

Governance

How we preserve value

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Governance

Corporate governance report



Peter Ventress
Chairman of the Board

Using the corporate governance report

The following sections may be found in this corporate governance report:

- Page 70: Board of Directors profiles
- Page 74: Executive Committee & Company Secretary profiles
- Page 76: Key Board activity during the year and for the year ahead
- Page 78: Directors' duties and s.172 disclosure
- Page 80: Stakeholder engagement
- Page 88: UK Corporate Governance Code application and compliance

Introduction from the Chairman

Listed company boards find themselves in an interesting position at the end of 2025 from a corporate governance perspective. The prevailing political mood is deregulatory, with many long-planned governance reforms being shelved or cancelled (such as those relating to audit reform). On the other hand, the most recent changes to the UK Corporate Governance Code, particularly the introduction of Provision 29, provide a more prescriptive landscape for directors in the context of risk management and internal control frameworks. Such compliance changes require time and effort for boards to implement, and our journey to complying with Provision 29 is set out not only in this year's Audit Committee report (on page 132) but also in our 2024 and 2023 Annual Reports. Having robust operational controls in place at Howdens is nothing new, and the implementation of our key controls project has been deliberately sympathetic to the nature of the Howdens business. It is, however, rewarding to be able to sign off on the efficacy of our key controls and the assurance that this brings is reassuring. We look forward to providing our declaration in respect of 2026 in our 2027 Annual Report.

However, as documented in the following corporate governance and committee reports, we have always applied a considered and Howdens-first approach to our governance framework. This is underpinned by our unique culture and our ethos that Howdens must be worthwhile for all concerned. This fundamental tenet remains despite changes in the external environment and changes in the Board and senior management. As a Board, we have successfully navigated these changes and Howdens' foundations for growth remain based on solid governance foundations.

Outcome-driven reporting

We welcome the Financial Reporting Council's guidance that corporate reporting should be outcome-driven and have tried to adopt this approach through these reports. The actions and impact of the Board's decisions can be found in our stakeholder reporting on pages 80 to 87 as well as our Section 172(1) statement on page 78. We provide a snapshot of the Board's calendars for the year passed and the year ahead to demonstrate how the Board's agenda dovetails with key business activities and priorities.

We have tasked ourselves with being concise and proportionate in our reporting. It is important to remain compliant but, wherever possible, we have sought to safeguard key messaging and insight.

Sustainability and diversity

It has also been a time of changing expectations for companies in both sustainability and diversity arenas. At Howdens, we have resisted 'strategically re-evaluating' any of our ESG policies in light of the changing external environment. We believe that we have appropriate and robust policies in place and, as a Board, have continued to encourage the embedding of sustainable practices in our core business activities.

2025 saw the end of the performance period for our first Executive Director long-term incentive performance measures. Introduced in 2023, over the three-year performance period, Howdens successfully improved our carbon intensity ratio by reducing carbon emissions by 11.7% per annum, reducing fleet emissions by 23%, having carbon neutral status (or equivalent) at four of our manufacturing sites and ensured that a minimum of 99% of waste avoided landfill. We will continue to incentivise management to continue to make Howdens a more sustainable business and will refine these measures with the Remuneration Committee in future years as the business evolves.

During the year, the Howdens Board also reached some important diversity milestones. For the first time, the Howdens Board has more than 50% female membership, it has a female Executive Director, and it has two women in the 'big four' roles of Chair, Senior Independent Director (SID), Chief Executive Officer (CEO) and Chief Financial Officer (CFO). Our priority as a Board is always to ensure that there is diversity of thought first, but achieving a better gender balance is worth celebrating.

Whilst the external narrative may have changed, the impact of climate change and the importance of understanding and reflecting the communities in which we operate has not. More information on our approach to sustainability and diversity can be found in the sustainability matters report, starting on page 42.

External board evaluation

One crucial piece of external assurance and outcome-driven reporting is our triennial external board evaluation.

In 2025, we invited Grant Thornton to undertake our effectiveness review for the first time. I was pleased but not surprised that their report concluded that the Howdens Board demonstrated high levels of effectiveness during a period of significant personnel change, including four new Non-Executive Director appointments over the past two years, as well as the addition of a new CFO in 2025.

More details on the evaluation process can be found in the Nominations Committee report on page 100 and in each of the Committee reports.

The Board in 2026

We will continue to build on our 'spotlight sessions' programme, which has provided the Board with unique insight and the opportunity to speak to management below the Executive Committee. Details of the Board's programme for 2026 can be found on pages 76 and 77.

As ever, I also look forward to engaging with our shareholders at the AGM in May.

Peter Ventress
Chairman of the Board

Board meeting attendance in 2025

Peter Ventress	(7/7)	
Jackie Callaway	(3/3)	Appointed 2 June 2025
Andrew Cripps	(4/4)	Retired 1 May 2025
Roisin Currie	(7/7)	
Louis Eperjesi	(7/7)	
Louise Fowler	(7/7)	
Paul Hayes	(3/4) ¹	Retired 30 May 2025
Tim Lodge	(6/7) ²	Appointed 1 January 2025
Andrew Livingston	(7/7)	
Vanda Murray	(7/7)	
Suzy Neubert	(7/7)	

¹ Paul was not in attendance for the meeting confirming his retirement and the appointment of Jackie Callaway as CFO.
² Tim was unable to attend the January meeting due to commitments entered into before his appointment. He was provided with all the Committee papers ahead of the meeting and provided his feedback to the Committee Chair and Company Secretary.

Additional information

The disclosures and information shown below may be found in the Additional Information section beginning on page 204:

- 2026 Annual General Meeting (AGM) details
- 2025 Final Dividend timetable
- Share capital information
- Significant agreements disclosure

Governance

Corporate governance report continued

Board of Directors



Andrew Livingston
Chief Executive Officer



Jackie Callaway
Chief Financial Officer



Peter Ventress
Non-Executive Chairman

N S



Vanda Murray OBE
Senior Independent Director

A N R S



Roisin Currie CBE
Independent Non-Executive Director

A N R S



Louis Eperjesi
Independent Non-Executive Director

A N R S



Louise Fowler
Independent Non-Executive Director

A N R S



Tim Lodge
Independent Non-Executive Director

A N R S



Suzy Neubert
Independent Non-Executive Director

A N R S

Key to Board Committee membership

A Audit Committee **N** Nominations Committee **R** Remuneration Committee **S** Sustainability Committee **C** Chair of Committee

Roles

Further information about the role of the Board, the Executive and Non-Executive Directors, the Company Secretary, and external advisors can be found on our website: www.howdenjoinerygroupplc.com/governance/division-of-responsibilities

Andrew Livingston
Chief Executive Officer

Appointed

Andrew was appointed to the Board as Chief Executive Officer on 2 April 2018.

Contribution to the long-term sustainable success of the Company

Andrew has a strong track record of performance, execution and driving change through improving digital capability, ranges and new site openings. He also has knowledge of key European geographies, is a competent French speaker, and has an entrepreneurial mindset. This mindset fits the Howdens culture which has served the Company well and is fundamental to its success. He was previously the CEO of Screwfix and has an MBA from the London Business School.

Other listed company appointments

None

Peter Ventress
Non-Executive Chairman

Appointed

Peter was appointed to the Board as an independent Non-Executive Director in July 2022. He became Chairman and Chairman of the Nominations and Sustainability Committees in September 2022.

Contribution to the long-term sustainable success of the Company

As former Chairman of Galliford Try Plc and current Chairman of Bunzl Plc, Peter has in-depth knowledge of UK listed companies and the associated high corporate governance standards required by such companies. He was also formerly Chief Executive Officer of Berendsen Plc and has held several senior executive roles, including International President of Staples Inc and Chief Executive Officer of Corporate Express NV, meaning he has extensive experience in international distribution businesses and brings a wealth of relevant commercial, financial and high-level management experience to the Board.

