

# Corporate Governance Statement

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# CHAIR'S INTRODUCTION



“Throughout FY 2025/26, the Board remained focused on long-term value creation.”

## Dear Shareholder,

On behalf of the Board, I am pleased to present the Corporate Governance Statement for the year ended 28 March 2026. It describes Burberry's corporate governance framework and procedures. It also summarises the work of the Board and its Committees to illustrate how we have discharged our responsibilities this year.

## Areas of focus

Throughout FY 2025/26, the Board remained focused on long-term value creation and effective oversight of management's execution of the Burberry Forward strategic plan and recovery of operational and financial performance. This included delivery of the Organising for Growth transformation programme, our reimagined purpose and values and the strengthening of customer and operational priorities. The Board also oversaw the review of Burberry's sustainability targets, including approving the extension of our overall net zero target from FY 2039/40 to FY 2049/50, and the approval of our Climate Transition Plan. Further information on the Board's areas of focus during the year is set out on page 118.

## Board changes during FY 2025/26

A number of Board changes happened in the early part of the year. Stella King joined the Board as a Non-Executive Director on 1 April 2025 and Fabiola Arredondo, Sam Fischer and Antoine de Saint-Affrique retired as Non-Executive Directors following the Annual General Meeting (AGM) on 16 July 2025. I would like to thank Fabiola, Sam and Antoine for their service to the Company and the extensive knowledge and experience they brought to Board discussions throughout their tenures. Information on the induction programme for Stella was included in the FY 2024/25 Nomination Committee Report.

Succession planning and the orderly evolution of the Board remain priorities for the Board to ensure continuity of oversight while maintaining an appropriate balance of skills and experience aligned to the Group's strategic direction.

Further information is included in the Nomination Committee Report on page 127.

## Board effectiveness

The Board conducted an internally facilitated review of its effectiveness during the year which confirmed that the Board and its Committees continue to operate effectively. Further information on the review process and areas of focus for FY 2026/27 identified through the review are summarised on page 125. An update on our progress against the actions identified in the effectiveness review conducted in respect of FY 2024/25 is also provided on page 126.

As Chair of the Board, one of my principal responsibilities is to undertake an annual review of the performance of my fellow Directors. This review process is essential to ensure that each Board member is able to contribute to the best of their ability, thereby supporting the overall effectiveness and success of the Board.

The Nomination Committee also performed the annual review of Directors' time commitments and independence on behalf of the Board. Further information on its considerations are contained within the Nomination Committee Report on pages 129 to 130.

## Culture and employee voice

Culture underpins sustainable performance and stakeholder trust. The Board is responsible for setting the tone at the top of the organisation and ensuring Burberry's culture is aligned with our purpose and values. During the year, the Board continued to prioritise hearing directly from colleagues and understanding their experience of working at Burberry. We do this through a range of channels, including Employee Engagement Surveys, the Global Workforce Advisory Forum and attending town hall meetings which enable open dialogue on matters that are important to colleagues across the Group. These engagements give my fellow Non-Executive Directors and me valuable insight into Burberry's culture, how our purpose and values are experienced in practice and the issues and opportunities colleagues experience as we deliver our strategy. The Global Workforce Advisory Forum meetings, in particular, provide a strong and constructive feedback mechanism and I am grateful to its members for their participation and their candid comments.

## Directors' Remuneration Policy

The Burberry Directors' Remuneration Policy was last approved by shareholders in 2023. In line with the Companies Act 2026, which requires shareholder approval at least every three years, Danuta Gray, Chair of our Remuneration Committee, and I undertook an extensive shareholder engagement programme as part of developing our 2026 Directors' Remuneration Policy proposals. Further information on our proposals is set out in the Directors' Remuneration Report on pages 150 to 160.

## UK Corporate Governance Code

As set out on page 114, the Board confirms compliance with the applicable principles and provisions of the UK Corporate Governance Code 2024 during FY 2025/26. Good progress has also been made in preparing for compliance with Provision 29 of the Code, which will apply to Burberry from FY 2026/27. Further details regarding our preparedness for Provision 29 are set out in the Audit Committee Report on page 137.

