Committee

The Committee met three times during the year. In addition to the Chair's succession, the other principal matters considered by the Committee included:

- The review and approval of the Corporate governance and Governance Committee reports for the year ended 31 March 2025
- The review of the relationship agreement between Caledonia and The Cayzer Trust Company Limited dated 26 November 2024
- The influence of the Cayzer family concert party (the 'Cayzer Concert Party') on Caledonia's board and whether it was in the general interest of the non-Cayzer Concert Party shareholders, with the conclusion that it was
- The review and approval, on behalf of the board, of statements of compliance with the independence provisions of the Listing Rules relating to listed companies with controlling shareholders

- The review of potential conflict situations notified by directors in accordance with the Companies Act 2006 and the making of recommendations to the board in relation thereto
- The annual appraisal of the Chair's performance

Committee evaluation

The activities of the Committee were considered as part of an internal effectiveness review which is summarised on pages 68 and 69. The board found that the Committee continued to function well, with the appropriate balance of membership, skills and experience.

Guy Davison

Chair of the Governance Committee
18 May 2026

Directors' remuneration report

Annual statement by the Chair of the Remuneration Committee

The Remuneration Committee ensures that remuneration arrangements remain closely linked to Caledonia's business model and strategy, the ultimate aim of which is to generate long-term compounding real returns that outperform inflation over the medium to long term, and the FTSE All-Share index over 10 years.



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Winner best new share plan

In 2025, we launched our share incentive plan, extending share ownership opportunities to all employees, reinforcing alignment between colleagues and shareholders to foster a culture of ownership across Caledonia. The plan has strong engagement with more than 80% of employees purchasing shares each month. The success of the plan was recognised externally, winning ProShare's Best New Share Plan 2025.

The Companies Act 2006 requires the company's auditor to report to the shareholders on certain parts of the Directors' remuneration report and to state whether, in its opinion, those parts of the report have been properly prepared in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013. The parts of the Annual report on directors' remuneration that have been audited are indicated in the report. The Annual statement by the Chair of the Remuneration Committee and the remuneration policy are not subject to audit.

Dear Shareholder,

On behalf of the board, I am pleased to introduce Caledonia's Directors' remuneration report for the year ended 31 March 2026.

Remuneration policy

Our remuneration policy is designed to align the remuneration of Caledonia's leadership team with the experience of our shareholders through the measurement of NAVTR growth and material exposure to share price performance and dividends.

The current remuneration policy was approved by shareholders at the 2023 annual general meeting by a majority of almost 99%, following consultation with the company's largest shareholders. During the year, the policy operated as intended with respect to company performance, pay structure and quantum.

In accordance with the Companies Act 2006, the remuneration policy is being put to shareholders for renewal at this year's annual general meeting. Following a detailed review supported by the Committee's remuneration consultant, Ellason LLP, the Committee concluded that the current policy continues to support the implementation of our remuneration philosophy and remains in line with good practice and investor expectations. Therefore no substantive changes to the policy are being proposed this year. There are a few minor revisions to aid clarity and the revised policy is set out on pages 82 to 88.

Remuneration structure

Caledonia's remuneration structure reflects the typical approach used by many FTSE 250 companies and asset managers and comprises a fixed salary, an annual bonus opportunity and annual performance share awards.

The Committee believes that NAV per share growth best captures Caledonia's overriding performance objective to generate long-term compounding real returns to shareholders. Variable pay based on NAVTR therefore represents 80% of each executive director's overall incentive opportunity.



“As a self-managed investment trust, management and shareholders are aligned with a significant proportion of remuneration subject to Caledonia's performance and delivered in company shares.”

Anne Farlow
Chair of the Remuneration Committee

Our performance share scheme ('PSS'), which vests subject to NAVTR growth over three and five years, is the primary incentive to reward achievement of this objective. Annual bonus also includes a NAVTR growth metric to ensure a strong link to this key shareholder metric.

A primary purpose of the annual bonus is to help provide a competitive cash remuneration package. Half is based on NAVTR performance with the remaining half rewarding delivery against individual objectives and, for pool heads, pool objectives. The Committee recognises that the bonus weighting towards individual objectives may appear high compared to typical FTSE practice but notes that these represent 20% of executive directors' overall incentive opportunity. This approach seeks to mitigate the potential risk of incentives driving short-term investment decisions.

The Committee retains the discretion to reduce the pay-out for individual objectives when it considers such a pay-out would be unduly inconsistent with underlying company performance, as it did in the year ended 31 March 2020 when the pay-out against the

individual objectives was reduced to zero given the impact of the Covid-19 pandemic on NAVTR.

The Committee continues to keep abreast of and consider any impact of regulatory and good practice developments regarding executive pay.

Caledonia has a small number of employees based in a single office. This enables the Committee to set the remuneration of both executive directors and senior management in context. Regular reporting provides us with wide-ranging data, including employee attrition rates, promotion decisions and training and development, together with gender pay gap analysis to ensure Caledonia maintains equal pay for work of equal value. Notwithstanding that Caledonia is not legally required to do so, we have once again reported pay ratio information in relation to the Chief Executive Officer, in accordance with The Companies (Miscellaneous Reporting) Regulations 2018. This information is set out on page 97.

Directors' remuneration report *continued*

Annual statement by the Chair of the Remuneration Committee *continued*

Remuneration for the year ended 31 March 2026

The Annual report on directors' remuneration set out on pages 89 to 99 describes in detail how our remuneration policy has been applied for the year ended 31 March 2026. It is also summarised on page 81. However, I would like to highlight the following points:

Annual bonus

Half of the bonus for Mat Masters and Rob Memmott was determined by reference to company performance and half subject to the delivery of individual performance objectives.

For Jamie Cayzer-Colvin, who has specific responsibility for the Funds pool, 25% of his bonus was determined by reference to company performance, 25% to his pool's performance, 35% to his pool's objectives and 15% to individual performance objectives.

For the 2026 financial year, the company performance element of the annual bonus was assessed by reference to the relative performance of the company's NAVTR against inflation, which for bonus purposes was taken as 3%, or actual inflation if greater, with a 10% pay-out if the company's NAVTR matched inflation, increasing incrementally to the maximum entitlement payable if outperformance of 7% or more was achieved. The phased transition from the Retail Prices Index ('RPI') to the Consumer Prices Index including owner occupiers' housing costs ('CPIH') as the measure of inflation for bonus purposes over the three-year policy period has continued, weighted 33:67 on RPI:CPIH for the year ended 31 March 2026.

Caledonia delivered NAVTR for the year of 5.4%, slightly exceeding the increase in inflation (for bonus purposes) of 3.6%, resulting in a payment of 28% for this element. The Funds pool achieved a total return over the year on a constant currency basis of 7.1% which, for Jamie, resulted in a 22% payment for this element. The Committee considered the formulaic outcome to be appropriate and that no exercise of discretion was necessary. After assessing their individual performance and, for Jamie, the attainment of pool objectives, the Committee awarded overall bonuses to Mat and Rob of 64% of basic salary and 62.5% of basic salary to Jamie.

Performance share scheme awards

The remaining two-thirds of the performance share scheme awards granted in 2021 (measured over five years) and the first one-third of the awards granted in 2023 (measured over three years) reached the end of their performance periods in March this year. In each case, the awards were measured by reference to Caledonia's annualised NAVTR over the relevant periods, which was 9.5% for the 2021 awards and 5.4% for the 2023 awards. This led to partial vesting of this portion of Mat Masters' and Jamie Cayzer-Colvin's 2021 awards and partial vesting of the 2023 awards.

Mat was previously Head of the Capital portfolio before taking on broader responsibility for the Income strategy in 2019 and his appointment as Chief Executive Officer in 2022. The Capital portfolio's annualised total return (relevant for 53.3% of his 2021 award) was 6.9% (excluding Polar Capital) and the Income portfolio's annualised return (relevant for 26.7% of his 2021 award) was 5.1%. This meant that this portion of his 2021 awards vested in part. The Funds pool's annualised total return, relevant for 60% of Jamie's 2021 and 2023 awards, was 11.1% and 5.5% respectively, which resulted in this element of his 2021 awards vesting in part and was below the return needed for any of this element of his 2023 awards to vest.

The Committee once again conducted analysis before concluding that no windfall gains have arisen in connection with the vesting of the performance share scheme awards granted in 2021 and 2023. Further detail is set out on page 90.

The details of the vesting scales for these awards can also be found on page 90. The Committee considers that these performance outcomes are appropriate. The remaining two-thirds of the 2023 performance share scheme awards will be tested in March 2028 at the end of the five-year performance period.

Remuneration for the year ending 31 March 2027

Looking ahead to the 2027 financial year, the basic salaries of Mat Masters, Rob Memmott and Jamie Cayzer-Colvin have been increased with effect from 1 April 2026 by 3%, broadly in line with inflation, which was the same standard increase applied to the company's other employees.

The non-executive director basic fee has been increased by 3%. No changes have been made to the fees paid to the chairs and members of the Audit and Risk and Remuneration Committees or to the fee paid to the company's Chair.

We plan to grant performance share scheme awards to the executive directors following the release of our 2026 full-year results in line with our normal grant cycle. These awards will be subject to the same performance measures used for the awards made during 2025, which are summarised in the notes to the remuneration policy table on page 84.

Committee evaluation

The activities of the Committee were considered as part of an internal effectiveness review which is summarised on pages 68 and 69. The board found that the Committee functioned well, with the appropriate balance of membership, skills and experience.

Finally, I would like to take this opportunity once again to thank my colleagues on the Committee for their continued diligence and support over the past year.

Anne Farlow

Chair of the Remuneration Committee
18 May 2026

Directors' remuneration report continued

At a glance

Our remuneration policy aligns leadership rewards with the experience of our shareholders.

“ The Remuneration Committee ensures that remuneration arrangements remain closely linked to Caledonia’s business model and strategy. ”

Anne Farlow
Chair of the Remuneration Committee



Element	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 5+	Application in the year ended 31 March 2026	Application in the year ended 31 March 2027
Salary							Salary Mat Masters: £525,000 Rob Memmott: £452,300 Jamie Cayzer-Colvin: £414,600	Salary Mat Masters: £540,800 Rob Memmott: £465,900 Jamie Cayzer-Colvin: £427,100
Pension							Pension entitlement 15% of salary	
Other benefits							Other benefits Family private medical insurance, death-in-service insurance, permanent health insurance Directors' and officers' liability insurance Mat Masters and Jamie Cayzer-Colvin: a legacy cash allowance in lieu of a company car	
Bonus Malus and clawback provisions apply	Up to 50% of salary in cash → Mandatory deferral in shares of any bonus exceeding 50%						Annual bonus Mat Masters: £336,000 Rob Memmott: £289,472 Jamie Cayzer-Colvin: £259,125	Annual bonus Maximum bonus potential: 100% of salary
Performance share scheme Malus and clawback provisions apply	1/3 of award: performance measured over three years → Post-vesting holding period → 2/3 of award: performance measured over five years						PSS award 150% of salary Mat Masters: 215,750 shares Rob Memmott: 185,880 shares Jamie Cayzer-Colvin: 170,380 shares	PSS award 150% of salary
Shareholding requirement							Shareholding requirement Mat Masters: 200% of salary Rob Memmott and Jamie Cayzer-Colvin: 150% of salary	

Directors' remuneration report *continued*

Remuneration policy

Introduction

The remuneration policy set out below describes the policies, principles and practices to be operated by the company for the remuneration of its directors. If approved by shareholders at the annual general meeting to be held on 15 July 2026, this policy will supersede the policy approved at the 2023 annual general meeting and take effect from that date. There are no changes to the policy other than minor wording revisions to ensure clarity. It will then apply until a revised remuneration policy is approved by shareholders. The company does not expect to seek shareholder approval for a revised policy until the annual general meeting in 2029.

Under the current statutory regime, a company may make a remuneration payment to a director or a payment for loss of office only if it is consistent with the most recently approved remuneration policy or, if not, it must be separately approved by shareholders. The Remuneration Committee considers that an effective remuneration policy needs to be sufficiently flexible to take account of future changes in the company's business environment, and in remuneration practice generally. In framing its policy, the Remuneration Committee has therefore sought to combine a level of breadth and flexibility to enable it to react to changed circumstances without the need for specific shareholder approval, whilst at the same time incorporating sufficient detail and transparency to enable shareholders to understand how it will operate in different scenarios and feel comfortable that payments made under it are justified.

Components of remuneration where the Remuneration Committee wishes to retain a level of discretion are identified in the relevant sections of the policy. The Remuneration Committee may also make minor amendments to the remuneration policy to aid its operation or implementation without seeking shareholder approval, for example to take account of a change in legislation or for regulatory, exchange control, tax or administrative purposes, provided that any such change is not to the material advantage of the directors.

Legacy arrangements

The policy is essentially forward looking in nature. In view of the long-term nature of the company's remuneration structures – including obligations under service contracts, pension arrangements and incentive schemes – a number of pre-existing obligations will remain outstanding at the time that the new policy is approved, including obligations which were incurred under previous remuneration policies approved by shareholders. It is the company's policy to honour in full any pre-existing obligations that have been entered into prior to the effective date of this policy.