Other listed company appointments

Non-Executive Chairman of Bunzl Plc

Jackie Callaway
Chief Financial Officer

Appointed

Jackie was appointed to the Board as Chief Financial Officer on 2 June 2025.

Contribution to the long-term sustainable success of the Company

Prior to her appointment to the Howdens Board, Jackie served as CFO of Coats Group plc and as CFO of Devro plc. She has a strong finance record and extensive experience across multinational manufacturing and supply chain businesses. She is a Fellow of the Institute of Chartered Accountants in England and Wales, and of the Chartered Accountants Australia and New Zealand. Jackie has a Bachelor of Business Management Studies from the University of Waikato, New Zealand.

Other listed company appointments

Non-Executive Director and Audit Committee Chair of IMI plc

Vanda Murray OBE
Senior Independent Director

Appointed

Vanda was appointed to the Board in February 2024. She became Remuneration Committee Chair in May 2024 and Senior Independent Director in May 2025.

Contribution to the long-term sustainable success of the Company

Vanda has over 30 years' experience at senior level across a range of industry sectors in the UK and internationally. She is currently Non-Executive Chair for both Marshalls plc and for Yorkshire Water, and is also a Board Member of Maggie's Manchester, the cancer care drop-in centre, and a trustee of the English National Opera.

Vanda served as CEO of Blick plc from 2001 to 2004 and led Ultraframe plc from 2004 to 2006. She received a Doctor of Business Administration from Manchester Metropolitan University in recognition of her achievements in business, her inspirational leadership and her significant contribution to the North-West of England and the university. In 2002, Vanda was appointed an OBE for Services to Industry and Exports. Her extensive experience and impressive achievements in both executive and non-executive roles benefits Howdens from both a leadership and a strategy perspective.

Other listed company appointments

Non-Executive Chair of Marshalls Plc

Governance

Corporate governance report continued

Board of Directors continued

Roisin Currie CBE
Independent Non-Executive Director

Appointed
Roisin was appointed Non-Executive Director in July 2024.

Contribution to the long-term sustainable success of the Company
Roisin's experience in a number of senior executive roles within the consumer sector provides her with a strong diversity of perspective and customer-centric focus. She has been the Chief Executive of Greggs Plc since May 2022, having joined as Group People Director in 2010. During her tenure, she was also Retail and Property Director. This breadth of experience means Roisin has a comprehensive understanding of vertically integrated and multi-site businesses, and she has experience working at both a strategic and operational level.

Roisin began her career at Asda, where she spent 20 years, latterly as Retail People Director and then Distribution People Director. She is currently Chair of the Employers Forum for Reducing Re-offending, a voluntary role working with the Ministry of Justice and New Futures Network, and she is a Trustee of the Duke of Edinburgh Awards Scheme. She has also recently joined as an advisor to the Food Strategy Board. Her HR and people background brings valuable perspectives on culture, talent and reward.

Other listed company appointments
Chief Executive Officer of Greggs Plc

Louise Fowler
Independent Non-Executive Director

Appointed
Louise was appointed to the Board in November 2019.

Contribution to the long-term sustainable success of the Company
Louise has over 30 years of customer, brand and digital experience at a senior level. Her experience encompasses publicly listed and private businesses, the mutual sector and not-for-profit organisations.
Louise's background in consumer experience and reputation is valuable to the Company as it strives to provide a strong aftersales service to further support the builder customer. Her digital experience also provides valuable insight given the investment the Company continues to make in its digital programme. Louise is currently a director of Prudential Assurance Company, a subsidiary of M&G Plc, and is an Honorary Professor in Marketing at Lancaster University Management School.

Other listed company appointments
None

Louis Eperjesi
Independent Non-Executive Director

Appointed
Louis was appointed Non-Executive Director in June 2023.

Contribution to the long-term sustainable success of the Company
Louis has a strong background of manufacturing and supply of building products in international markets, together with commercial, strategy development, and change management experience. He is currently a Non-Executive Director of Ibstock Plc, Trifast Plc, and AIM-listed Accsys Technologies Plc.

Louis has had a long career in the building materials sector, most recently serving as CEO of Tyman Plc, a leading international supplier of engineered components and access solutions to the construction industry. He has also held senior executive roles in Kingspan Plc, Baxi Group Ltd, Lafarge SA, and Caradon Plc.

Other listed company appointments
Non-Executive Director of Ibstock Plc, Trifast Plc, and Accsys Technologies Plc

Tim Lodge
Independent Non-Executive Director

Appointed
Tim was appointed to the Board in January 2025. He became Audit Committee Chair in May 2025.

Contribution to the long-term sustainable success of the Company
Tim has substantial recent and relevant financial experience, having spent over 30 years in finance and accounting roles. He is a fellow of the Chartered Institute of Management Accountants and spent 26 years at Tate & Lyle Plc in various finance and commercial roles, including six years as Chief Financial Officer. He has also held Chief Financial Officer roles at the COFCO International group and the role of Non-Executive Director and Audit Committee Chair at Arysza AG.

Tim is currently independent Non-Executive Director and Audit Committee Chair of both SSP Group Plc and Serco Group Plc, and Independent Director of Arco Limited. He is also a trustee of the charity Gambia School Support and a Director of An African Canvas (UK) Limited.

Other listed company appointments
Non-Executive Director and Audit Committee Chair of both SSP Group Plc and Serco Group Plc

Suzy Neubert
Independent Non-Executive Director

Appointed
Suzy was appointed Non-Executive Director in July 2024.

Contribution to the long-term sustainable success of the Company
Suzy's experience in sell-side equity research at Merrill Lynch, and additionally on the buy-side in her role at JO Hambro, has given her a thorough understanding of capital markets and the expectations of institutional investors. She has worked for large organisations but also in more dynamic environments, which is a valuable mix of experience for Howdens as a FTSE 100 business with a strong entrepreneurial culture. She is a qualified barrister and brings valuable legal insight and experience to the Board.

Suzy is also an experienced non-executive director. She served as Non-Executive Director, and latterly as Senior Independent Director of Witan Investment Trust plc until 2023, and is currently a Non-Executive Director and Senior Independent Director of LondonMetric Property Plc and Jupiter Fund Management Plc. She is also Non-Executive Director of Liverpool Victoria Financial Services Limited (where she is also Chair of the Investment Committee and Aptia Group Holdings Limited). Alongside her commercial board roles, Suzy is also a Vice Chair and council member at the King's Trust.

Other listed company appointments
Non-Executive Director and Senior Independent Director of LondonMetric Property Plc and Jupiter Fund Management Plc

Independence

The Board considered that all of the Non-Executive Directors were independent for the full duration of the period being reported on and that Peter Ventress was independent upon his appointment as Chairman.

Governance

Corporate governance report continued

Executive Committee and Company Secretary



Austin Cooke
Managing Director - Trade



Sébastien Krysiak
Directeur Général - International

Austin Cooke
Managing Director - Trade

Appointed

Austin joined Howdens in March 2025 and has been a member of the Executive Committee since that time.

Contribution to the long-term sustainable success of the Company

Austin has overall responsibility for the performance and culture of all of our depots in the UK. He oversees the evolution of our depot estate, including our strategically important depot reformatting and the opening of new depots.

Prior to joining Howdens, Austin held senior positions with Poundland, Yum Brands Inc, KFC Global, Phones 4u, and Dixons Group.

Sébastien Krysiak
Directeur Général - International

Appointed

Sébastien joined Howdens in September 2024 and was appointed to the Executive Committee in July 2025.

Contribution to the long-term sustainable success of the Company

Prior to joining Howdens, Sébastien held various leadership and commercial roles with Kingfisher Group companies over two decades. These roles included Director of Trading for B&Q, CEO of Castorama Poland and, most recently, Chief Commercial Officer for Kingfisher Plc.

As Directeur Général - International, Sébastien is responsible for the performance and growth of Howdens' international business in France, Belgium and the Republic of Ireland. The International business is in an important evolutionary phase and Sébastien's wealth of experience will stand him, and Howdens, in good stead to grow this business.



Julian Lee
Operations Director



James Mackenzie
Chief Commercial and Marketing Officer

Julian Lee
Operations Director

Appointed

Julian joined Howdens in 2003 and was appointed to the Executive Committee in July 2020.

Contribution to the long-term sustainable success of the Company

Prior to joining Howdens, Julian worked in a number of strategic and operational roles within the Silentnight Group. He joined Howdens in 2003 as a leader of the Manufacturing Division and from 2005 to 2009 was head of international sourcing and supply chain in Asia. Since 2009, Julian has made a major contribution to the transformation of our supply chain and operations, and in 2020 he was appointed Operations Director, encompassing both manufacturing and logistics.

Julian leads our strategic manufacturing investments, including increased in-house manufacturing capability and capacity.

Richard Sutcliffe
Supply Chain and IT Director

Appointed

Richard joined Howdens in January 2019 and was appointed to the Executive Committee in July 2020.

Contribution to the long-term sustainable success of the Company

Prior to joining Howdens, Richard was Director of Supply Chain at Screwfix. Before this, he held senior supply chain and business planning roles at Hobbycraft, Wyevale Garden Centres and B&Q.

Richard's role as Supply Chain Director encompasses optimising stock holdings across the business and ensuring Howdens maintains market-leading stock availability. He led the highly successful XDC project, which is delivering superior service levels and availability to depots. Richard's role also encompasses leading our IT team.

James Mackenzie
Chief Commercial and Marketing Officer

Appointed

James joined Howdens in August 2025 and has been a member of the Executive Committee since that time.

Contribution to the long-term sustainable success of the Company

James previously held the roles of Managing Director of Toolstation and Travis Perkins in the UK. Prior to joining Toolstation, he served on the board of Screwfix and held a number of senior positions in Kingfisher and Sainsbury's. He is currently a Non-Executive Director of Materials Market, a UK-based digital marketplace for construction materials, and is a member of the Advisory Board of The Pennies Foundation.

James's role encompasses product leadership and range management, which is one of our key strategic initiatives. He also leads the Digital and Marketing teams to build brand awareness and promote Howdens' unique model.

Forbes McNaughton
Company Secretary

Appointed

Forbes joined Howdens in July 2012 and was appointed Group Company Secretary in May 2014.

Contribution to the long-term sustainable success of the Company

Forbes joined the Company as Deputy Company Secretary in 2012 following a period of secondment from KPMG. He is a Fellow of the Chartered Governance Institute (CGI) and is Secretary to the Executive Committee as well as to the Board of Directors.

Forbes is the link between the Executive Committee and the Board, and is responsible for managing a number of external stakeholder relationships, such as with the Pensions Trustees and external regulators. He is the head of the legal function in addition to his corporate governance responsibilities and is Chair of the Howdens Worthwhile Foundation.

Executive Directors*

Andrew Livingston
Chief Executive Officer

Jackie Callaway
Chief Financial Officer

* Andrew and Jackie's profiles can be found on page 71.

Governance

Corporate governance report continued

Key Board activity

Set out below and on the facing page are highlights of the matters the Board considered in 2025 and will consider in 2026. Not all of the matters the Board considered or will consider are listed, so this should not be taken as an exhaustive list of activities.

In addition to the matters shown on the 2025 timeline, at each meeting the Board received strategic, operational and financial updates from the CEO and CFO. The Board also considered aspects of Group culture and strategy at various points during the year.

Governance and risk

The Board received governance, legal, and regulatory updates at regular intervals from the Company Secretary and the Board's advisors.

Risk remains a matter reserved for the Board and a detailed review of our risk management processes and principal risks can be found on pages 36 to 41 and on page 92. We have reviewed our risk management processes and remain satisfied that they are robust and effective. The annual review of the risk and control framework was presented to the Audit Committee in November 2025. Reporting from our whistleblowing helpline is also considered by the Board on a biannual basis.

2025

<p>January</p> <ul style="list-style-type: none"> Health and safety update CEO and CFO updates Pensions update¹ Principal Risks review Whistleblowing update 	<p>February</p> <ul style="list-style-type: none"> CEO and CFO updates Board evaluation feedback Budget approval Investor relations update Draft 2024 Full Year, draft 2024 Annual Report and Accounts, and 2025 AGM documents Shareholder and capital returns consideration Review of risk management framework NED fees Principal advisors review 	<p>April</p> <ul style="list-style-type: none"> CFO succession (standalone meeting) <ul style="list-style-type: none"> Health and safety update CEO and CFO updates Pensions update Investor relations update Broker update Modern Slavery Statement and UK Tax Strategy approval 	<p>May - AGM</p> <ul style="list-style-type: none"> All resolutions were passed with the requisite majority. Further details about the meeting may be found on page 84.
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<p>July</p> <ul style="list-style-type: none"> Health and safety update Board engagement with the workforce CEO and CFO updates Investor relations update Draft 2025 Half Year results and announcement, including consideration of an interim dividend Key and Principal Risks review Group Policies review Whistleblowing update 	<p>September</p> <ul style="list-style-type: none"> Health and safety update CEO and CFO updates Projects update Investor relations update <p>Spotlight: Pricing and Margin tool</p>	<p>November</p> <ul style="list-style-type: none"> Health and safety update CEO and CFO updates Projects update Pensions update¹ Investor relations update Non-Executive Directors' Employee engagement update Corporate conflicts register review Schedule of Matters Reserved for the Board and Board Committee Terms of Reference 2026 Board calendar approval
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Executive Committee presenters

- AC** Austin Cooke (Managing Director - Trade)
- JL** Julian Lee (Operations Director)
- JM** James Mackenzie (Chief Commercial and Marketing Officer)
- RS** Richard Sutcliffe (Supply Chain and IT Director)

Executive Committee presenters:

AC **JL** **RS**

Spotlight: Preparations for peak trading

Executive Committee presenters:

RS

Executive Committee presenters:

AC **JL** **JM**

Spotlight: Cyber security governance

2026

<p>January</p> <ul style="list-style-type: none"> Health and safety update CEO and CFO updates Investor relations update Budget approval Pensions review Principal Risks review Whistleblowing update 	<p>February</p> <ul style="list-style-type: none"> CEO and CFO updates Draft 2025 Full Year, draft 2025 Annual Report and Accounts and 2026 AGM documents Shareholder and capital returns consideration Review of risk management framework Board evaluation feedback Modern Slavery Statement approval Principal advisors review Corporate Conflicts Register review NED fees 	<p>April</p> <ul style="list-style-type: none"> Health and safety update CEO and CFO updates NED employee engagement Investor relations update Group policies approval UK Tax Strategy approval Strategic planning <p>Spotlight session</p>	<p>May - AGM</p> <ul style="list-style-type: none"> Further details can be found on page 215.
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<p>July</p> <ul style="list-style-type: none"> Health and safety update CEO and CFO updates Investor relations update Draft 2026 Half Year results and announcement, including consideration of an interim dividend Market update Key and Principal risks review and review of risk management framework Business continuity management Whistleblowing update <p>Spotlight session</p>	<p>September</p> <ul style="list-style-type: none"> Health and safety update CEO and CFO updates Investor relations update Pensions update NED employee engagement Cyber security governance 2026 Board evaluation planning <p>Spotlight session</p>	<p>November</p> <ul style="list-style-type: none"> Health and safety update CEO and CFO updates Investor relations update Schedule of Matters Reserved for the Board and Board Committee Terms of Reference 2027 Board calendar approval Director training <p>Spotlight session</p>
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Spotlight sessions