I am pleased with the way our governance processes operated during the year and would like to thank my fellow Board members for their engagement and continued support throughout the year.

## Gerry Murphy

Chair

# BOARD OF DIRECTORS

## Committee key

- C Chair

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- A Audit Committee

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- N Nomination Committee

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- R Remuneration Committee

More information on the Board’s skill set can be found on page 129.



### Dr Gerry Murphy

Chair



Appointed as Chair: 12 July 2018

Appointed: 17 May 2018

Nationality: Irish/British

#### Key skills and experience

Gerry brings substantial international and senior management experience to the Board, in addition to in-depth knowledge of managing business transformations. His understanding of UK corporate governance requirements and extensive experience in the retail sector provides the Board with highly relevant and valuable leadership as Burberry continues to focus on delivering long-term sustainable value for all our stakeholders.

#### Current appointments

- Chair, Tesco plc
- Trustee and Director, The Burberry Foundation
- Senior Advisor, Perella Weinberg
- Mentor, Chair Mentors International

#### Previous appointments

- Chair: Tate & Lyle plc and The Blackstone Group International (and partner in the firm’s private equity investment unit)
- Non-Executive Director: British American Tobacco plc, Merlin Entertainments plc, Reckitt Benckiser plc, Abbey National plc and Novar plc
- CEO: Kingfisher plc, Carlton Communications plc (now ITV), Exel plc and Greencore Group plc
- Mentor, J&A Mentoring



### Joshua Schulman

Chief Executive Officer

Appointed: 17 July 2024

Nationality: American

#### Key skills and experience

Joshua is an accomplished Chief Executive Officer who has held a number of CEO and senior executive roles at global luxury, fashion and retail businesses. His extensive retail industry experience spans over 30 years across merchandising, wholesale and brand management in the USA, Europe and Asia, with a strong track record of delivering brand transformations and driving growth globally. Joshua shares the Board’s ambition to build on Burberry’s unique British heritage to deliver growth and unlock the brand’s full potential.

#### Current appointments

- Trustee and Director of the Elton John AIDS Foundation

#### Previous appointments

- CEO: Michael Kors, Coach, Jimmy Choo
- President: Bergdorf Goodman and NMG International
- Non-Executive Director: Farrow & Ball
- Senior executive roles: Yves Saint Laurent, Gucci



**Kate Ferry**  
Chief Financial Officer

Appointed: 17 July 2023  
Nationality: British

**Key skills and experience**

Kate is a highly experienced Chief Financial Officer, having held roles in both public and private companies. In addition to her financial acumen, Kate has extensive experience driving business transformation and strategic development, and a deep understanding of public markets. She has particular expertise in the retail sector, as well as an excellent understanding of the luxury industry. In her early career, Kate was involved in numerous IPOs, including Burberry's in 2002. Kate is a Chartered Accountant.

**Current appointments**

- Trustee and Director, and Chair of the Audit Committee, British Olympic Foundation

**Previous appointments**

- Non-Executive Director and Chair of the Audit Committee, Greggs plc
- Chief Financial Officer, McLaren Group Limited
- Group Chief Financial Officer, Talk Talk Telecom Group PLC
- Corporate Affairs Director, DixonsCarphone PLC
- Director within the retail sector equity research team at Merrill Lynch



**Orna NíChionna**  
Senior Independent Director

**N R**

Appointed: 3 January 2018  
Nationality: Irish

**Key skills and experience**

Orna is a highly experienced Non-Executive Director and brings extensive international business knowledge, particularly in the consumer and retail sectors. She has a passion for sustainability, as demonstrated through her role as Chair of The Eden Trust. Having co-led the European Retail Practice at McKinsey & Company and subsequently held a number of advisory roles across retail and luxury goods businesses, she has a deep understanding of retail strategy, transformations and operating efficiency.