Objectives

The key objectives of the Remuneration Committee in setting the company's remuneration policy are as follows:

- Remuneration of executive directors should be linked to the company's long-term performance and its business strategy
- Performance related remuneration should seek to align the interests of executive directors with those of the shareholders
- A significant proportion of executive directors' remuneration should be linked to the performance of the company and receivable only if demanding performance targets are achieved
- Remuneration packages for executive directors should be competitive, but not excessive, in terms of market practice, in order to attract, retain and motivate executive directors of the quality needed to manage and develop the company successfully

Remuneration structure

Executive directors

The table below sets out Caledonia's policy in relation to each component of executive director remuneration, with further explanations in the notes that follow.

Salary (fixed pay)

Purpose and link to strategic objectives	To support the recruitment and retention of executive directors of the calibre required to manage and develop the company successfully.
Operation	Reviewed annually.
Opportunity and recovery or withholding provisions	Salary increases are normally awarded by reference to any increase in the salaries of other Caledonia employees/the cost of living, but may take into account other factors such as external market positioning, change in the scope of the individual's responsibilities or level of experience, development in the role and levels of pay elsewhere in the company. Normally year on year increases in basic salaries will not exceed inflation by more than 5%, other than where there is a significant change in role or responsibilities or in such other circumstances as the Remuneration Committee may determine. No recovery or withholding provisions.
Performance measurement framework	Not applicable.

Directors' remuneration report *continued*

Remuneration policy *continued*

Benefits (fixed pay)

Purpose and link to strategic objectives	To provide a range of benefits alongside basic salary to recruit and retain high calibre executive directors.
Operation	<p>Executive directors are provided with family private medical insurance cover, death-in-service insurance, and permanent health insurance and, in the case of Mat Masters and Jamie Cayzer-Colvin, a legacy cash allowance in lieu of a company car. They are also entitled to receive benefits that are generally available to other Caledonia employees.</p> <p>The executive directors are also covered by the company's directors' and officers' liability insurance policy and have the benefit of an indemnity under the company's articles of association.</p> <p>Where there is a valid business reason for doing so, the company may pay for the cost of spouses or partners accompanying directors on business trips and reimburse directors for hotel accommodation and travel expenses (including payment of any tax thereon). Executive directors are also eligible to receive other minor benefits and expenses payments (again including payment of any tax thereon).</p> <p>Executive directors will be eligible to participate in any all-employee share schemes of the company on the same basis as other employees.</p>
Opportunity and recovery or withholding provisions	<p>A taxable benefits package that is competitive with the marketplace.</p> <p>The value of taxable benefits provided, other than ad hoc items incurred in connection with Caledonia's business that may be deemed taxable benefits such as travel and other expenses, will not in aggregate exceed 10% of basic salary.</p> <p>No recovery or withholding provisions.</p>
Performance measurement framework	Not applicable.

Short-term incentives (variable pay)

Purpose and link to strategic objectives	To reward performance on an annual basis against key financial, operational and individual objectives.
Operation	<p>Discretionary annual bonus scheme and deferred bonus plan under which a proportion of bonus may be compulsorily deferred into shares.</p> <p>Bonus is not pensionable.</p>
Opportunity and recovery or withholding provisions	<p>The maximum potential bonus is 100% of basic salary. Any bonus over 50% of basic salary is compulsorily deferred into shares for a period of three years.</p> <p>Participants will also receive an amount or additional number of shares equal to the value of the dividends that would have accrued on the deferred shares.</p> <p>All bonus payments are subject to the overriding discretion of the Remuneration Committee, which also retains discretion to amend the performance targets, impose different performance targets, amend the proportion of any award subject to each performance measure and to amend the proportions of bonus subject to compulsory deferral or not to require any deferral in exceptional circumstances.</p>

Opportunity and recovery or withholding provisions <i>continued</i>	<p>In order to be entitled to an annual bonus, an executive director must normally be in the group's employment and not under notice of termination (either given or received) at the time the bonus is paid.</p> <p>The Remuneration Committee has the right to cancel or reduce any cash bonus or deferred bonus shares granted after the effective date of this policy which have not yet been paid or vested.</p> <p>The Remuneration Committee also has the right to recover all or part of cash bonus paid or deferred bonus shares and dividend shares or equivalent amounts awarded within the two years following date of payment or vesting as applicable.</p>
Performance measurement framework	By reference to a combination of company performance against external benchmarks and individual performance against personal and strategic objectives. Executive directors with responsibility for pools of capital will have a proportion of bonus determined by reference to pool performance and objectives.

Long-term incentives (variable pay)

Purpose and link to strategic objectives	<p>To motivate executive directors to deliver long-term shareholder value, thereby aligning the interests of management with those of shareholders.</p> <p>To encourage long-term retention of key executives.</p>
Operation	A performance share scheme under which participants are granted awards (normally in the form of nil-cost options) over the company's shares.
Opportunity and recovery or withholding provisions	<p>The maximum value of awards that may be granted in any year is 200% of basic salary, although the company's current intention is to grant annual awards of no more than 150% of basic salary.</p> <p>Participants will also receive an amount or additional number of shares equal to the value of the dividends that would have accrued on the shares awarded.</p> <p>Performance is measured over three years for one-third of awards which is subject to a post-vesting holding period, on an after-tax basis, of two years. The remaining two-thirds of awards is subject to performance over five years, with no post-vesting holding requirement.</p> <p>The Remuneration Committee has the right to cancel or reduce long-term incentive awards which have not yet vested. The Remuneration Committee also has the right to recover all or part of the value of long-term incentive awards and dividend equivalents received within two years of the date that such awards vested and became exercisable.</p>
Performance measurement framework	<p>For executive directors who are not directly responsible for a pool of capital, awards under the performance share scheme are subject to the performance of the company's annualised diluted net asset value per share total return ('NAVTR') measured over three or five years. For executive directors directly responsible for a pool of capital, the awards are subject to a combination of the performance of the company's annualised NAVTR as above and the annualised total returns achieved by the relevant pool for which they are responsible, again measured over three or five years.</p> <p>The rules of the scheme provide discretion to the Remuneration Committee to amend the performance targets or impose different performance targets and to determine the appropriate proportion of any award subject to each performance measure.</p>

Directors' remuneration report *continued*

Remuneration policy *continued*

Pension related benefits (fixed pay)

Purpose and link to strategic objectives	To provide a means of retirement saving as part of a range of benefits alongside basic salary to recruit and retain high calibre executive directors.
Operation	Executive directors are offered defined contribution funding, based on a percentage of salary, to a personal pension scheme or a cash salary supplement (or a combination of both) at their choice.
Opportunity and recovery or withholding provisions	Executive directors are eligible to participate in the same pension arrangements as all Caledonia employees. The pension contribution is currently set at 15% of salary. A director may choose to take a cash supplement in lieu of some or all of their pension entitlement, in which case the company may adjust the payment to make the cash supplement cost neutral for the company relative to a pension contribution. Participation in a salary sacrifice arrangement in respect of employee pension contributions is also provided to executive directors, on the same terms as that provided to other Caledonia employees. No recovery or withholding provisions.
Performance measurement framework	Not applicable.

Notes to the policy table

1. Performance measures and targets

Annual bonus

For the Chief Executive Officer and the Chief Financial Officer, a minimum of 50% of bonus is determined by reference to company performance and a maximum of 50% by reference to individual performance objectives. For executive directors responsible for a specific pool of capital, 25% of bonus is determined by reference to the company's performance, 25% to pool performance, 35% to pool objectives and 15% to individual performance objectives. In all cases, the company performance element is determined by reference to the relative performance of the company's NAVTR against inflation.

Inflation is taken as the higher of the weighted CPIH benchmark over the bonus year or 3%, being broadly in line with its historic long-term average. Bonus payments for this element currently commence with a 10% pay-out if NAVTR matches the inflation benchmark, increasing incrementally to the maximum entitlement payable if outperformance of 7% or more is achieved. Pool performance is judged by the Remuneration Committee by reference to the return achieved by the pool against a set target return and by objectives such as deal flow and delivery of portfolio strategy. Individual performance is assessed by reference to personal objectives set at the start of the year, including non-financial measures such as risk management, environmental, social and governance matters, marketing of the company, team leadership and engagement, management skills and promotion of Caledonia's corporate culture and profile both internally and externally.

The Remuneration Committee retains discretion to amend or adopt alternative annual bonus targets and/or levels in future years in order to achieve better alignment with the company's strategic objectives.

Compulsory deferral of bonus

Deferred bonus plan

Shares subject to compulsory deferral will normally only vest if the director remains an employee of the Caledonia group for a three-year period commencing on the first day of the financial year in which the award is made.

Long-term incentive plans

Performance share scheme

One-third of awards granted will be measured over three years and two-thirds over five years. In all cases, shares that vest will become immediately exercisable/transferable and, if the award is structured to grant nil-cost options, will lapse if not exercised within ten years of grant.

Awards granted to the Chief Executive Officer and Chief Financial Officer will vest on a graduated basis, with vesting currently commencing at 10% on the achievement of an annualised NAVTR of 3%, rising incrementally to 100% vesting on achievement of an annualised NAVTR of 10%, measured over three and five years. For Jamie Cayzer-Colvin, who is head of the Funds pool, 60% of his performance share scheme awards will be measured against the annualised total returns achieved by the Funds pool, measured over three and five years. Awards will similarly vest on a graduated basis, with vesting commencing at 10%

on achievement of an annualised Funds pool total return of 6%, rising incrementally to 100% vesting on achievement of an annualised total return of 13.5%. The remaining 40% of Mr Cayzer-Colvin's performance share scheme awards will be measured against Caledonia's annualised NAVTR as above.

The Remuneration Committee retains discretion to amend or adopt alternative targets and/or levels in future years in order to achieve alignment with the company's strategic objectives.

Malus and clawback provisions

The Remuneration Committee has the right to cancel or reduce any cash bonus or deferred bonus shares granted which have not yet been paid or vested and long-term incentive awards which have not yet vested, in the event of a material misstatement of the company's financial results, miscalculation of a participant's entitlement, individual misconduct or an event resulting in material loss or reputational damage to the company or any member of the group. The Remuneration Committee may, acting fairly and reasonably, reduce the level of vesting to take account of any matter which it considers appropriate including the broader performance of the company, the shareholder experience and the conduct of the participant.

The Remuneration Committee also has the right to recover all or part of cash bonus paid or deferred bonus shares and dividend shares or equivalent amounts awarded within the two years following date of payment or vesting as applicable and the value of long-term incentive awards and dividend equivalents received within two years of the date that such awards vested and became exercisable, in the event of a material miscalculation of a participant's entitlement, a material misstatement or restatement of the company's financial results for the years to which the performance periods relate, or material personal misconduct that would justify summary dismissal, result in significant reputational damage to the company, have a material adverse effect on the company's financial position, or reflect a significant failure of the company's risk management or control. The Remuneration Committee considers two years to be an appropriate time period for such risks to be identified.

Rationale for choice of performance measures for the short and long-term incentive plans

The Remuneration Committee has chosen NAVTR as the basis of performance measurement for the company for both its short-term and long-term incentive arrangements as it regards this as the best indicator of the success or failure of management decisions in terms of creating value for the company.

For the company performance element of the annual bonus scheme, the board has taken the view that benchmarking against a stock market index or indices over a short period is not relevant given Caledonia's long-term investment horizon and the nature of its portfolio. The Remuneration Committee has therefore instead chosen UK inflation, subject to a minimum of 3%, as the comparator, as on this basis executives will only be rewarded to the extent that they are able to deliver positive real returns for shareholders. The Remuneration Committee will review the rate of increase in UK inflation at the start of each financial year and may adjust the level of outperformance required for the incremental and maximum bonus payments in order to ensure that they remain a fair measure of performance.

For awards under the performance share scheme, the Remuneration Committee has chosen Caledonia's annualised NAVTR as the performance measurement, as it believes that this is the most effective method of aligning directors' rewards with the longer-term strategic objective of the company of delivering annualised returns over rolling ten-year periods of between inflation +3% and inflation +6% over the medium and longer term. For Jamie Cayzer-Colvin, the Remuneration Committee believes that a significant proportion of his variable pay should be weighted towards the annualised total return performance of the Funds pool of capital for which he is responsible and has therefore determined that 60% of his performance share scheme awards should be tested by reference to this.

The targets for each component of the long-term incentive plans have been set by the Remuneration Committee with the aim of delivering increasing reward for greater outperformance. The Remuneration Committee keeps these under review and may adjust the measures and levels at which incremental and maximum entitlements are earned in order to ensure that they remain sufficiently challenging and aligned with the company's strategy and key performance indicators.

2. New components introduced into the new remuneration policy

There are no new components included in the above policy table which were not a part of the remuneration policy previously operated for executive directors by the company.

3. Changes to components included in the previous remuneration policy

There are no substantive changes to the company's previous remuneration policy. As described in previous years, the move to use CPIH in place of RPI as the inflation benchmark for annual bonus purposes was phased in over the course of the previous three-year remuneration policy period, weighted 33:67 on RPI:CPIH for the 2026 financial year. The inflation benchmark is 100% on CPIH for the 2027 financial year and for future years under the new remuneration policy. Minor changes have been made to the wording of the policy to reflect evolving market trends and improve the clarity of operation.

4. How the remuneration policy for executive directors relates to remuneration of Caledonia group employees generally

Caledonia applies a similar reward philosophy for group employees. Executive directors' remuneration packages tend to be higher than those of other employees, but also include a higher proportion of variable pay.

Directors' remuneration report *continued*

Remuneration policy *continued*

Chair and non-executive directors

The table below sets out each component of the Chair's and the non-executive directors' remuneration and the approach taken by the company in relation thereto.

Component	Approach
Chair's and non-executive directors' fees	<p>The Chair's fee is determined by the Remuneration Committee and the non-executive directors' fees are set by the board (excluding the non-executive directors). These are reviewed periodically taking into account the responsibilities and time commitments required and non-executive director fee levels generally.</p> <p>The Chair receives an annual fee, which includes their basic non-executive director's fee, but does not receive any other remuneration.</p> <p>Non-executive directors receive basic fees, which are subject to an aggregate annual limit for non-executive directors' ordinary remuneration contained in the articles of association. The limit is currently £750,000. In addition, special fees are paid to the chair and members of the Audit and Risk and Remuneration Committees and also for the role of Senior Independent Non-Executive Director and Chair of the Governance Committee. Additional fees may be payable for other additional board responsibilities and/or time commitment.</p>
Additional fees payable for services to other group companies	<p>Exceptionally, non-executive directors may receive fees in connection with subsidiary and investee companies for services provided to them. Fees for services provided to such companies are set and reviewed by the boards of those companies, but will not exceed £100,000 per annum in aggregate for any non-executive director.</p>
Other benefits	<p>The Chair and the non-executive directors are all covered under the company's directors' and officers' liability insurance policy and have the benefit of an indemnity under the company's articles of association. The Chair is also provided with an office and secretarial support.</p> <p>The company may, where appropriate, pay for the cost of spouses or partners accompanying non-executive directors on trips where there is a business reason for doing so and reimburse non-executive directors for hotel accommodation and travel expenses. Other modest benefits, including gifts to non-executive directors who are retiring from the board, may be provided at the discretion of the Committee. Where a tax liability is incurred, the company may approve such payment on behalf of the director.</p>

Remuneration policy for new appointments

Executive directors

In the case of the appointment of a new executive director, the Remuneration Committee would typically seek to align the remuneration package with the above remuneration policy. The Remuneration Committee however retains the discretion to make special remuneration commitments on the appointment of a new executive director, including the use of awards made under Rule 9.3.2 of the Listing Rules, if such were necessary to facilitate the recruitment of a candidate. In doing so, the Remuneration Committee would take into consideration all relevant factors, including, but not limited to, overall quantum, type of remuneration offered and comparability with the packages of other Caledonia senior executives and the total variable pay would not exceed the maxima stated in the policy table for executive director remuneration above.

The Remuneration Committee may in addition make bonus commitments, cash or share awards on the appointment of an external candidate to compensate for remuneration arrangements forfeited or foregone on leaving a previous employer, taking into account factors such as any performance conditions attached to these awards, the form in which they were granted, for example cash or shares, and the time over which they would have vested. The aim would be to ensure that replacement awards would be made on no greater than a comparable basis.

In order to attract and retain suitable executives, the Remuneration Committee retains discretion, in exceptional circumstances, to offer service contracts with up to an initial 24 month notice period, which then reduces to 12 months at the end of this initial period. If it considers it appropriate, the Remuneration Committee may also offer a lower salary initially, but with a series of increases to achieve the desired salary positioning over a period of time, as the individual develops into the role.

If a new appointment is the result of an internal promotion, the Remuneration Committee would expect to honour any pre-existing contractual arrangements or benefits package agreed with the relevant individual. In the event that a new director needs to relocate to take up the role, the Remuneration Committee may agree a reasonable relocation package and tax equalisation arrangements.

In recruiting any new executive director, the Remuneration Committee would apply the overall policy objective that executive directors' remuneration should be competitive, but not excessive.

Chair and non-executive directors

Terms for the appointment of any new Chair or non-executive director would also be determined by the Remuneration Committee or the board within the above remuneration policy.

Directors' remuneration report *continued*

Remuneration policy *continued*

Executive directors' service contracts and the Chair's and non-executive directors' letters of appointment

Executive directors

Executive directors have service contracts with Caledonia Group Services Ltd, a wholly-owned subsidiary of the company, details of which are summarised below:

	Date of contract	Notice period for company and director	Unexpired term
M S D Masters	15 May 2008	12 months	12 months
R W Memmott	22 May 2023	12 months	12 months
J M B Cayzer-Colvin	19 Apr 2005	12 months	12 months

If notice is served by either party, the director can continue to receive basic salary, benefits and pension payments for the duration of the notice period, during which time the company may require the individual to continue to fulfil their current duties or may assign a period of gardening leave. Alternatively, the company may, in its discretion, terminate the contract without notice and make a lump sum payment in lieu of notice. This lump sum would include an amount equivalent to the basic salary and benefits (based on a fixed percentage of salary specified in the service contract) for the unexpired period of notice to which the payment relates. Mat Masters' and Jamie Cayzer-Colvin's service contracts provide that an amount equivalent to 80% of the average of the annual bonuses paid for the previous three financial years would also be included in the payment in lieu of notice. Mat Masters' and Jamie Cayzer-Colvin's service contracts also include provisions whereby a liquidated sum is payable in the event of termination within one year following a change of control. The payment would be calculated on the same basis as a payment in lieu of notice, except that an amount equivalent to 100% of the average of the annual bonuses paid for the previous three financial years would be included.

Rob Memmott's service contract contains provisions whereby, as an alternative to the payment of a lump sum in lieu of notice, the company may elect to pay the equivalent amount in equal monthly instalments, such instalments to be reduced by 50% of one-twelfth of the basic salary in excess of £20,000 per annum that Rob Memmott receives from any alternative employment that he takes up during the notice period.

Executive directors' service contracts may be terminated without notice and without any further payment (other than in respect of amounts due at the date of termination) on the occurrence of certain events such as gross misconduct.

Chair and non-executive directors

The Chair and the non-executive directors do not have service contracts, but are engaged under letters of appointment, which provide for termination without notice or compensation.

Inspection

Executive directors' service contracts and the Chair's and non-executive directors' letters of appointment are available for inspection at the registered office of the company.

Policy on payments for loss of office

Executive directors

It is the policy of the company that, other than in exceptional circumstances on recruitment as stated above, no executive director should be offered a service contract that requires more than one year's notice of termination or which contains provision for predetermined compensation in excess of one year's total emoluments. In the event of a termination, the Remuneration Committee will consider a director's past performance and the circumstances of the departure in exercising any discretions relating to the arrangements for loss of office, including contractual obligations, prevailing best practice, the reason for the departure and any transition or handover required.

The termination provisions in executive directors' current service contracts are described above in the section on executive directors' service contracts. It is the Remuneration Committee's intention that all future executive directors' service contracts should include provisions enabling the company to reduce compensation payments in the event that the director takes up alternative employment within the notice period. However, if a new director is appointed internally, the Remuneration Committee would expect to honour any existing contractual arrangements agreed with the relevant individual before they become a director.

In applying the company's right to make a lump sum payment in lieu of notice, the Remuneration Committee would normally expect to prorate the lump sum for the unexpired period of notice to which the payment relates.

The company's annual bonus scheme provides that an employee must be in the group's employment and not under notice of termination (either given or received) in order to be entitled to receive a bonus for the relevant financial year. The Remuneration Committee would expect to apply this principle to executive director terminations, but retains discretion to make bonus payments on termination if it believes it appropriate to do so. If any bonus payment is made, the Remuneration Committee also retains discretion as to whether it will require any part of the bonus to be deferred into shares under the deferred bonus plan.

Executive directors would also be entitled under their service contracts to be paid on termination for any accrued, but untaken, holiday entitlement. The Remuneration Committee may, where it considers it appropriate in the circumstances, make payments for loss of statutory rights or waiver thereof and a contribution towards legal and outplacement fees. The Remuneration Committee may also make a payment to ensure that any restrictive covenants remain enforceable.

Where the director holds unvested awards under the company's long-term incentive schemes, the Remuneration Committee may exercise its discretions as to vesting in accordance with the relevant scheme rules. In good leaver circumstances, for example where cessation of employment is by reason of death, retirement, injury, disability, ill-health, redundancy, or such other reason as the Remuneration Committee may decide, awards shall remain in force, subject to the applicable performance conditions, until the original vesting date unless the Remuneration Committee determines, in exceptional circumstances, that earlier vesting should apply. The number of shares that vest will normally be reduced to reflect the proportion of the performance period that the director was in employment, although the Remuneration Committee has discretion not to scale down the number of shares if it believes it appropriate in the circumstances.

Directors' remuneration report *continued*

Remuneration policy *continued*

The Remuneration Committee has the discretion to assess good leaver treatment for participants should circumstances change after the date they leave but prior to vesting. Any holding period will continue to apply in respect of shares held by a leaver, unless otherwise determined by the Remuneration Committee.

Where the director holds unvested awards under the company's deferred bonus plan, the Remuneration Committee may exercise its discretion as to vesting in accordance with the relevant scheme rules. In good leaver circumstances, awards will vest on leaving employment.

Following termination, the company may continue insurance related benefits for the former employee until the end of the insurance policy period. The company's directors' and officers' liability insurance policy also provides for a six-year period of run-off cover for former directors. A director may remain in employment after ceasing to be a director to allow time for an effective handover or for a successor to be appointed.

In the event of a change of control before the expiry of the performance measurement period of a long-term incentive award, the vesting level of the award will be determined by the Remuneration Committee based on the extent to which the Remuneration Committee considers that the performance targets have been achieved and vested shares will then be scaled down to reflect the shortened measurement period. The Remuneration Committee may modify such vesting levels if it considers that the performance target would be met to a greater or lesser degree at the testing date and/or if the application of time prorating would be inappropriate in the circumstances.

Chair and non-executive directors

The Chair and the non-executive directors have no entitlement to any compensation on termination of their appointments, although they would have the benefit of run-off cover under the directors' and officers' liability insurance policy as described above. However, in appropriate circumstances they may receive de minimis retirement gifts from the company.

Policy on external non-executive directorships held by executive directors

It is the company's policy to allow executive directors to hold non-executive directorships unrelated to the company's business to broaden their commercial experience, provided that the time required is not material. Normally the company will retain any fees arising from such non-executive directorships, but may permit the executive director to retain fees on a case-by-case basis.

Executive directors' minimum shareholding guidelines

In order to align the interests of executive directors with those of shareholders, the Remuneration Committee has adopted guidelines for minimum shareholdings, which executive directors will be expected to attain through the retention of all post-tax share awards vesting under the company's long-term incentive plans until the minimum shareholding is met. For these purposes, shareholdings include those of connected persons and also the value, net of any exercise costs, income tax and National Insurance contributions, of unexercised awards granted under its performance share scheme for which the performance targets have been met. Also included are bonuses deferred compulsorily under the company's deferred bonus plan, again net of income tax and National Insurance contributions.

In addition, executive directors are subject to a post-cessation shareholding requirement of two years, with the Committee retaining discretion to override this arrangement, for example, for regulatory reasons, on compassionate grounds or where an executive experiences financial hardship.

For the Chief Executive Officer, the minimum guideline shareholding has been set at 200% of basic salary and for other executive directors 150% of basic salary.

Statement of consideration of employment conditions elsewhere in the group

In setting the policy for directors' remuneration, the Remuneration Committee considered pay and employment conditions of other employees within the group. The Remuneration Committee does not however seek to apply any metrics between pay levels of different roles within the group as this would restrict flexibility in aligning reward and performance and potentially could hinder the recruitment and retention of high calibre individuals. Executive directors' remuneration packages are however benchmarked with other senior investment executives, who participate in the same annual bonus and long-term incentive plans. Employees are able to provide feedback on remuneration and employment conditions more generally during the company's biennial employee engagement survey, the most recent of which took place in 2025.

Statement of consideration of shareholder views

Prior to the finalisation of the previous remuneration policy approved by shareholders in 2023, the Remuneration Committee consulted a number of the company's larger shareholders through written correspondence. Shareholders were broadly supportive of the remuneration policy and did not request any changes to it. As there are no substantive changes being proposed to the policy, in line with shareholder expectations, the Remuneration Committee did not undertake further shareholder consultation this time. More generally, the Remuneration Committee receives copies of any correspondence from shareholders and institutional shareholder representative bodies relating to remuneration matters and continues to take their views into account. The company's annual general meeting provides shareholders with the opportunity to ask questions about directors' remuneration.

Directors' remuneration report *continued*

Remuneration policy *continued*

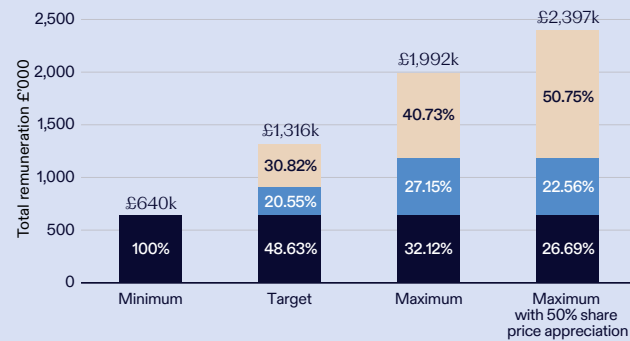
Illustration of the application of the remuneration policy for executive directors

The charts below provide an indication of the total pay of the executive directors in the first year of operation of the remuneration policy under four assumed performance scenarios:

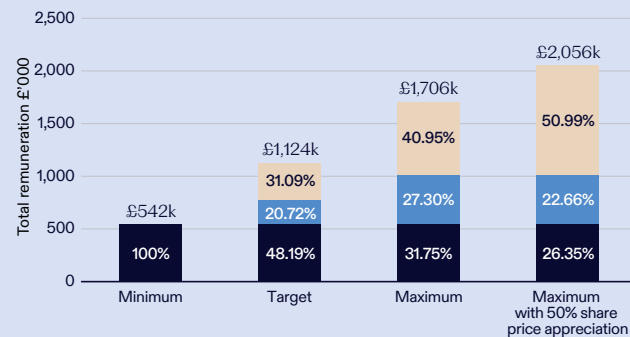
- Minimum receivable – this assumes that the director receives fixed components of pay only and nothing in respect of annual bonus or long-term incentives
- Receivable for target performance – this assumes that, in addition to fixed pay, there is a pay-out of 50% of basic salary for annual bonus and 50% vesting for performance share scheme awards
- Maximum receivable – this assumes that, in addition to fixed pay, there is a maximum bonus of 100% of basic salary and 100% vesting of performance share scheme awards
- Maximum receivable with 50% share price appreciation – this assumes that all elements are the same as for the maximum receivable but with an assumed 50% increase in share price for the performance share scheme awards

1. Fixed pay – comprises basic salary and pension related benefits, based on basic salary for the financial year ending 31 March 2027 and other taxable benefits taken from the table of total emoluments paid to directors for the 2026 financial year included in the Annual report on directors' remuneration.
2. Annual bonus – based on basic salary for the year ending 31 March 2027.
3. Long-term awards – for target performance and maximum receivable, an initial grant of 150% of basic salary for the year ending 31 March 2027 under the performance share scheme is assumed, as this is the current policy set by the Remuneration Committee, notwithstanding that the maximum permitted under the scheme rules is 200%. Share price growth is shown only in the maximum receivable with 50% share price appreciation column for shares vesting under the performance share scheme only. Any dividend equivalents that might accrue on share awards are not included.

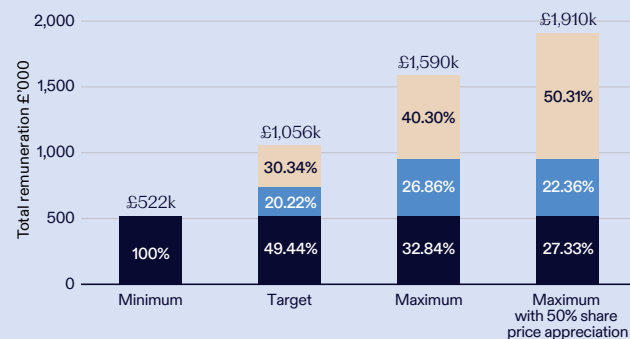
M S D Masters



R W Memmott



J M B Cayzer-Colvin



■ Fixed pay¹ ■ Annual bonus² ■ Long-term awards³

Directors' remuneration report *continued*

Annual report on directors' remuneration

The following report sets out details and explanations of remuneration paid to directors over the financial year ended 31 March 2026 and describes how Caledonia's remuneration policy will be implemented for the 2027 financial year.

Single total figure of remuneration for each director (audited)

Executive directors

The table below provides an analysis of total remuneration of each executive director for the financial year ended 31 March 2026 and a comparison with the previous financial year.

	M S D Masters		R W Memmott		J M B Cayzer-Colvin		W P Wyatt ^b	
	2026 £'000	2025 £'000	2026 £'000	2025 £'000	2026 £'000	2025 £'000	2026 £'000	2025 £'000
Fixed remuneration and benefits								
Salary ^a	525	492	452	437	415	401	N/A	N/A
Taxable benefits ¹	18	19	6	10	31	28	N/A	N/A
Pension related benefits ^a	70	66	59	58	54	53	N/A	N/A
Total fixed remuneration	613	576	517	505	500	481	N/A	N/A
Variable remuneration								
Short-term incentives ²	336	270	289	240	259	210	N/A	N/A
Long-term incentives ³	376	566	106	–	409	579	168	382
Other ⁴	2	–	2	–	1	–	N/A	N/A
Total variable remuneration	715	837	398	240	669	789	168	382
Total	1,327	1,413	915	745	1,169	1,271	168	382

Due to rounding, individual columns do not necessarily add up to the total.

- Salary and pension related benefits figures are stated before any salary sacrifice by the executive in return for a corresponding employer pension contribution.
- Will Wyatt ceased to be an executive director on 27 July 2022. The figures relating to long-term incentives reflect certain awards he retained from his employment. The fees he received as a non-executive director after that date are excluded from the table above and are shown in the table of non-executive director fees on page 91.

1. Taxable benefits

Taxable benefits principally comprised private medical insurance cover, a small Christmas supplement paid to all Caledonia employees and business-related expense reimbursements deemed to be taxable by HMRC. The taxable benefits for Mat Masters and Jamie Cayzer-Colvin also included legacy cash allowances of £7,776 and £15,024 respectively in lieu of a company car.

In addition to taxable benefits, other non-taxable benefits were provided to executive directors, including death-in-service insurance (4x salary), permanent health and income protection insurance, directors' and officers' liability insurance and certain other benefits of minor value provided to all Caledonia employees.

2. Short-term incentives

Bonus metrics

For Mat Masters and Rob Memmott, a maximum of 50% of bonus was determined by reference to company performance and 50% by reference to individual performance objectives. For Jamie Cayzer-Colvin, who has specific responsibility for the Funds pool, 25% of his bonus was determined by reference to the company's performance, 25% to his pool's performance, 35% to his pool's objectives and 15% to individual performance objectives.

Company performance

For the 2026 financial year, the company performance element was determined by reference to the relative performance of the company's NAVTR against inflation, which for bonus purposes was taken as 3%, or actual inflation if greater (weighted 33:67 on RPI:CPIH), with bonus payments for this element commencing with a 10% pay-out if the company's NAVTR matched inflation, increasing incrementally to the maximum entitlement payable if outperformance of 7% or more was achieved. The company's NAVTR was 5.4% over the year against an increase in inflation (for bonus purposes) of 3.6%, giving a payment of 28% for this element.

Funds performance

Jamie Cayzer-Colvin's pool performance was assessed by reference to the return achieved by the Funds pool over the year on a constant currency basis, with payments commencing on achievement of a total return of 6%, rising to a maximum pay-out against a total return of 13.5%. The Funds pool's return over the year was 7.1% (4.9% on a Sterling basis), giving a payment of 22.4% for this element.

Individual performance objectives

The Committee assessed performance against the individual objectives which included the following:

Name	Objective
M S D Masters	<ul style="list-style-type: none"> Leading the delivery and continued evolution of investor relations activities Continuing to support the evolution of the strategies for the Funds and Private Capital pools Evaluation of incentives in light of team and strategic changes Leading ongoing development of artificial intelligence use within the business
R W Memmott	<ul style="list-style-type: none"> Delivery and continued evolution of investor relations activities Ongoing implementation of improvements to management information Completing development and embedding of the revised risk management framework Implementation of cost control framework
J M B Cayzer-Colvin	<ul style="list-style-type: none"> Supporting succession planning and team development

The Committee decided to award the maximum bonus for individual performance for Mat Masters, Rob Memmott and Jamie Cayzer-Colvin.

Funds pool objectives

In assessing Jamie Cayzer-Colvin's achievement of his pool objectives, the Committee took account of:

- Continued evolution of the strategy for the Funds pool
- Assessment of secondary market opportunities
- Engagement activities with general and limited partners
- Ongoing development of portfolio management processes and reporting

It was concluded that Jamie Cayzer-Colvin should be awarded a bonus of 35% of salary for attainment of pool objectives.

Directors' remuneration report *continued*

Annual report on directors' remuneration *continued*

Total bonuses

The total bonuses awarded to the executive directors for the year were therefore determined as follows:

	M S D Masters		R W Memmott		J M B Cayzer-Colvin	
	Award %	Max %	Award %	Max %	Award %	Max %
Performance						
Company	14	50	14	50	7	25
Pool	N/A	N/A	N/A	N/A	5.5	25
Objectives						
Pool	N/A	N/A	N/A	N/A	35	35
Individual	50	50	50	50	15	15
Total	64	100	64	100	62.5	100

In accordance with the company's remuneration policy, the following amounts included in the short-term incentives row for 2026 will be compulsorily deferred via the deferred bonus plan for a period of three years in the form of nil-cost options:

	M S D Masters		R W Memmott		J M B Cayzer-Colvin	
	2026 £'000	2025 £'000	2026 £'000	2025 £'000	2026 £'000	2025 £'000
Compulsorily deferred	74	25	63	22	52	10
Cash	263	246	226	219	207	200
Total	336	270	289	240	259	210

Due to rounding, individual columns do not necessarily add up to the total.

3. Long-term incentives

The long-term incentive awards for which performance measurement periods ended during the year were two-thirds of the awards granted in 2021 under the performance share scheme and one-third of the awards granted under that scheme in 2023. All such awards were nil-cost options. The performance measures and outturn following testing for the awards made to the executive directors were:

	Year of award	Performance measure		Performance outturn %	
		% of award	% of award	%	% vested
M S D Masters	2021	NAVTR ^a	20	9.5	95
		Capital portfolio TR ^b	53.3	6.9	58
		Income portfolio TR ^c	26.7	5.1	62
	2023	NAVTR ^a	100	5.4	48
R W Memmott	2023	NAVTR ^a	100	5.4	48
J M B Cayzer-Colvin	2021	NAVTR ^a	40	9.5	95
		Funds pool TR ^d	60	11.1	71
		NAVTR ^a	40	5.4	48
	2023	Funds pool TR ^d	60	5.5	–
W P Wyatt	2021	NAVTR ^a	100	9.5	95

- Vesting on a graduated basis, commencing at 10% on achievement of an annualised NAVTR of 3%, rising incrementally to 100% vesting on an annualised NAVTR of 10% over five years for the 2021 awards and over three years for the 2023 awards.
- Vesting on a graduated basis, commencing at 10% on achievement of an annualised total return of 4%, rising incrementally to 100% vesting on achievement of an annualised total return of 11% over five years for the 2021 awards. The performance metric excluded Polar Capital which, if included, decreased the outturn for the 2021 awards to 6.8%.
- Vesting on a graduated basis, commencing at 10% on achievement of an annualised total return of 3.5%, rising incrementally to 100% vesting on achievement of an annualised total return of 7% over three years.
- Vesting on a graduated vesting basis, commencing at 10% on achievement of an annualised total return of 6%, rising incrementally to 100% vesting on achievement of an annualised total return of 13.5% over five years for the 2021 awards and over three years for the 2023 awards. The performance metric for the 2021 and 2023 awards was measured on a constant currency basis (11.4% and 3.1% respectively on a Sterling basis).

The remaining two-thirds of the awards granted in 2021 will vest on 4 June 2026. The first one-third of the awards granted in 2023 will vest on 30 May 2026 and will be subject to a post-vesting holding period of two years. The values, as reflected in the 2026 long-term incentives row above, are calculated using the three-month average share price to 31 March 2026 of 353.65p, together with the value of dividends that will have accrued on the shares at vesting. The overall value of the long-term incentives shown in the table above are therefore analysed as follows:

	Estimated value of long-term incentive awards at vesting £	Value of dividend equivalents at vesting £	Estimated total at vesting £
M S D Masters	335,748	40,684	376,432
R W Memmott	99,439	6,467	105,906
J M B Cayzer-Colvin	358,555	50,870	409,425
W P Wyatt	146,181	22,069	168,250

Due to rounding, individual rows do not necessarily add up to the total.

The estimated value attributable to share price appreciation since grant in 2021 and 2023, based on the three-month average share price to 31 March 2026, for Mat Masters, Jamie Cayzer-Colvin and Will Wyatt was £27,287, £40,328 and £17,939 respectively. The estimated loss attributable to share price depreciation since grant in 2023, based on the three-month average share price to 31 March 2026, for Rob Memmott was £1,364. No discretion was exercised by the Committee in respect of share price appreciation or depreciation.

The Committee was satisfied that no windfall gains have arisen in connection with the vesting of the performance share awards granted in 2021 and 2023, taking into account the share price at the time of grant and progression in the share price over the period relative to NAVTR and typical market returns.

The 2025 figures shown in the long-term incentives and total rows on page 89 have been restated to replace estimated values for performance share scheme awards included in last year's report. The estimated values, which included dividend equivalents, were £577,831 for Mat Masters, £592,179 for Jamie Cayzer-Colvin and £391,335 for Will Wyatt. The restated figures, which reflect the values on the vesting dates, are as follows:

	Value of long-term incentive awards at vesting £	Value of dividend equivalents at vesting £	Total value at vesting £
M S D Masters	499,794 ^a	66,465	566,259
J M B Cayzer-Colvin	508,672 ^b	70,499	579,172
W P Wyatt	335,062 ^c	47,323	382,385

The company undertook a 10:1 share sub-division on 25 July 2025. The number of shares under any unvested award as at that date was adjusted (by a factor of 10) to reflect that share sub-division.

- 2,888 shares granted in 2022 vested on 30 May 2025. The mid closing price was 3700p per share. 107,950 shares granted in 2020 (10,795 before the 10:1 share sub-division) vested on 4 August 2025. The mid closing price was 364p per share.
- 941 shares granted in 2022 vested on 30 May 2025. The mid closing price was 3700p per share. 130,180 shares granted in 2020 (13,018 before the 10:1 share sub-division) vested on 4 August 2025. The mid closing price was 364p per share.
- 92,050 shares granted in 2020 (9,205 before the 10:1 share sub-division) vested on 4 August 2025. The mid closing price was 364p per share.

4. Other

Other comprised free and matching shares awarded under the Caledonia Investments Share Incentive Plan, an all-employee tax-advantaged share scheme launched in 2025. Matching shares are awarded 1:1 for each partnership share purchased by each employee and free shares are awarded to all employees subject to a statutory limit. Free and matching shares are subject to forfeiture for three years following award under a continued service condition.

Directors' remuneration report *continued*

Annual report on directors' remuneration *continued*

Chair and non-executive directors

Fees and other remuneration paid to the Chair and the non-executive directors during the year ended 31 March 2026 and the previous year were as follows:

	Fees		Taxable expenses ⁵		Total ⁹	
	2026 £'000	2025 £'000	2026 £'000	2025 £'000	2026 £'000	2025 £'000
D C Stewart	165	165	–	–	165	165
F A Buckley	59	51	– ⁶	–	59	51
Hon C W Cayzer ¹	56	54	– ⁷	1	56	55
G B Davison	59	58	–	–	59	58
M A Farlow	61	60	–	–	61	60
C L Fitzalan Howard	53	51	–	–	53	51
L R Fordham ²	25	59	–	–	25	59
M G A McLintock ³	6	–	–	–	6	–
W P Wyatt ⁴	51	49	– ⁸	–	51	50

1. The Hon C W Cayzer received an additional fee of £5,000 per annum in respect of his services as a trustee of the Caledonia Pension Scheme.
2. Lynn Fordham resigned as a director on 31 August 2025.
3. Michael McLintock was appointed as a director on 16 February 2026.
4. Will Wyatt became a non-executive director on 27 July 2022. This table reflects the fee received in respect of his non-executive role. The figures relating to long-term incentives reflecting certain awards retained from his employment are shown in the single total figure of remuneration table on page 89.
5. Taxable expenses include expense reimbursements relating to travel, accommodation and subsistence in connection with board and committee attendance during the year, which are deemed by HMRC to be taxable in the UK. Amounts are the value of the expense plus the grossed-up tax paid by the company. Non-taxable expense reimbursements have not been included in the table.
6. Farah Buckley incurred taxable expenses during 2026 at a total cost, including tax, of £236.
7. The Hon C W Cayzer incurred taxable expenses during 2026 at a total cost, including tax, of £68.
8. Will Wyatt incurred taxable expenses during 2026 at a total cost, including tax, of £164.
9. Due to rounding, amounts stated do not necessarily add up to the total column.

The Chair and the non-executive directors did not receive any short-term incentives, long-term incentives or pension related benefits.

Total pension entitlements (audited)

Defined contribution

Pension benefits paid to executive directors during the year, either as contributions to personal pension arrangements or as cash supplements, were as follows:

	Pension contribution		Cash supplement		Total	
	2026 £	2025 £	2026 £	2025 £	2026 £	2025 £
M S D Masters	8,252 ^a	6,758	61,514	58,846	69,766	65,604
R W Memmott	–	–	58,996	57,601	58,996	57,601
J M B Cayzer-Colvin	–	–	54,078	52,790	54,078	52,790

- a. Mat Masters made personal pension contributions during the year via a salary sacrifice arrangement on the same terms as provided to other Caledonia employees.

Defined benefit

On 26 April 2017, The Hon C W Cayzer reached his retirement age of 60 and now receives an annual pension under the Caledonia Pension Scheme, a final salary defined benefit scheme.

Directors' remuneration report *continued*

Annual report on directors' remuneration *continued*

Scheme interests awarded during the financial year (audited)

The table below sets out the awards made to each executive director during the year under the performance share scheme, deferred bonus plan and share incentive plan.

Scheme	Type of award	Basis of award	Date of grant	Face value of award £'000	Share price at grant ¹	Shares comprised in award number ²	Shares comprised in award post adjustment for share sub-division ³	Receivable if minimum performance achieved ⁴	End of performance/retention period ⁵
M S D Masters									
Performance share scheme	Nil-cost option	150% of salary	30.05.25	787	3650p	21,575	215,750	10%	31.03.30
Deferred bonus plan	Compulsory award, nil-cost option	% of bonus in excess of 50% of salary	30.05.25	25	3650p	673	6,730	100%	31.03.28
Share incentive plan	Free shares	All-employee award	27.06.25	1	3672p	19	190	100%	27.06.28
	Matching shares	1:1 match to partnership shares	- ⁶	2	- ⁶	- ⁶	408	100%	-
Total scheme interests awarded				814			223,078		
R W Memmott									
Performance share scheme	Nil-cost option	150% of salary	30.05.25	678	3650p	18,588	185,880	10%	31.03.30
Deferred bonus plan	Compulsory award, nil-cost option	% of bonus in excess of 50% of salary	30.05.25	22	3650p	599	5,990	100%	31.03.28
Share incentive plan	Free shares	All-employee award	27.06.25	1	3672p	19	190	100%	27.06.28
	Matching shares	1:1 match to partnership shares	- ⁶	2	- ⁶	- ⁶	408	100%	-
Total scheme interests awarded				703			192,468		
J M B Cayzer-Colvin									
Performance share scheme	Nil-cost option	150% of salary	30.05.25	622	3650p	17,038	170,380	10%	31.03.30
Deferred bonus plan	Compulsory award, nil-cost option	% of bonus in excess of 50% of salary	30.05.25	10	3650p	274	2,740	100%	31.03.28
Share incentive plan	Free shares	All-employee award	27.06.25	1	3672p	19	190	100%	27.06.28
Total scheme interests awarded				633			173,310		

1. Performance share scheme and deferred bonus plan awards based on the mid-market closing price on the dealing day immediately preceding the grant date.

2. The number of shares comprised in the awards under the performance share scheme and the deferred bonus plan was determined by reference to the company's share price at the time that the awards were made.

3. The number of shares comprised in each award have been adjusted to reflect the 10:1 share sub-division of the company's shares on 25 July 2025.

4. The performance targets for awards under the performance share scheme are set out under the statement of directors' share scheme interests on page 94. Compulsory awards under the deferred bonus plan and free and matching share awards under the share incentive plan are subject to a continued service condition only.

5. One-third of the awards under the performance share scheme are subject to performance testing at 31 March 2028, followed by a two-year holding period, with the remaining two-thirds subject to performance testing at 31 March 2030. Free and matching shares awarded under the share incentive plan are subject to forfeiture for three years following award.

6. Share incentive plan awards are allocated monthly and the highest share price for any allocation was 386p and the lowest was 327p.

Directors' remuneration report *continued*

Annual report on directors' remuneration *continued*

External directorships

The executive directors do not receive any fees for external directorships.

Payments to past executive directors (audited)

W P Wyatt

Will Wyatt retired as Caledonia's Chief Executive and ceased employment with the Caledonia group on 27 July 2022. He continues to serve on the board as a non-independent non-executive director.

Will exercised all of the vested 2020 performance share scheme award over 92,050 shares (9,205 before the 10:1 share sub-division) on 17 September 2025. As reported in last year's annual report, the award was subject to performance testing as at 31 March 2025 and vested in August 2025. The total pre-tax value was £394,140, including dividend equivalents of £47,323.

Will's pro rata entitlement to a performance share scheme award made in 2021 was subject to performance testing on 31 March 2026, of which 41,335 shares will vest on 4 June 2026. As he remains a director, the details are reported in the single total figure of remuneration table on page 89.

T J Livett

Tim Livett retired as Caledonia's Chief Financial Officer and stepped down from the board on 1 September 2023. He ceased employment with the group on 31 October 2023.

Tim exercised all of the vested part of his 2022 performance share scheme award over 1,389 shares on 4 June 2025, which was subject to performance testing as at 31 March 2025 and vested in June 2025. The total pre-tax value was £57,988, including dividend equivalents of £5,275.

Tim also exercised all of the vested 2020 performance share scheme award over 104,350 shares (10,435 before the 10:1 share sub-division) on 6 August 2025, which was subject to performance testing as at 31 March 2025 and vested in August 2025. The total pre-tax value was £434,524, including dividend equivalents of £53,646.

Tim's pro rata entitlement to a performance share scheme award made in 2021 was subject to performance testing on 31 March 2026, of which 61,741 shares will vest on 4 June 2026.

Payments for loss of office (audited)

There were no payments made for loss of office during the year.

Statement of directors' shareholdings and scheme interests (audited)

Executive directors' minimum shareholding guidelines

Executive directors' minimum shareholding guidelines are set out on page 87. Mat Masters and Jamie Cayzer-Colvin have attained the minimum guideline shareholding as at 31 March 2026. Rob Memmott, who joined the company on 1 September 2023, has made progress towards achieving the guidelines.

The values of the relevant shareholdings of each executive director as at 31 March 2026, calculated by reference to Caledonia's closing share price on that date of 321p, and the percentage level by which the value of the minimum guideline shareholding has been achieved were as follows:

	Value of shareholding ¹ £m	Attainment of guideline %
M S D Masters	2.6	249
R W Memmott	0.2	23
J M B Cayzer-Colvin	8.3	1,327

1. Shareholdings include those of connected persons; the value, net of any exercise costs, income tax and National Insurance contributions, of unexercised awards granted under the performance share scheme for which the performance targets have been met; free and matching share awards subject to potential forfeiture granted under the share incentive plan; and bonuses deferred compulsorily under the company's deferred bonus plan net of income tax and National Insurance contributions.

Directors' shareholdings

The interests of the directors who served during the year and their connected persons in the ordinary share capital of the company as at 31 March 2026 were as follows:

	Beneficial		Non-beneficial	
	2026 number	2025 number ⁵	2026 number	2025 number ⁵
D C Stewart	69,440	69,440	-	-
M S D Masters ¹	744,792	671,450	-	-
R W Memmott ¹	29,532	28,520	-	-
J M B Cayzer-Colvin ^{1,2}	2,509,881	2,442,350	2,013,400	2,037,540
F A Buckley	2,500	2,500	-	-
Hon C W Cayzer ²	410,920	410,920	155,000	155,000
G B Davison	81,000	81,000	-	-
M A Farlow	20,000	20,000	-	-
C L Fitzalan Howard	20,000	20,000	-	-
L R Fordham ³	13,300	13,300	-	-
M G A McLintock ⁴	44,057	-	-	-
W P Wyatt ²	12,597,064	12,394,670	1,026,850	977,050

1. Mat Masters, Rob Memmott and Jamie Cayzer-Colvin's beneficial interests include shares held under the share incentive plan.
2. Will Wyatt's beneficial interests included 10,805,904 shares (2025: 10,669,910 shares, 1,066,991 before the 10:1 share sub-division) held by The Dunchurch Lodge Stud Company and 101,350 shares (2025: 101,350 shares, 10,135 before the 10:1 share sub-division) held by Knossington Holdings Company, both private family companies controlled by Mr Wyatt and certain of his connected persons, and 10,000 shares in which The Hon C W Cayzer had a non-beneficial interest (2025: 10,000 shares, 1,000 before the 10:1 share sub-division). His non-beneficial interests included 145,000 shares (2025: 145,000 shares, 14,500 before the 10:1 share sub-division) in which The Hon C W Cayzer also held a non-beneficial interest. The Hon C W Cayzer's beneficial interests included 52,000 shares (2025: 52,000 shares, 5,200 before the 10:1 share sub-division) in which Mr Wyatt and Mr Cayzer-Colvin had non-beneficial interests.
3. Lynn Fordham resigned as a director on 31 August 2025.
4. Michael McLintock was appointed as a director on 16 February 2026.
5. The 2025 figures have been adjusted to reflect the 10:1 share sub-division of the company's shares on 25 July 2025.

There have been no changes in the directors' interests shown above between 31 March 2026 and the date of this report, other than for Mat Masters and Rob Memmott, who have each acquired 41 partnership shares and been awarded 41 matching shares via the share incentive plan between these dates.

Directors' remuneration report *continued*

Annual report on directors' remuneration *continued*

Directors' share scheme interests

The interests of directors as at 31 March 2026 in the share-based incentive schemes operated by the company are set out in the following table. The share numbers and the share price at date of award reflect the figures after adjusting for the 10:1 share sub-division of the company's shares on 25 July 2025.

	Share price at date of award	Unvested with performance conditions ¹	Unvested without performance conditions ²	Vested but unexercised ³	Total
M S D Masters					
Performance share scheme awards					
Granted 04.06.21 (nil-cost)	310.3p	-	62,020	-	62,020
Granted 30.05.22 (nil-cost)	374p	120,320	-	-	120,320
Granted 30.05.23 (nil-cost)	344.5p	137,150	32,918	-	170,068
Granted 28.05.24 (nil-cost)	341p	216,200	-	-	216,200
Granted 30.05.25 (nil-cost)	365p	215,750	-	-	215,750
Performance share scheme total		689,420	94,938	-	784,358
Deferred bonus plan – compulsory awards⁴					
Granted 28.05.24 (nil-cost)	341p	-	29,790	-	29,790
Granted 30.05.25 (nil-cost)	365p	-	6,730	-	6,730
Deferred bonus plan total		-	36,520	-	36,520
Share incentive plan awards⁵					
Granted 27.06.25 (free shares)	367.2p	-	190	-	190
Granted in year (matching shares)	-	-	408	-	408
Share incentive plan awards total		-	598	-	598
Total share scheme interests		689,420	132,056	-	821,476

During the year, Mat Masters exercised performance share scheme awards over a total of 136,830 shares (13,683 before the 10:1 share sub-division) and deferred bonus plan awards over a total of 3,870 shares at a pre-tax gain of £644,005 plus an additional sum of £83,783 in respect of dividend equivalents.

	Share price at date of award	Unvested with performance conditions ¹	Unvested without performance conditions ²	Vested but unexercised ³	Total
W P Wyatt					
Performance share scheme awards					
Granted 04.06.21 (nil-cost)	310.3p	-	41,335	-	41,335
Performance share scheme total		-	41,335	-	41,335
Total share scheme interests		-	41,335	-	41,335

During the year, Will Wyatt exercised performance share scheme awards over a total of 92,050 shares (9,205 before the 10:1 share sub-division) at a pre-tax gain of £346,817 plus an additional sum of £47,323 in respect of dividend equivalents.

	Share price at date of award	Unvested with performance conditions ¹	Unvested without performance conditions ²	Vested but unexercised ³	Total
R W Memmott					
Performance share scheme awards					
Granted 24.11.23 (nil-cost)	358.5p	117,150	28,118	-	145,268
Granted 28.05.24 (nil-cost)	341p	192,230	-	-	192,230
Granted 30.05.25 (nil-cost)	365p	185,880	-	-	185,880
Performance share scheme total		495,260	28,118	-	523,378
Deferred bonus plan – compulsory awards⁴					
Granted 30.05.25 (nil-cost)	365p	-	5,990	-	5,990
Deferred bonus plan total		-	5,990	-	5,990
Share incentive plan awards⁵					
Granted 27.06.25 (free shares)	367.2p	-	190	-	190
Granted in year (matching shares)	-	-	408	-	408
Share incentive plan awards total		-	598	-	598
Total share scheme interests		495,260	34,706	-	529,966
J M B Cayzer-Colvin					
Performance share scheme awards					
Granted 04.08.20 (nil-cost)	264p	-	-	195,280	195,280
Granted 04.06.21 (nil-cost)	310.3p	-	90,659	56,250	146,909
Granted 30.05.22 (nil-cost)	374p	97,990	-	9,410	107,400
Granted 30.05.23 (nil-cost)	344.5p	111,750	10,728	-	122,478
Granted 28.05.24 (nil-cost)	341p	176,170	-	-	176,170
Granted 30.05.25 (nil-cost)	365p	170,380	-	-	170,380
Performance share scheme total		556,290	101,387	260,940	918,617
Deferred bonus plan – compulsory awards⁴					
Granted 28.05.24 (nil-cost)	341p	-	12,140	-	12,140
Granted 30.05.25 (nil-cost)	365p	-	2,740	-	2,740
Deferred bonus plan total		-	14,880	-	14,880
Share incentive plan awards⁵					
Granted 27.06.25 (free shares)	367.2p	-	190	-	190
Share incentive plan awards total		-	190	-	190
Total share scheme interests		556,290	116,457	260,940	933,687

During the year, Jamie Cayzer-Colvin exercised performance share scheme awards over 11,520 shares and deferred bonus plan awards over a total of 4,666 shares at a pre-tax gain of £600,905 plus an additional sum of £74,553 in respect of dividend equivalents.

Directors' remuneration report **continued**

Annual report on directors' remuneration **continued**

1. Performance conditions

Performance share scheme

Of the awards shown as unvested with performance conditions, for nil-cost options granted to Mat Masters on 30 May 2022 and 30 May 2023, to Rob Memmott on 24 November 2023, to Mat Masters and Rob Memmott on 28 May 2024 and to Mat Masters and Rob Memmott on 30 May 2025, shares will vest on a graduated basis, with vesting commencing at 10% if the company achieves an annualised NAVTR of 3%, rising incrementally to 100% vesting on achievement of an annualised NAVTR of 10%.

For Jamie Cayzer-Colvin, who is Head of the Funds pool, 60% of his performance share scheme awards granted on these dates will be measured against the annualised total returns achieved by the Funds pool. Awards will similarly vest on a graduated basis, with vesting commencing at 10% on achievement of an annualised Funds pool total return of 6%, rising incrementally to 100% vesting on achievement of an annualised total return of 13.5%. The remaining 40% of Jamie Cayzer-Colvin's performance share scheme awards for these grants will be measured against Caledonia's NAVTR as above.

The relevant performance conditions will be tested over three years for one-third of the shares comprised in an award and over five years for the remaining two-thirds of the shares comprised in an award.

The nil-cost options granted on 4 June 2021, shown as unvested without performance conditions, were performance-tested against their relevant target as at 31 March 2026 and achieved a vesting level of 95% for those measured against Caledonia's NAVTR. The awards will vest on 4 June 2026.

Mat Masters was previously Head of the Capital portfolio before taking on broader responsibility for the Income portfolio from 2019 until his appointment as Chief Executive Officer. For the nil-cost options granted on 4 June 2021, 53.3% was measured by reference to the annualised total return achieved by the Capital portfolio, with awards vesting on a graduated basis, commencing at 10% on achievement of an annualised total return of 4%, rising incrementally to 100% vesting on achievement of an annualised total return of 11%. 26.7% was measured by reference to the annualised total return achieved by the Income portfolio over the performance measurement period, with graduated vesting commencing at 10% on achievement of an annualised total return of 3.5%, rising incrementally to 100% vesting on achievement of an annualised total return of 7%. The remaining 20% of the performance share scheme awards for these grants was measured against Caledonia's NAVTR as above. The proportion of Mat Masters' nil-cost options awarded at that date measured against the Capital and Income portfolios achieved vesting levels of 58% and 62% respectively.

Jamie Cayzer-Colvin's nil-cost options awarded on 4 June 2021 measured against the Funds pool's return achieved a 71% vesting level.

Other exercise conditions

2. Performance share scheme

Nil-cost options that vest following the three- or five-year performance testing become immediately exercisable on the third or fifth anniversary of grant, as applicable.

3. Vested but unexercised

Shares vested but unexercised represent those awards that are immediately exercisable without any conditions.

4. Deferred bonus plan

Compulsory awards under the deferred bonus plan normally vest if the director remains an employee of the group for a three-year period commencing on the first day of the financial year in which the award is made.

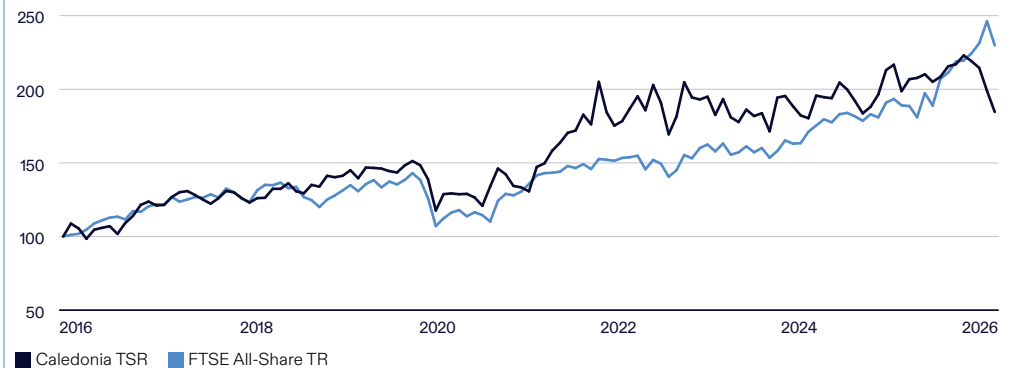
5. Share incentive plan

Matching shares allocated under the share incentive plan are allocated monthly and the highest share price for any allocation during the year was 386p and the lowest was 327p. Free and matching share awards are subject to forfeiture if employment terminates under certain circumstances within three years of award.

Performance graph of total shareholder return and table of Chief Executive Officer's total remuneration

The graph below shows the company's total shareholder return ('TSR') against that of the FTSE All-Share Total Return index for the 10 financial years ended on 31 March 2026. TSR has been calculated assuming that all dividends are reinvested on their ex-dividend dates. The FTSE All-Share Total Return index has been chosen as it is the benchmark by which the company measures its delivery of value over the longer term.

TSR growth over 10 years



The table below shows the total remuneration received by the Chief Executive Officer in each of the 10 financial years to 31 March 2026, prepared on the same basis as in the single total figure in the table on page 89, and the percentage of the maximum potential short- and long-term incentives received in those years.

Years ended 31 March	Chief Executive Officer	Total remuneration £'000	Incentives vested as a percentage of maximum	
			Short-term %	Long-term %
2017	W P Wyatt	1,799	100.0	85.0
2018	W P Wyatt	1,795	40.0	84.7
2019	W P Wyatt	1,864	90.7	94.7
2020	W P Wyatt	805	–	20.9
2021	W P Wyatt	1,896	85.0	87.9
2022	W P Wyatt	2,326	100.0	100.0
2023	W P Wyatt ¹	1,154	–	100.0
2023	M S D Masters ¹	1,250	45.0	100.0
2024	M S D Masters	1,376	71.5	96.4
2025	M S D Masters	1,413 ²	55.0	81.4
2026	M S D Masters	1,327	64.0	58.6

1. Mat Masters succeeded Will Wyatt as Chief Executive Officer on 27 July 2022.

2. Restated from last year's single total figure table to reflect the company's share price on the vesting date of the 2020 and 2022 performance share scheme awards.

Directors' remuneration report *continued*

Annual report on directors' remuneration *continued*

Percentage change in remuneration of the directors

The following table shows the percentage change in the basic salary/fees, value of taxable benefits and short-term incentives paid to directors in the year against the prior financial year, compared with the average percentage changes in those components of pay of Caledonia's other employees, excluding directors, on a per capita basis.

Standard salary increases awarded from 1 April 2025 were 3.5%. The per capita percentage increase in basic salary for employees shown in the table is higher than this due to the effect of non-standard increases awarded for promotions, increased responsibilities or other such adjustments. The average per capita percentage change for employee taxable benefits increased over the year principally due to changes in benefit cover for certain employees under the company's private medical insurance plan and small variances in employee benefits including taxable expenses. The average per capita percentage change for employee bonus increased over the year due to higher bonus awards being made. Mat Masters and Rob Memmott were awarded bonuses of 64% and Jamie Cayzer-Colvin was awarded a bonus of 62.5% of salary, compared with 55% and 52.5% respectively in the previous financial year. Certain members of Caledonia's staff were awarded bonuses of varying levels in each year depending on company performance, investment pool performance (where relevant) and individual performance. Increases in non-executive fees include any changes to responsibilities made during the year.

	2026			2025			2024			2023			2022		
	Basic salary/ fees %	Benefits %	Bonus %	Basic salary/ fees %	Benefits %	Bonus %	Basic salary/ fees %	Benefits %	Bonus %	Basic salary/ fees %	Benefits %	Bonus %	Basic salary/ fees %	Benefits %	Bonus %
Executive directors															
M S D Masters ¹	6.8	(5.7)	24.3	4.0	(23.9)	(20.0)	5.0	45.6	66.8	N/A	N/A	N/A	N/A	N/A	N/A
W P Wyatt ²	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	(67.5)	(70.7)	(100)	N/A	(4.1)	17.7
R W Memmott ³	3.5	(42.7)	20.4	4.0	60.4	(20.0)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
J M B Cayzer-Colvin	3.5	11.3	23.2	4.0	(4.6)	(10.1)	5.1	5.1	33.0	5.0	15.6	(49.6)	1.5	8.9	12.8
Chair and non-executive directors															
D C Stewart	-	-	N/A	-	(100)	N/A	-	100	N/A	10.0	-	N/A	-	-	N/A
F A Buckley	14.8	53.3	N/A	3.6	(17.8)	N/A	4.8	100	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Hon C W Cayzer	2.8	(92.5)	N/A	3.4	100	N/A	4.5	-	N/A	11.4	-	N/A	-	-	N/A
G B Davison	2.6	-	N/A	3.1	-	N/A	4.2	-	N/A	13.1	-	N/A	-	(100)	N/A
M A Farlow	2.5	-	N/A	3.0	-	N/A	6.0	-	N/A	N/A	-	N/A	-	-	N/A
C L Fitzalan Howard	2.9	-	N/A	3.6	-	N/A	4.8	-	N/A	13.3	-	N/A	-	-	N/A
L R Fordham ⁴	2.5	-	N/A	3.1	-	N/A	8.9	(100)	N/A	10.7	100	N/A	N/A	-	N/A
M G A McLintock ⁵	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
W P Wyatt ²	3.1	(67.1)	N/A	3.7	(84.5)	N/A	5.0	100	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Staff per capita (excluding directors)	5.5	38.1	31.3	7.5	(1.4)	(2.0)	10.1	4.7	98.8	10.2	17.5	(43.2)	4.0	7.5	22.9

1. Mat Masters was appointed to the board on 1 April 2022, succeeding Will Wyatt as Chief Executive Officer on 27 July 2022.

2. Will Wyatt served as Chief Executive until 27 July 2022 and has served as a non-executive director since 27 July 2022.

3. Rob Memmott was appointed to the board on 1 September 2023.

4. Lynn Fordham resigned from the board on 31 August 2026.

5. Michael McLintock was appointed during the year and therefore has no prior year comparison.

Directors' remuneration report *continued*

Annual report on directors' remuneration *continued*

Pay ratio information in relation to the total remuneration of the Chief Executive Officer

With fewer than 250 UK employees, Caledonia is not required to disclose Chief Executive Officer to employee pay ratios under The Companies (Miscellaneous Reporting) Regulations 2018. However, as recommended by the Investment Association, the Committee has decided voluntarily to publish the information below. The ratios compare the total remuneration of the Chief Executive Officer, as set out on page 89, against the lower quartile, median and upper quartile total remuneration of the company's employees as at 31 March 2026. This disclosure will build up over time to cover a rolling 10-year period.

A significant proportion of the Chief Executive Officer's total earnings potential is comprised of share-based incentives, which are linked to Caledonia's performance and share price movement over the longer term. This will inevitably lead to an element of volatility in the year-on-year total remuneration of the Chief Executive Officer and consequently variations in the ratios, as some employees do not participate in the long-term incentive scheme or participate at lower levels. As the majority of awards under the scheme vest over five years, participants will only build up equivalent annual vesting to the Chief Executive Officer over this period of time, which may further distort the comparison.

In order to provide further context, the table includes ratios based on basic salary only to demonstrate over time that the underlying pay structures do not show a divergent trend between the Chief Executive Officer's pay and that of employees generally and also that employees are paid fairly.

Year	Methodology	Pay ratios			Basis	Chief Executive Officer	Remuneration values		
		P25 (lower quartile)	P50 (median)	P75 (upper quartile)			P25 (lower quartile)	P50 (median)	P75 (upper quartile)
2020	Option A	14:1	9:1	4:1	Total remuneration (£'000)	814	57	94	217
	Salary only	12:1	7:1	4:1	Salary only (£'000)	540	46	73	144
2021	Option A	30:1	15:1	6:1	Total remuneration (£'000)	1,828	61	122	329
	Salary only	12:1	7:1	4:1	Salary only (£'000)	540	46	78	138
2022	Option A	42:1	19:1	6:1	Total remuneration (£'000)	2,294	54	122	392
	Salary only	12:1	7:1	4:1	Salary only (£'000)	540	45	76	138
2023	Option A	20:1	14:1	6:1	Total remuneration (£'000)	1,268	63	91	227
	Salary only	9:1	6:1	3:1	Salary only (£'000)	450	50	70	135
2024	Option A	20:1	13:1	5:1	Total remuneration (£'000)	1,351	68	106	268
	Salary only	9:1	6:1	3:1	Salary only (£'000)	473	51	77	143
2025	Option A	20:1	13:1	6:1	Total remuneration (£'000)	1,424	70	114	256
	Salary only	9:1	6:1	3:1	Salary only (£'000)	492	56	83	150
2026	Option A	18:1	11:1	5:1	Total remuneration (£'000)	1,327	73	117	289
	Salary only	9:1	6:1	3:1	Salary only (£'000)	525	56	86	155

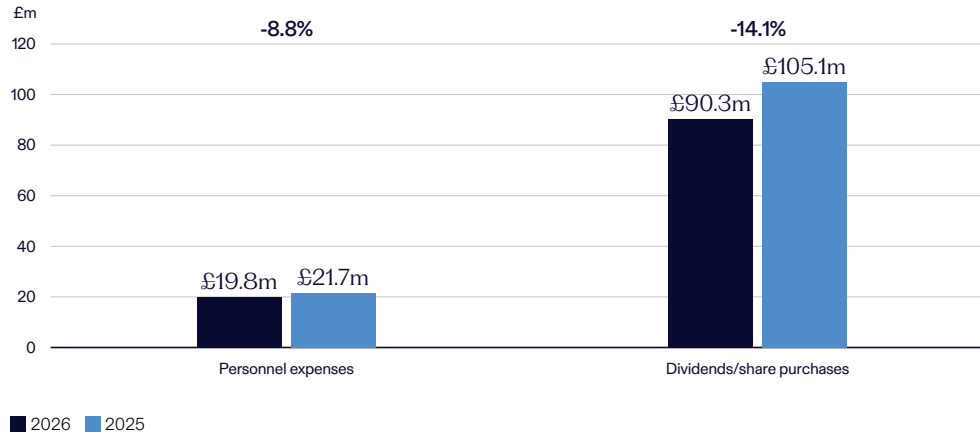
- The employees at the lower, median and upper quartiles were determined as at 31 March in the relevant year.
- 'Option A' methodology, as set out in The Companies (Miscellaneous Reporting) Regulations 2018, which requires determination of the total full-time equivalent earnings of all UK employees for the relevant financial year, has been used as this is considered the most statistically accurate under the reporting regulations.
- To determine full-time equivalent earnings, joiners during the year are assumed to have worked for the full year with salary, benefits and bonus pro rata accordingly. Reduced hours employees similarly have been assumed to have worked on a full-time basis. No adjustments have been made to the value of share-based incentives that vested during the year for relevant employees, other than that awards held by reduced hours employees have been recalculated to reflect the number of shares that would have been granted based on the full-time equivalent salary of the participant at the time of grant. Free and/or matching shares under the share incentive plan are not included.

Directors' remuneration report *continued*

Annual report on directors' remuneration *continued*

Relative importance of spend on pay

The graph below shows the personnel expenses for the year of group companies consolidated under IFRS 10, compared with amounts distributed to Caledonia's shareholders by way of dividends and share purchases.



Statement of implementation of remuneration policy in the 2027 financial year

If approved by shareholders at the annual general meeting on 15 July 2026, the company expects to operate the remuneration policy as described on pages 82 to 88 without any changes in the financial year ending 31 March 2027.

Basic salaries of executive directors

For the 2027 financial year, the Committee has awarded an increase in basic salary of 3% to Mat Masters, Rob Memmott and Jamie Cayzer-Colvin, broadly in line with inflation, which was the same standard increase given to the rest of the company's employees.

The executive directors' salaries for the 2027 financial year are as follows:

	Salary for year to 31 March	
	2027 £	2026 £
M S D Masters	540,800	525,000
R W Memmott	465,900	452,300
J M B Cayzer-Colvin	427,100	414,600

Chair's and non-executive directors' fees

The non-executive director basic fee has been increased by 3% and, with effect from the annual general meeting, the Chair fee will increase by 6%. No changes have been made to the fees paid for chairing and membership of the Audit and Risk and Remuneration Committees or to the fee paid to the Senior Independent Director.

The fees are as follows:

	Fees for year to 31 March	
	2027 £	2026 £
Chair	175,000 ¹	165,000
Non-executive director basic fee	52,000	50,500
Chair of the Audit and Risk Committee	10,000	10,000
Member of the Audit and Risk Committee	2,500	2,500
Chair of the Remuneration Committee	8,000	8,000
Member of the Remuneration Committee	2,000	2,000
Senior Independent Director/Chair of the Governance Committee	6,000	6,000

1. The fee paid to David Stewart, the current Chair, has been unchanged since 2022 and will remain at £165,000 until the end of his tenure.

No additional fees are paid for membership of the Governance and Nomination Committees.

Annual bonus scheme and long-term incentive schemes

RPI was previously used as a reference point for inflation in the overall bonus calculation. Whilst RPI is still published by the Office for National Statistics, it is recognised that CPIH is now the leading and preferred indicator of inflation in the UK. Since 2023, Caledonia has used CPIH in place of RPI as the measure for UK inflation. However, given the differential between the two inflation rates, the Committee has implemented a phased transition from RPI to CPIH as the inflation benchmark for bonus purposes over the course of the three-year remuneration policy period. The inflation benchmark was weighted 67:33 on RPI:CPIH for the 2024 financial year, 50:50 for 2025, 33:67 for 2026 and will be 100% on CPIH for the 2027 financial year.

No other changes to the performance metrics or award opportunities for the company's annual bonus or long-term incentive schemes are anticipated for the 2027 financial year.

Approach

The Committee will keep the implementation of the remuneration policy under review in order to take account of any changes in the company's business environment and remuneration practice generally, but with the overall aim of ensuring that Caledonia's remuneration arrangements continue to support the company's strategy and deliver long-term shareholder value by attracting and retaining talent and rewarding executives appropriately in the light of the company's performance.

Directors' remuneration report *continued*

Annual report on directors' remuneration *continued*

Consideration by the directors of matters relating to directors' remuneration

The current members of the Committee are Anne Farlow (Chair), Farah Buckley, Claire Fitzalan Howard and David Stewart.

During the year, the Committee received advice from Freshfields LLP, the company's principal legal advisers, which covered matters including the preparation of the Directors' remuneration report and share plans. Ellason LLP, appointed by the Committee following a formal tender process completed in 2022, provides remuneration advice. The Committee is satisfied that advice received was objective and independent. Ellason has no connection with individual directors and is a member of the Remuneration Consultants Group (the professional body for remuneration consultants) and adheres to its code of conduct. The fees for Ellason for work relating to the Committee for 2026 were £45,480 (2025: £26,175). Fees incurred are charged on the basis of each firm's standard terms of business. Ellason did not provide any other services to the company. The Committee assesses the performance of its advisers, the associated level of fees and reviews the quality of advice provided to ensure that it is objective and independent of any support provided to management.

The Committee also consulted with the Chief Executive Officer in relation to the remuneration of the executive directors and other senior executives and internal support was provided to the Committee by the Company Secretary. No executive participates in discussions in respect of their own remuneration. Given the composition of the Committee and this requirement, we are comfortable that no conflicts arose in respect of decision-making by the Committee.

Statement of voting at general meetings

At the annual general meeting of the company held on 16 July 2025, the votes lodged for the resolutions relating to directors' remuneration were as follows:

To approve the 2025 Directors' remuneration report (other than the directors' remuneration policy)	Number	%
Votes in favour	34,429,475	99.0
Votes against	346,043	1.0
Total votes cast	34,775,518	
Votes withheld	32,652	

The votes lodged for the most recently approved remuneration policy, being at the annual general meeting held on 19 July 2023 were as follows:

To approve the remuneration policy	Number	%
Votes in favour	35,087,565	98.8
Votes against	412,670	1.2
Total votes cast	35,609,903	
Votes withheld	109,668	

This report was approved by the board on 18 May 2026 and signed on its behalf by:

Anne Farlow

Chair of the Remuneration Committee
18 May 2026

Directors' report

The Directors' report for the year ended 31 March 2026 has been prepared in accordance with the disclosure requirements of the following:

- Companies Act 2006
- The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended)
- Financial Conduct Authority's Listing Rules ('LRs') and Disclosure Guidance and Transparency Rules ('DTRs')

The Directors' report, together with the Strategic report on pages 1 to 61, represents the management report for the purpose of compliance with DTR 4.1.5R(2).

Information included elsewhere

The following information required to be included in the Directors' report has been included elsewhere and is incorporated by reference:

Disclosure	Section of annual report	Page(s)
Information on exposure to liquidity risk ¹	Risk management	60
Likely future developments in the business ¹	Risk management	59 to 60
Engagement with suppliers, customers and others ¹	Stakeholder engagement	18 to 21
Greenhouse gas emissions, energy consumption and energy efficiency action ¹	Sustainability	47
Disclosure of information to auditors	Responsibility statements	104
Financial risk management objectives and policies	Note 23	132 to 138

1. In accordance with section 414C (11) of the Companies Act 2006.

Shares

Share sub-division

At the 2025 annual general meeting, shareholders approved a 10:1 share sub-division, reducing the nominal value of ordinary shares of 5p each to 0.5p. The share sub-division was implemented on 25 July 2025.

Share capital structure

The company has two classes of share capital, ordinary shares of 0.5p each and deferred ordinary shares of 5p each.

The holders of the ordinary shares of 0.5p each are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company. All voting rights are, however, suspended in respect of any of the company's shares that are held in treasury or by group companies.

The deferred ordinary shares of 5p each carry no voting rights and are not redeemable. They carry the right to a fixed cumulative preference dividend of 1% per annum of the nominal value of a deferred ordinary share, being 0.05p per share, or £4,000 in aggregate, for all such shares currently in issue. The company is required to pay the dividend to the extent that it has distributable profits. On a winding-up or other return of capital, the deferred ordinary shares carry the right to the payment of the amount paid up on the shares only after holders of the ordinary shares have received the sum of £100,000 in respect of each ordinary share. All of the deferred ordinary shares are held by Sterling Industries Limited, a wholly-owned subsidiary of Caledonia.

At 31 March 2026, 519,361,469 ordinary shares of 0.5p each and 8,000,000 deferred ordinary shares of 5p each were in issue. The ordinary shares of 0.5p each therefore represented approximately 87% and the deferred ordinary shares of 5p each approximately 13% of the total issued share capital by nominal value. Of the ordinary shares of 0.5p each in issue at 31 March 2026, 30,000 shares were held by a group company. As stated above, all voting rights are suspended on these shares.

During the year the company purchased 247,372 of its ordinary shares of 5p each prior to the share sub-division and a further 6,991,791 of its ordinary shares of 0.5p each following the share sub-division at a combined total cost of £34.57m. These shares had a nominal value of £47,328, represented 1.82% of the issued ordinary share capital as at 31 March 2026 and were immediately cancelled. These shares were purchased to take advantage of the wide discount of the company's share price to its net asset value. Since the year end a further 3,722,824 ordinary shares of 0.5p each have been purchased and cancelled at a total cost of £13.32m. The company's issued share capital after these transactions, as at 18 May 2026, being the last practicable date prior to signature of these accounts, was 515,638,645 ordinary shares of 0.5p each and 8,000,000 deferred ordinary shares of 5p each.

Dividends

Dividend policy

The company's policy is to pay an increasing annual dividend per share in real terms, which it has now done for 59 consecutive years. In addition, the company may supplement the annual dividend with special dividends when the board considers it appropriate, for example if the company has surplus cash reserves in excess of its strategic investment plans.

The board historically aimed for the annual dividend to be fully covered by net revenue for the relevant financial year in a period of normal trading but modified this approach in 2023 to reduce the strategic level of net revenue cover from fully covered to around 0.5x and also to factor in net cash inflow from the maturing funds portfolio. The expectation is that this will provide an aggregate cash flow cover for the dividend of at least 1x over the medium term. The company has available distributable reserves of £2,549m, broadly equivalent to 64 years' payment of the current annual dividend to maintain an increasing annual dividend per share in real terms.

During the year, the board amended the company's dividend policy by increasing the interim dividend to 50% of the prior year's total annual dividend. As reported in the 2025 annual report, the change was intended to ensure a more balanced dividend profile and provide a more predictable income stream to shareholders.

Directors' report *continued*

2026 dividend distributions.

An interim dividend of 3.68p per share (2025: 1.969p¹) was paid on 8 January 2026 and the board has recommended a final dividend of 4.004p per share (2025: 5.931p¹), giving total annual dividends for the year of 7.684p per share (2025: 7.36p¹).

- Dividends paid in respect of the financial year ended 31 March 2025 were declared and paid on a pre-share sub-division basis. Following the 10:1 share sub-division, the interim and final dividends of 19.69p per share and 59.31p per share respectively for the prior year have been restated to 1.969p and 5.931p per share for the purposes of comparability.

Restrictions on the transfer of shares

There are no specific restrictions on the transfer of the company's shares, although the articles of association contain provisions whereby the board may refuse to register a transfer of a certificated share which is not fully paid, provided that such refusal does not prevent dealings in the share from taking place on an open and proper basis. The board may also refuse to register the transfer of a certificated share unless it is (a) lodged, duly stamped (if stampable), at the registered office or at such other place as the board may appoint, accompanied by the certificate for the shares to which it relates and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer; (b) in respect of only one class of shares; and (c) in favour of not more than four transferees.

The directors may refuse to register a transfer of shares if a shareholder has not supplied information to the company in default of a request duly served under section 793 of the Companies Act 2006 and such shares represent at least 0.25% of the class of shares concerned.

Substantial interests

As at 31 March 2026, the company had received formal notifications of the following holdings in its ordinary shares in accordance with the requirements of the DTRs:

	Number of voting rights	Percentage of voting rights
The Cayzer Trust Company Limited	193,412,640	37.003% ¹

- Percentage holding based on total voting rights at 13 November 2025. The percentage holding based on the company's total voting rights as at 18 May 2026, being the last practicable date prior to signature of these accounts, was 193,412,640 (37.5%).

Employee Share Trust

The Caledonia Investments plc Employee Share Trust (the 'EST') and The Caledonia 2024 Employee Benefit Trust (the '2024 EBT') acquire and hold ordinary shares in the company for subsequent transfer to employees exercising options under the company's performance share scheme or deferred bonus plan. The voting rights of shares held by the EST and the 2024 EBT are exercisable by the independent trustee however, in practice, these are not voted. Each trust is financed by an interest free loan facility from Caledonia and the trustee has waived all dividends payable in respect of the ordinary shares held by the trusts.

During the year, the company also established the Caledonia Investments Share Incentive Plan Trust (the 'SIP Trust') in connection with the company's Share Incentive Plan ('SIP'). The SIP Trust is administered by an independent trustee in the UK and purchases and holds Caledonia shares on behalf of participating employees, including partnership shares, matching shares, free shares and dividend shares. Employee contributions fund the purchase of partnership shares whilst matching shares and free shares are funded by an interest-free loan. As at 31 March 2026, the holdings of the Employee Share Trusts were as follows:

	Number of ordinary shares of 0.5p	Percentage of the total issued voting share capital
The EST	1,079,820	0.21%
The 2024 EBT	383,237	0.07%
The SIP Trust	74,662	0.01%

Restrictions on voting rights

The directors may direct that a shareholder shall not be entitled to attend and vote either personally or by proxy or exercise any other right conferred by membership in relation to general meetings of the company in respect of some or all of the shares held by them if they or any person with an interest in such shares has been duly served with a notice under section 793 of the Companies Act 2006 and is in default for the prescribed period in supplying to the company the information required or, in purported compliance with such a notice, has made a statement which is false or inadequate in a material particular.

Agreements which may restrict the transfer of shares or exercise of voting rights

The company is not aware of any arrangements which may restrict the transfer of any of its shares or the exercise of any voting rights.

Authority to allot shares

At the annual general meeting of the company held on 16 July 2025 (the '2025 AGM'), shareholders granted to the directors authority to allot ordinary shares up to a nominal amount of £1,754,510, representing approximately two-thirds of the ordinary share capital then in issue, with authority to allot additional ordinary shares up to a nominal value of £877,255, representing approximately a further one-third of the ordinary share capital then in issue, by way of pre-emptive rights issues only, in accordance with guidance issued at that time by the Investment Association. The directors were further authorised to issue ordinary shares up to a nominal amount of £131,588 other than pro rata to existing ordinary shareholders. These authorities last until 16 October 2026 or, if earlier, the conclusion of the next annual general meeting.

Directors' report *continued*

Authority to purchase shares

At the 2025 AGM, shareholders granted authority for the company to make market purchases of up to 2,631,766 of its own ordinary shares of 5p each (26,317,663 ordinary shares of 0.5p each following shareholder approval and the subsequent implementation of the share sub-division), being approximately 5% of the ordinary share capital then in issue, at a price not more than the higher of (a) 5% above the average of the middle market quotations for ordinary shares during the five business days preceding any such purchase; and (b) the higher of (i) the price of the last independent trade in ordinary shares; and (ii) the highest current independent bid relating thereto on the trading venue where the purchase is carried out, nor less than 5p (reduced to 0.5p following the share sub-division becoming effective), being the nominal value of an ordinary share at the time of repurchase.

The company has subsequently utilised the authority to purchase the company's shares granted at the 2025 AGM and will continue to utilise the authority (or, if approved, the replacement authority to be sought at the 2026 annual general meeting) when it considers it is in the company's and shareholders' best interests to do so and will result in an increase in net asset value per ordinary share. In considering whether to exercise the authority, the board will continue to take into account the liquidity of the company's shares, its ongoing investment strategy and the level of any discount at which the ordinary shares are trading in the market relative to the net asset value per ordinary share.

Change of control rights

There are no special change of control rights in relation to the company's shares.

Awards granted under the company's performance share scheme and its deferred bonus plan may become exercisable or vest as a result of a change of control, although the number of shares comprised in those awards may be reduced. Shares acquired by or awarded to participants of the company's SIP will be treated in accordance with the plan rules, under which participants may instruct the SIP trustee on the action to be taken in respect of their SIP shares. The service contracts of certain directors and other senior executives also contain provisions whereby a liquidated sum is payable by the company in the event of termination within one year following a change of control.

Further details of these change of control rights applicable to directors are set out in the Directors' remuneration report.

The company is party to a revolving credit agreement that gives the lenders the right to require early repayment of outstanding loans and cancellation of its available commitments upon a change of control of the company occurring. At the date of this report, change of control provisions were included in the revolving facility agreement dated 5 August 2024 between the company and each of Industrial and Commercial Bank of China Limited London Branch, BNP Paribas S.A., London Branch, The Royal Bank of Scotland International Limited, London branch and NatWest Markets Plc. The company is not aware of any other agreements with change of control provisions that are significant in terms of their potential impact to the business.

Directors

The directors of the company are shown on pages 64 and 65. All of the directors served throughout the year, other than Michael McLintock, who was appointed on 16 February 2026. Lynn Fordham also served as a director for part of the year until 31 August 2025.

Directors' indemnity

Each of the directors has the benefit, under the company's articles of association, of an indemnity, to the extent permitted by the Companies Act 2006, against any liability incurred by them for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Appointment and removal of directors

The appointment and removal of directors is governed by the company's articles of association and prevailing company law.

The articles of association provide that at every annual general meeting one-third of the directors, or if not a multiple of three, the number nearest to one-third, shall retire by rotation and therefore be required to seek re-election by shareholders. New directors may be appointed by the board, but are subject to election by shareholders at the next annual general meeting of the company following their appointment. However, to comply with the provisions of the UK Corporate Governance Code (the 'Code'), the company requires that all directors should be subject to annual election by shareholders. Shareholders may also appoint new directors by ordinary resolution. The articles of association limit the number of directors to not less than three and not more than 12, unless the shareholders resolve otherwise.

In accordance with the LRs, the election of those directors determined by the board to be independent under the Code must be subject to the approval of both all shareholders of the company and separately those shareholders who are not controlling shareholders, being the Cayzer family concert party.

Political donations

The company made no political donations and incurred no political expenditure during the year.

Research and development

The company does not engage in research and development.

Overseas branches

The company does not have any overseas branches.

Investment trust status

Caledonia has been accepted as an approved investment trust by HM Revenue & Customs, subject to continuing to meet eligibility conditions. The directors are of the opinion that the company has conducted its affairs in a manner which will satisfy the conditions for continued approval as an investment trust under section 1158 of the Corporation Tax Act 2010.

Directors' report *continued*

Registered office and number

The registered office of the company is at: Cayzer House, 30 Buckingham Gate, London SW1E 6NN. The company is registered in England under number 235481.

Post balance sheet events

There are no post balance sheet events.

The Directors' report was approved by the board on 18 May 2026 and signed on its behalf by:

Richard Webster
Company Secretary

Cross references to information required to be disclosed by Listing Rule 6.6.1 R

To comply with Listing Rule 6.6.4 R, the following table provides references to where relevant information required to be disclosed under Listing Rule 6.6.1 R can be found.

Listing Rule	Required information	Location
6.6.1 R (11)	Details of any arrangement under which a shareholder has waived or agreed to waive any dividends.	Directors' report – page 101. Waiver of all dividends by the trustee of The Caledonia Investments plc Employee Share Trust and The Caledonia 2024 Employee Benefit Trust.
6.6.1 R (12)	Where a shareholder has agreed to waive future dividends, details of such waiver together with those relating to dividends which are payable during the period under review.	As above.
6.6.1 R (13)(a)	A statement made by the board that the company continues to comply with the requirement in LR 6.2.3R.	Corporate governance report – page 70. Relations with controlling shareholders.

Responsibility statements

Directors' responsibilities

The directors are responsible for preparing the annual report and financial statements in accordance with UK adopted international accounting standards and applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and parent company financial statements in accordance with UK adopted international accounting standards. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the company and of the profit or loss of the group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the company will continue in business; and
- prepare a directors' report, a strategic report and directors' remuneration report which comply with the requirements of the Companies Act 2006 (the 'Companies Act').

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and enable them to ensure that the financial statements comply with the Companies Act.

They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The directors are responsible for ensuring that the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the group's performance, business model and strategy.

Website publication

The directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the company's website in accordance with legislation in the UK governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the company's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Disclosure of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

1. so far as the director is aware, there is no relevant information of which the company's auditor is unaware; and
2. the director has taken all steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given, and should be interpreted, in accordance with the provisions of section 418 of the Companies Act.

Responsibility statements under the Disclosure Guidance and Transparency Rules and the UK Corporate Governance Code

Each of the directors, whose names and functions are listed on pages 64 and 65, confirm that, to the best of their knowledge:

1. the group and parent company financial statements, which have been prepared in accordance with applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
2. the annual report includes a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that it faces.

Signed on behalf of the board by:

Mat Masters

Chief Executive Officer
18 May 2026

Rob Memmott

Chief Financial Officer
18 May 2026