Spotlight sessions are sessions with the wider Executive team and their direct reports to discuss the fundamentals of the business model, strategy and future plans. These are generally focused around the five pillars of the business:

- Trade service and convenience
- Product leadership
- Trade value
- Entrepreneurial culture
- Trusted trade relationships

1 The Company's actuaries reported to the Board on routine funding and investment matters.

Governance

Corporate governance report continued

Directors' duties

Section 172(1) of the Companies Act 2006

A director of a company is required to act in a way they consider, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In doing this, the director must have regard, amongst other matters, to the following:

- **Environment and community:** the impact of the company's operations on the community and the environment.
- **Long-term thinking:** the likely consequences of any decision in the long term.
- **Reputation:** the desirability of the company for maintaining a reputation for high standards of business conduct.
- **Investors:** the need for every member to be treated fairly and for no member to be favoured over another member.
- **Workforce:** the interests of the company's employees.
- **Suppliers and customers:** the need to foster the company's business relationships with (amongst others) suppliers and customers.

Section 172(1) Statement

Howdens was founded on the principle that the business should be worthwhile for all concerned. It's a principle that the business continues to live into today. Balancing the needs and views of all our stakeholders can be challenging as there are often competing interests at stake, and this is why the Board first and foremost considers our purpose, our culture, and our strategy to ensure all decisions have a clear and consistent rationale. For details on the matters which the Board discussed and considered during 2025, please see pages 76 and 77.

The Board regularly considers feedback from the Company's stakeholders. These are set out in detail on pages 80 to 87. This engagement is effective and in keeping with the Company's culture. For example, much of the feedback is through face-to-face conversations, but where there is need for formality and confidentiality, such as whistleblowing, this is also provided. Stakeholder feedback can directly affect the Board's decision-making, such as feedback received from investors in relation to the proposed Directors' Remuneration Policy and direct employee feedback at Regional Board meetings, but it also provides the context for decision-making, particularly where there are competing stakeholder interests.

As Directors, when we discharge our duty as set out in section 172 of the Companies Act 2006 ('Section 172'), we have regard to the factors set out on the left side of this page beneath the heading 'Section 172(1) of the Companies Act 2006'. In addition to these factors, we also consider the interests and views of other stakeholders, including our pensioners, regulators and the government, and the customers of our trade customers.

We have set out some examples below of how the Directors have had regard to the matters in section 172(1)(a)-(f) when discharging their Section 172 duty and the effect on certain decisions taken by them in 2025.

Capital investment

Howdens has a well-established policy for capital allocation. We focus on achieving sustainable profit growth by investing in and developing our business model.

In previous years, we have reported how the Board has invested significant amounts of capital in vertical integration in manufacturing and logistics. These investments are crucial to ensure low-cost, high-quality products to our builder customer and exemplary service to our depots. However, the Board has also continued to invest in Howdens' front-end proposition (its depots) and product offering.

Despite the kitchen market contracting each year since 2022, the Board has continued to approve capital expenditure for new depots, depot reformats, operational investments and strategic land purchases. Since the start of 2023, Howdens has opened 94 new depots in the UK and Republic of Ireland and reformatted 136 depots (including depot relocations) and has also invested £174m in our manufacturing and logistics capabilities.

Investment in new capabilities and product groups such as HWS solid surface worktops, Paint to Order and Bedrooms generated £159m worth of sales in 2025.

The Board's continued confidence in Howdens' model and strategic advantages means that we benefit all of Howdens' direct and indirect stakeholders by reinvesting in its differentiated service offering. Our capital allocation policy provides a sustainable balance between making Howdens a more robust and more effective business and maintaining progressive returns for our shareholders.

Shareholder returns

The Board aims to maintain and grow ordinary dividends in line with earnings to reward shareholders with an attractive ongoing income stream. After allocating cash to support and grow the business, as detailed above, Howdens remains committed to returning any surplus capital to shareholders.

In February, the Board recommended a final dividend for 2024 of 16.3p per ordinary share and a new £100m share buyback programme. In July, it further recommended an interim dividend for 2025 of 5.0p per ordinary share.

The Board takes regular feedback from its shareholders on the most appropriate method of returning capital, including at the AGM where all shareholders, regardless of the size of their shareholding, are invited to attend and ask questions of the Board. Our CEO and CFO also discuss this during investor roadshows following results announcements (further information about investor engagement can be found on pages 84 and 85).

Howdens has a prudent risk appetite towards balance sheet management and aims to run the working capital cycle debt-free. This approach has provided a source of great strength in challenging past years, for example during the COVID-19 pandemic.

Approach to pension plan deficit funding

In April, the Board considered a proposal to alter the approach to deficit repair contributions for the Howden Joinery Pension Plan (the 'Plan'). The previous approach was that deficit contributions by the Company would commence if the Plan moved into deficit on a technical provisions basis for two consecutive month-ends. The proposed mechanism was for contributions to start if the funding position fell below 98% funding for at least two consecutive month-ends on a technical provisions basis. Under the proposal (once triggered), contributions would continue until funding had reached 102% for two consecutive month-ends. The Board considered that the benefit of introducing a 'tramline' approach was to avoid a situation where contributions were regularly being switched on and off.

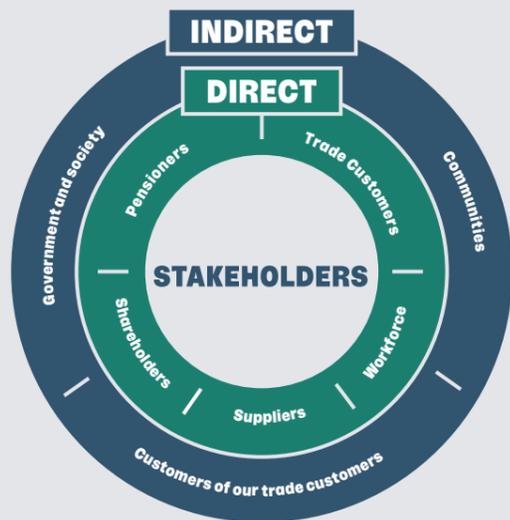
In reaching their decision, the Board noted the interests of members of the Plan, of whom c.800 current employees were members, but also of Howdens' wider stakeholder group who would benefit from a less sensitive trigger mechanism given the more predictable funding arrangement.

Governance

Corporate governance report continued

Stakeholder engagement

Howdens' stakeholders



Stakeholder and forms of engagement

Trade customers	pages 80 and 81
Workforce	pages 82 and 83
Suppliers	pages 84 and 85
Shareholders	pages 84 and 85
Pensioners	pages 86 and 87

Trade customers

Engagement with our trade customers included the following:

- 1 Local depots
- 2 Builder forums
- 3 Customer surveys and research



Local depots

The primary method of engaging with our trade customers since Howdens opened its doors in 1995 has been through conversations at the local depot. The relationship between depot managers and trade customers has always been at the heart of what we do.