**Current appointments**

- Trustee and Deputy Chair, Institute for Fiscal Studies
- Trustee and Chair, The Eden Trust

**Previous appointments**

- Chair: Founders Intelligence and Soil Association
- Interim Chair, The National Trust
- Senior Independent Director: Saga, Bupa, HMV, Northern Foods and Royal Mail
- Non-Executive Director, Bank of Ireland UK
- Partner, McKinsey & Company and co-lead of its European Retail Practice



**Alessandra Cozzani**  
Independent Non-Executive Director

**A N**

Appointed: 1 September 2023  
Nationality: Italian

**Key skills and experience**

Alessandra brings to Burberry both financial expertise and a profound understanding of the luxury market, having spent over 20 years at Prada Group. A highly experienced Chief Financial Officer, Alessandra's career spans a variety of finance roles, including financial management and control, accounting, tax, treasury and insurance, as well as investor relations. She started her career as an auditor at Coopers & Lybrand.

**Current appointments**

- Director, Esselunga SpA
- Non-Executive Director, Brembo N.V.

**Previous appointments**

- Group Chief Financial Officer and Executive Director of Prada SpA (listed in Hong Kong S.A.R., China), previously Group Investor Relations Director and other financial management roles within Prada Group



### Ron Frasch

Independent Non-Executive Director



Appointed: 1 September 2017

Nationality: American

#### Key skills and experience

Ron has spent over 30 years working in the retail industry. He has clear strategic acumen, strong leadership skills and wide-ranging experience of working with luxury fashion brands. While at Saks, he was instrumental in developing the company's private-label collections. Ron's merchandising skills and experience within the fashion industry will continue to play a pivotal role as we strengthen our performance in the luxury fashion market.

#### Current appointments

- Non-Executive Director, Crocs Inc.
- CEO, Ron Frasch Associates LLC

#### Previous appointments

- Non-Executive Director: MacKenzie Childs and Aztech Mountain
- President and Vice Chairman, Saks Fifth Avenue Inc.
- President and CEO, Bergdorf Goodman
- President of the Americas for an Italian licensing company of luxury fashion brands



### Danuta Gray

Independent Non-Executive Director



Appointed: 1 December 2021

Nationality: British

#### Key skills and experience

Danuta is a highly experienced Non-Executive Director and Chair with a strong understanding of consumers, technology, sales and marketing within the UK and international business markets gained through her executive career. Her extensive UK plc board experience and understanding of UK governance requirements make her a strong asset to our Board.

#### Current appointments

- Chair, Croda International plc
- Board member, Employ Autism Development
- Trustee, The Resolution Foundation

#### Previous appointments

- Chair: Direct Line Insurance Group plc and St Modwen Property plc
- Senior Independent Director, Aldermore Bank plc
- Non-Executive Director and Remuneration Committee Chair: Old Mutual plc and Page Group plc
- Non-Executive Director: Paddy Power plc, Aer Lingus plc and UK Ministry of Defence
- CEO: Telefónica O2 and Executive Director, Telefónica Europe plc



### Stella King

Independent Non-Executive Director



Appointed: 1 April 2025

Nationality: Italian

#### Key skills and experience

Stella brings a wealth of luxury industry experience and a deep understanding of Asian consumers, having worked in the Asia Pacific region for more than 30 years. As Chief Chinese Business Officer for Moncler, Stella was responsible for developing strategies to meet the needs of Chinese consumers all over the world. Prior to this role, Stella was President, Asia Pacific for Moncler where she played a pivotal role in driving growth in the region.

#### Current appointments

- Senior Advisor, FountainVest Group Limited

#### Previous appointments

- Chief Chinese Business Officer, Moncler
- President Asia Pacific, Moncler
- President Asia Pacific, Sergio Rossi
- Non-Executive Director, Stone Island (part of the Moncler Group)



### Alan Stewart

Independent Non-Executive Director



Appointed: 1 September 2022

Nationality: British

#### Key skills and experience

Alan has extensive corporate finance and accounting experience gained from a variety of industries, including retail and leisure. He has considerable executive leadership experience, including various Chief Financial Officer positions within top FTSE organisations. Alan is currently a member of Chapter Zero, a community of non-executive directors committed to achieving net zero targets, and was a founding member of the Accounting For Sustainability CFO network. His keen interest in sustainability is important to the Board in driving Burberry's climate change strategy. Alan qualified as a chartered accountant with Deloitte.

#### Current appointments

- