# Position Statement of the Chairperson

Annex C



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# Statement from the Chairperson of the Board

## Introduction



As Chairperson of the Board of Emcar Ltd, I am pleased to share an overview of my role and responsibilities in guiding the Board and supporting the company's continued development. Having been part of Emcar since 1986, I have witnessed the company's growth and evolution across various sectors. With over 40 years of experience within the organisation, I remain committed to upholding the values that have shaped Emcar's success, while ensuring that the Board operates with integrity, transparency and sound governance.

## My Responsibilities as Chairperson

My role is to provide leadership to the Board, ensuring that it works effectively and makes informed decisions in the best interests of the company and its stakeholders. This includes chairing Board meetings, setting clear agendas focused on strategic priorities, and encouraging open and constructive discussions where every director's contribution is valued. I also ensure that Board members receive accurate and timely information to carry out their responsibilities effectively.

Beyond overseeing the Board's activities, I place great importance on maintaining strong relationships between directors, management and shareholders, while promoting accountability and good corporate governance. I am equally committed to supporting the Board's ongoing development, ensuring that its decisions are implemented and that Emcar continues to grow responsibly, while preserving the trust and confidence of its stakeholders.

Marc Rogers
Chairperson of the Board
Emcar Limited

27 October 2026

The Chair is responsible for the direction of the Board and plays a critical and pivot role in creating the conditions necessary for the overall effectiveness of the board and individual directors, both inside and outside the boardroom.

The Chairperson is expected:

- To promote and oversee the highest standards of corporate governance within the Board and the Company.
- To chair Board and Shareholders' meetings.
- To lead the Board, and in particular the discussions on all the proposals made by the executive/management team.
- To set an agenda for the Board, which is:
    - Focused on strategic issues;
    - Forward looking;
    - Evaluates and supervises current business.
- To maintain a proper process to ensure compliance with Board policy on matters reserved to Board review.
- To ensure that Board members receive accurate, timely and clear information to enable them to monitor performance, make informed decisions and give appropriate advice to promote the success of the Company.
- To manage Board meetings in a way that allows sufficient time for the discussion of complex or contentious issues and that all members' contributions are encouraged and valued.
- To ensure that Board decisions are executed.
- To maintain an efficient and balanced team, initiate change and plan the succession of non-executive directors.
- To encourage the active engagement of all Board members.
- To ensure that Board committee(s) are properly structured with appropriate terms of reference.
- To create the conditions for the overall effectiveness of the Board and individual directors, including the promotion of an appropriate induction programme for new directors, creating the opportunity to maintain the relevant skills and knowledge required to fulfil the director role on the Board and its committees and by ensuring the Board carries out an annual assessment of its own performance, that of its committees and that of each director, including the Chairperson.
- To lead the process of identifying suitable successors for the Board, the Managing Director (MD) and key senior management appointments.

- To ensure that he/ she is fully informed of all matters on which the Board will need to make a decision through briefings with the MD and the Company Secretary as appropriate.
- To take the lead in identifying and meeting the development needs of each director and to address the development needs of the Board as a whole with a view to improving its overall effectiveness as a team.
- To promote effective relationships and open communication between executive and non-executive directors both inside and outside the boardroom.
- To be a sounding board and mentor for the MD and to build a close relationship of trust with the MD and senior managers, providing support and advice while respecting executive/management responsibilities.
- To ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders.
- To ensure effective communication with Shareholders and ensure that Board members understand the views of Shareholders.
- To build and maintain stakeholder confidence in the Company and in conjunction with the MD, represent the Company to key stakeholders.

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| **Entity** | EMCAR LIMITED | |
| **Initial Approval by the Board of Directors on** | August 14th, 2026 | |
| **Updated on** | Date<br>November 27th, 2026 | Board Approval<br>Dated: |



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