Our depot managers feed back our trade customers' views to management at regional board meetings (see 'Workforce' on page 82 for further information), which the Managing Director of Trade is present at and which the CEO and other members of the Executive Committee frequently attend. Feedback from regional board meetings influences product and pricing decisions. However, it also reinforces our strategic decisions on new depot openings, and ensures that we are maintaining high standards of customer service and investing in new products. From these meetings, managers were able to feed back directly to the CEO, the MD of Trade, and other senior executives about any matters affecting their customers.

Board members, Executive Committee members and senior managers regularly visit depots to ensure they hear from trade customers and the depot teams firsthand. Depot visits also form a key aspect of new Board members' inductions.

Builder forums

During 2025, 62 builder forums were held. These are arranged by area managers or regional managing directors with depots inviting their regular customers to attend and to provide their views on the business, our products, and particular initiatives. Most forums will have the area manager present and a regional managing director may also attend. Depot managers may also be invited. The MD of Trade, CEO, and other members of the Executive Committee may also attend forums. Typically, six to eight customers participate in each forum.

Feedback from the forums is disseminated to the leaders of the appropriate teams, including commercial, digital, marketing, quality assurance and aftersales, finance, customer services and credit control. Once an identified action has been discussed and a way forward agreed, regional teams and depots receive communications about the feedback and any resulting actions. Where it is decided that changes should be made, this is also fed back to our customers in future forums to demonstrate the impact that their feedback can have.

Internal bi-monthly meetings are held to discuss the current 'live actions' monitor maintained by the depot support team and progress made to date. This progress is communicated to regional and depot teams where appropriate and to the MD of Trade.

Trade customer surveys

In addition to the frequent face-to-face conversations that we have with our customers in our depots, we run monthly trade customer surveys to better understand our customers' sentiment, price and value perceptions, purchase behaviour, business prospects, 'cost of living' impacts and planned activity.

Ad hoc 'deep dive' surveys are also used to ask trade customers about various product categories, including what is important to them within those product categories, what more they need from us, and what could cause them to trade elsewhere. In 2025, we completed these surveys across key strategic priority areas. We received over 10,000 responses from our customers, which has informed category strategy, brand and ranging plans, and depot education.

Over the course of the year, we conducted research to monitor customer satisfaction levels and assess the 'mood of the nation', receiving between 500 and 1,000 responses per wave. This, combined with our external brand tracking activity amongst the wider trade audience (including non-customers), helps Howdens ensure that we are delivering strong customer service and succeeding in making life easier for tradespeople.

Governance

Corporate governance report continued

Stakeholder engagement continued

Workforce

Engagement with our workforce included the following:

- 1 The Board's engagement arrangements
- 2 Regional board meetings
- 3 CEO focus groups
- 4 Town halls and feedback sessions
- 5 Trade union and works council meetings
- 6 Surveys
- 7 The Howdens Show
- 8 Whistleblowing helpline

Board workforce engagement arrangements

Given the complexity of Howdens' operations (when considering the variety of geographies and role types in our vertically integrated business), it was agreed by the Board in 2024 that workforce engagement would become a collective responsibility for all the Non-Executive Directors (rather than one member of the Board being designated as being responsible for workforce engagement) to ensure that the diversity of Howdens' workforce was properly and proportionately represented.

Non-Executive Directors are expected to attend at least two employee engagement sessions each year and to provide feedback after each session, focusing on positive themes emerging from the session, any issues raised, and whether any follow-up actions are needed.

In 2025, Non-Executive Directors attended regional board meetings (see below), visited depots, visited our Expo sites, attended The Howdens Show (see opposite page), visited our operations in France, and visited manufacturing and logistics sites. Most of the issues raised as a result of the engagement sessions were focused around local operational and market challenges, but there was also feedback that incentives were working well and the culture of the business came through strongly, especially at regional board meetings and in the manufacturing sites.

Regional board meetings

Regional board meetings are a forum for the depot leadership team and management to discuss strategy and day-to-day business matters on a regular basis. Our Managing Director of Trade attends all meetings and regional managing directors, area managers, and depot managers are expected to attend the meetings applicable to their region. Our CEO also attends a majority of these meetings and other members of the Executive Committee attend on an ad hoc or as-required basis. Certain support functions (including credit control, product development, quality & assurance, finance, and HR) also regularly attend. Members of the Board attend regional board meetings as part of their induction and periodically thereafter as part of their ongoing collective responsibility for workforce engagement.

In 2025, a total of 55 meetings were held across the UK and Ireland. Notes of each meeting are taken and sent to the regional team the same day following the meeting. Where issues have been raised, relevant teams are notified and requested to find a solution or to provide an answer. Updated notes are then sent out again within 10 days of the meeting, which contain information on actions being taken to issues raised.



Feedback in the regional board meetings tended to centre around issues around local operations and market, but a theme across the meetings towards the end of 2025 was that the incentives programme for depots had been a success and that 2025's incentives delivered the intended sales and margin results for the business.

CEO focus groups

Outside of the peak trading period, our CEO holds regular face-to-face focus group meetings with depot managers from different regions. These meetings provide a forum for managers to have a direct contact with our CEO and to discuss ideas within a smaller group setting than Regional Board meetings. Following the meeting, the CEO takes the managers out for dinner and also meets them the following morning. At the morning meeting, the CEO and depot managers speak directly with other Executive Committee members regarding any ideas or issues that have been flagged the previous day. This direct feedback from those on the frontline to the most senior leaders in the business is an important feature of the Howdens culture.

It is a result of the feedback from one of these focus groups that we designed, built and introduced to all UK depots a new pricing and margin tool. This tool provides managers with a comprehensive data set of local and national pricing trends, making price management easier and more effective.

Town halls and feedback sessions

The Operations Director continues to hold business updates each year for all employees based at our manufacturing and logistics locations, supported by members of the Operations Leadership team. The Operations Leadership team also hold 'Ask away' sessions with groups of employees. All new starters are invited to a 'Meet and Greet' session with members of the Operations Leadership team and, as part of that, all new starters are asked for their feedback about what they are enjoying and what we could do better.

At each of our manufacturing and logistic sites regular engagement forums are held with employees. At one of our sites, as a result of engagement forums in 2025, we have seen even better cross-functional working, enhanced handover procedures in assembly lines, and even more informal welfare check ins with forklift truck drivers. And at another site, as a direct result of an engagement forum, we have launched a spotlight programme to promote greater visibility and education around one of our benefits each month.

Regular town hall meetings are hosted by our Chief Commercial and Marketing Officer, and our Chief Financial Officer. The town hall meetings focus on business updates and updates on work ongoing within specific teams. Employees are given the opportunity to ask questions and the meetings also act as an opportunity to give recognition to employees who are going 'above and beyond' in their work.

Trade union and works councils meetings

Howdens respects the collective bargaining of its employees and actively engages with the trade union and works councils collectively at least quarterly. Local sites host trade union representative meetings and works councils meetings monthly. Site leadership and HR attend these meetings.

Surveys

During 2025, we conducted a survey among our employees to measure ourselves against our foundational principal of being 'worthwhile for all concerned'. The results showed that, compared to 2024, a higher proportion of participants of the survey felt that "Howdens is a place to work where everyone has opportunity and is encouraged to succeed at work" and that "Howdens is a great place to work". Nearly 80% of participants also stated that they were proud to work for Howdens. We plan on repeating this survey in the future so we can monitor trends and use the data to inform internal decision-making.

The Howdens Show

In January 2025, we hosted The Howdens Show, which welcomed nearly 1,200 employees to the International Convention Centre in Wales. Our CEO hosted the event, which was a chance to set the scene for the year ahead, and it featured business, charity and community updates from senior members of staff from across the business.

Other Board members also attended the event and were able to engage with a significant cross-section of the workforce.

Whistleblowing helpline

The Company uses a third-party operated, confidential whistleblowing helpline, which is multilingual and available 24 hours a day. The Board receives a biannual report detailing the number and nature of whistleblowing instances made during the period. Although no specific complaints were escalated for Board attention, the governance processes are in place should this be necessary.

Governance

Corporate governance report continued

Stakeholder engagement continued

Suppliers

Engagement with our suppliers included the following:

- 1 Category team relationships
- 2 Supplier conferences
- 3 Supplier Scope 3 emissions engagement



Maintaining strong supplier relationships based on trust is a key facet of our resilient business model. Cooperative engagement with suppliers on sustainability, new products and the scale necessary to support suppliers' businesses and investment plans helps us to ensure the relationships are enduring and worthwhile for both parties.

Category team relationships and supplier management

Howdens benefits from deep and long-standing relationships with many of our suppliers, to the mutual benefit of both parties and, ultimately, our trade customers. Product design and innovation is central to our success. Suppliers understand this and support us by responding quickly to new product initiatives and coming to Howdens first with their own innovations. This is a virtuous circle: lessons learned when dealing with Howdens flow back into our suppliers' own plans and initiatives. These lessons are not restricted to product innovation but may also include quality processes, packaging improvements (typically with environmental benefits) and insight into market trends.

Our internal commercial structure is organised into categories. The use of categories provides clear accountabilities for product range decisions and with greater internal accountability comes the fostering of stronger relationships with our suppliers. Suppliers are engaged with focused teams within the organisation and this clarity brings the opportunity for even more valuable discussions.

Business review sessions are held with all our strategic suppliers, quarterly, bi-annually or annually depending on size of business and, for example, scale of investment. These sessions cover all aspects of our relationship and always start with consideration of ESG, ethical trading and compliance. These sessions include not only our Commercial team, but also our quality, technical, and supply chain teams and cover new product opportunities and promotional campaigns, especially in our 'footfall driving' products. The sessions are invaluable in ensuring our strategic plans are aligned and operational plans are clearly understood.

In addition, we are partnered with SAP Ariba to further strengthen the way we do business with our suppliers in an efficient and more sustainable (paperless) way. SAP Ariba Supplier Life Cycle Performance (SLP) has helped improve the onboarding and management of our suppliers and allows them to transact and communicate with us digitally.

Suppliers conference

Supplier conferences are an important way of helping us maintain enduring relationships with our supply base.

At the conferences, which usually occur once every other year, we celebrate our successful partnerships and ensure that suppliers understand, and can align with, our priorities in the short, medium and long term. Supplier engagement is also key in our plans to achieve our Net Zero SBT Plans.

The conference, held over two days, sees presentations being given by senior leaders across Howdens and a chance for questions to be asked by the suppliers. Over the two days, there is also ample opportunity for Howdens' senior leaders to have face-to-face discussions with supplier representatives.

Scope 3 emissions engagement

We can only achieve our Net Zero SBTi targets by collaborating with our key suppliers. Further information about this engagement can be found on page 49.

Shareholders

Engagement with our shareholders included the following:

- 1 Annual General Meeting
- 2 Remuneration consultation
- 3 Investor relations programme

Annual General Meeting (AGM)

The 2025 AGM was held in-person and was an opportunity for the Board members to speak with shareholders and to present their updates to them directly. Members of our Executive Committee and senior leadership team were also present to meet with shareholders outside of the formal business of the meeting.

During the question and answer session at the AGM, the Board was asked questions on the following topics:

- Shareholder returns
- Artificial intelligence
- Manufacturing capacity
- Further European expansion

The questions raised were answered fully on the day and no further action or considerations were required.

Shareholders were provided with the opportunity to submit any questions they had of their Board of Directors through a question facility on the Company's corporate website, which remained open throughout the year.

Executive remuneration consultation

During H2 2024 and H1 2025, the Remuneration Committee consulted with the Company's top 30 shareholders and proxy advisory agencies on proposed changes to our Executive Director remuneration. Further details of these consultations are set out in the 2024 Remuneration Committee report.

Howdens engaged Georgeson in early 2025 to provide additional depth to our shareholder engagement strategy ahead of the 2025 AGM and the advisory vote on the Directors' remuneration report and the binding vote on the updated Directors remuneration policy.

Investor relations programme

During 2025, we supported our institutional shareholders with regular meetings and updates, both face to face and virtually.

The Board is provided with an investor relations update each period, which gives an overview of investor feedback and the Director of Investor Relations and the Company's brokers regularly provide verbal feedback at Board meetings on the investor relations programme.

Following the half-year and full-year results, more detailed feedback sessions were held with the Board to discuss shareholder views on the results and the Company's strategy. Overall, investors continue to be supportive of the Company's strategic initiatives and the resilience of Howdens' business model despite challenging market conditions.

Howdens also hosted four small group site visits with investors (both existing and prospective) to showcase both revamped depots and our operations. The visits combined tours of our facilities (for example, our major manufacturing site in Howden) and short presentations. The visits were hosted by the CEO and CFO alongside other senior managers.

The visits enabled investors to see Howdens' strategic initiatives firsthand, and to give them a better idea of the significant growth opportunities in our markets and how we are addressing them. The feedback from attendees of the visits was that these sessions allowed them to see firsthand the investment in the business and the progress made against strategic initiatives.

Governance

Corporate governance report continued

Stakeholder engagement continued

Pensioners

Engagement with the members of our pension plans includes the following:

- 1 Board engagement with the Trustee Board
- 2 Newsletters
- 3 Factor reviews

The Howden Joinery Defined Benefit Pension Plan (the 'DB Plan') has c.10,100 members, of whom c.5,200 are deferred members, and c.4,900 are pensioners and dependants.

The DB Plan is governed by a Trustee Board who is responsible for the Plan's administration and for the investment of its assets. While pensioners (as former employees and their dependants) are an important stakeholder group for the Company, Howdens' primary engagement is with the Trustee Board.

Board engagement with the Trustee Board

The Trustee Board, chaired by an independent trustee, is responsible for investment strategy and for the day-to-day running of the DB Plan. There are a number of matters reserved for the Company as sponsor under the Trust deed, and the Board invites the Chair of the Trustee to present to the Board every year and provide an update on matters affecting the membership. The Company and Trustee have an information-sharing protocol in place which is reviewed annually.

In 2025, the Company engaged with the Trustee Board on a number of matters outside of the normal engagement cycle of investment and funding strategy, including:

- collaboration on the Plan factor review;
- review of the Plan's endgame strategy;
- enhanced monitoring of LDI collateral headroom and overall liquidity;
- review of the investment strategy;
- progressing the GMP equalisation project following the Lloyds Bank judgement;
- review and approval of information sharing protocols; and
- successful connection to the pensions dashboard ecosystem.

Newsletters

In March and October 2025, Plan newsletters were sent by the Trustee Board to all members of the DB Plan. The newsletter provided updates on matters such as Trustee Board changes, access to retirement planning tools on the member portal, latest funding position and financial review, and an update on the DB Plan's climate governance work in the year.

Plan factor review

The Plan has in place various actuarial factors which are used to calculate and adjust the benefits of Plan members under different scenarios. It is good practice to review the actuarial factors on a regular basis, to ensure that they still meet the requirements of legislation and the Plan rules. These factors determine the value and cost of various member options. Following completion of the 2023 triennial valuation, the Trustee agreed to undertake a factor review (last updated in 2021).

The commutation factors were reviewed to take account of updated market conditions. The updated factors were agreed and implemented from 1 September 2024. A full review of the plan factors will take place after completion of the 2026 triennial valuation.

Governance

Corporate governance report continued

UK Corporate Governance Code: application and compliance

This Annual Report and Accounts has been prepared under the 2024 version of the UK Corporate Governance Code (the '2024 Code'), which applies to accounting periods beginning on or after 1 January 2025 (with the exception of Provision 29 which applies to accounting periods beginning on or after 1 January 2026). We are pleased to report that the Company applied all the Principles of the 2024 Code throughout the period, and we have reported in summary over the next few pages how we have done so. Throughout the financial period under review, the Company was compliant with all Provisions of the 2024 Code, except for Provision 41.

Provision 41 provides that the annual report of remuneration committees should include a description of the engagement that has taken place with the workforce to explain how executive remuneration aligns with wider company pay policy.

The Remuneration Committee did not directly consult with the workforce on Executive Director pay arrangements during 2025; however, the Committee receives reports from management on pay and benefits across the workforce to ensure that there is good alignment on remuneration across the organisation. In addition, through the Company's Share Incentive Plan (SIP), nearly all employees in the UK and the Isle of Man (the majority of our workforce) have been awarded free shares, which gives them voting rights on those shares from the day they are awarded. This means they can vote on the Directors' Remuneration Report and the Directors' Remuneration Policy (when applicable) at general meetings of the Company. At the 2025 Annual General Meeting, the resolution to approve the Directors' Remuneration Policy received 99.5% support. The Remuneration Committee will keep under review the need to engage the workforce more directly on Executive remuneration arrangements. Details of how Executive Director pay is considered in the context of the workforce is set out on page 113.

Provision 5 of the 2024 Code states that one or a combination of the methods listed below should be used for engaging with the workforce or an explanation provided for the alternative arrangements that are in place and why they are considered effective:

- a director appointed from the workforce;
- a formal workforce advisory panel;
- a designated non-executive director.

For the reporting period, the Board chose to put in place alternative arrangements and workforce engagement was a matter for which all the Non-Executive Directors were responsible. A full explanation of how these arrangements work and why they are considered effective for Howdens may be found on page 82.

UK Corporate Governance Code: application of Principles

Section 1: Board leadership and company purpose

A A successful company is led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to wider society. The board should ensure that the necessary resources, policies and practices are in place for the company to meet its objectives and measure performance against them.

Howdens' founding principle of being worthwhile for all concerned supports the premise that its role is to ensure long-term, sustainable growth and value for all its stakeholders.

Further information on our resilient business model and strategy can be found in the Strategic Report beginning on page 1. Our contribution to wider society and our statement of the extent of consistency with the TCFD framework can be found in our Sustainability Matters report beginning on page 42.

Governing in an effective way ensures the framework and controls needed to align our operations with our strategy are in place. It is only by doing this that we can ensure long-term strategic success of the Company for our stakeholders. We discuss throughout the

Governance section how our actions help to preserve the value that the business generates and how they support the strategy. For example, we have set out the way our Executive remuneration structure supports our strategic aims on pages 107 to 110.

The Board is satisfied that the necessary resources are in place to ensure that the Company meets its objectives and measures performance against them. Our KPIs and how we have performed against them can be found on pages 28 and 29.

More information on our risk processes, including our principal and emerging risks, can be found on pages 36 to 41. Our Audit Committee report provides a summary of our internal control framework on pages 131 to 133.

B The board should establish the company's purpose, values and strategy, and satisfy itself that these and its culture are aligned. All directors must act with integrity, lead by example and promote the desired culture.

An explanation of our purpose, values and strategy are set out in the Strategic Report, which starts on page 1. The Board regularly discusses the importance of Howdens' unique culture and is mindful that it remains aligned with its purpose, values and strategy. Direct engagement with the workforce is a key part of the Board's agenda. Since 2024, all Non-Executive Directors share the responsibility of workforce engagement, allowing the Board to experience and monitor the culture firsthand.

More information about the Board's engagement with the workforce may be found on pages 82 and 83.

Integrity and sympathy to the Howdens culture are paramount when the Board appoints new members of the Board. More information about our recruitment and inductions process can be found on page 99.

C Governance reporting should focus on board decisions and their outcomes in the context of the company's strategy and objectives. Where the board reports on departures from the Code's provisions, it should provide a clear explanation.

The Board is mindful of its legal obligations to make specific disclosures under a wide panoply of corporate reporting regulation. This disclosure is sometimes, necessarily, detailed. However, wherever possible, the Board strives to ensure that its governance reporting is outcome driven and where the Board departs from the Code's provisions, a full and clear explanation is provided.

The Board has provided disclosures in this report which consider the decision-making processes and subsequent outcomes of a number of Board decisions. These disclosures can be found on pages 78 and 79. The Remuneration Committee of the Board has also disclosed the outcomes of the shareholder consultation and implementation of the Directors' Remuneration Policy. More details on these specific outcomes are on page 85 and pages 118 to 121.

In relation to departure from the provisions of the Code, the Board has reported one non-conformity with a supporting explanation on page 88.

D In order for the company to meet its responsibilities to shareholders and stakeholders, the board should ensure effective engagement with, and encourage participation from, these parties.

Howdens has a broad group of clearly defined stakeholders and Board members actively engage with each of these groups. A detailed explanation of our engagement with our shareholders and wider stakeholder base, and where this engagement has

informed the Board's decision-making processes, can be found on pages 80 to 87. How the Board members discharged their 'Section 172' statutory directors' duties is set out on pages 78 and 79.

Governance

Corporate governance report continuedUK Corporate Governance Code: application of Principles continued

E The board should ensure that workforce policies and practices are consistent with the company's values and support its long-term sustainable success. The workforce should be able to raise any matters of concern.

The Board and its committees review workforce policies and practices on a regular basis. A Group policy framework has been established and is reported on to the Board on an annual basis, as well as any updates needed for Group policies. Part of this review includes ensuring that policies remain aligned to the Howdens culture and support long-term success.

One example of this is how our Remuneration Committee considers the pay policies and practices of the wider workforce when determining Executive reward. More information in this regard can be found on pages 106 and 113.

All employees are able to raise any matters of concern using the confidential whistleblowing helpline. The helpline is available 24 hours a day, it is multilingual, and it is operated by an independent third party. The Board receives reporting from the helpline twice a year and any matters of significant concern are escalated as appropriate by the Company Secretary who oversees the helpline with support from the Internal Audit team.

Section 2: Division of responsibilities

F The chair leads the board and is responsible for its overall effectiveness in directing the company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.

The Board confirms that Peter Ventress was independent on appointment when assessed against the circumstances set out in Provision 10 of the Code. The roles of Chief Executive and Chairman are not held by the same individual and the Chairman has never held the position of Chief Executive of the Company. These factors help ensure that the Chairman demonstrates objective judgement throughout his tenure.

The Chairman is mindful of his role in facilitating constructive Board relations and promoting a culture of openness and debate amongst the Board. This in turn encourages the effective contribution of all the Non-Executive Directors.

The 2025 external Board evaluation concluded that the Board was effective, supportive of management and doing well. Further information about the outcomes and process of the evaluation may be found on pages 100 and 101.

The Chairman is also mindful of the need for the Directors to receive information which is accurate, timely and clear. He is supported in this by the Company Secretary, who ensures the effective flow of information in a timely manner between the Board and senior management.

G The board should include an appropriate combination of executive and non-executive (and, in particular, independent non-executive) directors, such that no one individual or small group of individuals dominates the board's decision-making. There should be a clear division of responsibilities between the leadership of the board and the executive leadership of the company's business.

At least half of the Board was made up of Independent Non-Executive Directors (not including the Chairman) throughout the reporting period. The Non-Executive Directors that the Board considered to be independent are shown as such on page 70. The Board confirms that all the Non-Executive Directors (excluding the Chairman) were independent during the reporting period and that the Chairman was independent on appointment.

There is a clear division of responsibilities between the leadership in the organisation. The responsibilities of the Chairman, Chief Executive, and Senior Independent Director may be found on the Company's website (www.howdenjoinerygroupplc.com/governance/division-of-responsibilities) and the function of the Board Committees may be found in the respective committee terms of reference, also available on the Company's website (www.howdenjoinerygroupplc.com/governance/tor-and-schedule-of-matters).

H Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold management to account.

The number of Board meetings which were held during the reporting period and the attendance at each of these meetings may be found on page 69. Similarly, the number of meetings of each Board Committee and the attendance may be found on the following pages: 95 (Nominations Committee), 102 (Remuneration Committee), 128 (Audit Committee), and 134 (Sustainability Committee).

When reviewing the Nominations Committee's recommendation to appoint a new Director, the Board will always assess whether the candidate is able to allocate enough time to the role. Similarly, when assessing the acceptability of an existing Director's wish to take on external appointments, the Board will assess the additional demand on that Director's time before authorising the appointment. This occurs within the Board's agreed existing

Section 2: Division of responsibilities continued

protocol whereby any significant appointments taken on while serving as a Director of the Company must be approved by the Board before they are entered into.

This is set out in the Schedule of Matters Reserved for the Board which may be found on the Company's website (www.howdenjoinerygroupplc.com/governance/tor-and-schedule-of-matters). During the reporting period, no existing Directors took on additional external listed-company appointments.

Members of the senior management team regularly presented to the Board (see pages 76 and 77 for a timeline of Board meetings and information regarding any Executive Committee attendees), which provided an opportunity for the Board to constructively challenge and to provide advice to our senior management team.

Information about the management of conflicts between the duties Directors owe the Company and either their personal interests or other duties they owe to a third party may be found on pages 129 and 133.

I The board, supported by the company secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.

All of the Directors of the Company have access to the advice of the Company Secretary, who is responsible for advising the Board on all governance matters.

The Board has implemented a Group policy framework, which is considered by the Board on an annual basis. Individual policies and associated practices are considered alongside the framework review process.

As stated in the Schedule of Matters Reserved for the Board (which may be found at www.howdenjoinerygroupplc.com/governance/tor-and-schedule-of-matters), the appointment and removal of the Company Secretary is a decision for the Board as a whole.

Section 3: Composition, succession and evaluation

J Appointments to the board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan should be maintained for board and senior management. Both appointments and succession plans should be based on merit and objective criteria. They should promote diversity, inclusion and equal opportunity.

The Nominations Committee engages external search consultancies when searching for Board position candidates. Further information about the appointments process is available on page 99 of the Nominations Committee report and the Board's diversity policy is available on page 98.

The Nominations Committee regularly reviews the skills matrix and the tenure of each Board member (see pages 96 and 99 for further details). This ensures the Board's succession plan remains aligned with the natural rotation of Directors off the Board and the strategic objectives of the business.

The succession plans for the senior management team are also regularly considered by the Board.

K The board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the board as a whole and membership regularly refreshed.

The Board uses a skills matrix to ensure it has the necessary combination of skills, experience and knowledge to meet its strategic objectives, business priorities and to ensure the unique Howdens culture is maintained. The skills matrix may be found on page 96. The tenure of each Director can be found on page 71 (Executive Directors) and page 99 (Non-Executive Directors).

The Board has a good balance of new and longer-serving Directors. As at the year end date, tenures of the Non-Executive Directors (including the Chairman) range from 12 months to just over six years, and the average tenure is just under three years.

L Annual evaluation of the board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.

Details of the 2025 external Board evaluation process and outcomes may be found on pages 100 and 101.

The specific reasons why the Board considers that each Director's contribution is, and continues to be, important to the Company's long-term sustainable success may be found on pages 71 to 73.

Reference to the specific reasons and where to find them in the Annual Report and Accounts will accompany the resolutions to elect or re-elect Directors in the 2026 AGM Notice. The Board recommends that shareholders vote in favour of the election or re-election of all the Directors standing.

Governance

Corporate governance report continued

UK Corporate Governance Code: application of Principles continued

Section 4: Audit, risk and internal control

M The board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions and satisfy itself on the integrity of financial and narrative statements.

The Board has established formal and transparent policies and procedures, which ensure the external auditor and internal audit function are independent and effective, and are accountable to the Audit Committee.

The Board also monitored the integrity of the annual and interim financial statements of the Company through the Audit Committee. Further information about the work of the Audit Committee, including the subjects above, may be found in the Audit Committee report, which begins on page 126.

N The board should present a fair, balanced and understandable assessment of the company's position and prospects.

A statement regarding the Directors' responsibility for preparing the Annual Report and Accounts, and the Directors' assessment of the Annual Report and Accounts, taken as a whole, as being fair, balanced and understandable, and providing the necessary information for shareholders to assess the Company's position, performance, business model and strategy, can be found in the Strategic Report beginning on page 1.

O The board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the company is willing to take in order to achieve its long-term strategic objectives.

The Board is responsible for the Group's systems of internal control and risk management, and for reviewing their effectiveness. The Board is assisted with these responsibilities by the Audit Committee. Such a system is designed to manage rather than eliminate the risks of failure to achieve business objectives, as well as to help the business take appropriate opportunities. The Board has conducted reviews of the effectiveness of the system of internal controls through the processes described within the 'Risk management' section (see pages 36 to 41) and is satisfied that it accords with the Code and with the Guidance on Risk Management, Internal Control, and Related Financial and Business Reporting. As described in the Audit Committee report on page 132, the management team continued to strengthen our overall control framework.

This work to further enhance internal controls will lead to better assurance and efficiencies through opportunities to formalise and automate controls and improve visibility to the Executive Committee, Audit Committee and Board in a consistent way across the Group.

The assessment of the principal and emerging risks, the uncertainties facing the Group, and the ongoing process for identifying, evaluating and managing the significant risks faced by the Group is set out in the 'Risk management' section (see pages 36 to 41). The Board confirms that it has conducted a robust assessment of the principal and emerging risks.

Section 5: Remuneration

P Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success. Executive remuneration should be aligned to company purpose and values, and be clearly linked to the successful delivery of the company's long-term strategy.

The way the Remuneration Committee has ensured our remuneration policies and practices are aligned with our culture, our strategy, our KPIs and risk management is discussed in the Remuneration Committee report, which starts on page 102

Q A formal and transparent procedure for developing policy on executive remuneration and determining director and senior management remuneration should be established. No director should be involved in deciding their own remuneration outcome.

The Remuneration Committee has delegated responsibility for setting the Executive Directors' remuneration under the shareholder-approved Directors' Remuneration Policy (the full policy is set out at www.howdenjoinerygroupplc.com/governance/remuneration-policy). The Remuneration Committee also has delegated responsibility for setting the Chair of the Board's remuneration and the remuneration of senior management (i.e. the members of the Executive Committee, the Company Secretary and the Director of Risk and Assurance). No Director is able to determine their own remuneration outcome.

The Remuneration Committee reviews workforce remuneration and related policies when setting Executive Director remuneration. Ensuring these factors are always considered means our remuneration policies are clear and as predictable as possible. Further information can be found in the Remuneration Committee report, which starts on page 102.

R Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances.

The Remuneration Committee membership is made up of only independent Non-Executive Directors.

Details of whether the Remuneration Committee exercised its discretion during the year can be found in the Annual Remuneration Committee Chair's Statement (pages 104 to 106).

By order of the Board

Peter Ventress
Chairman

25 February 2026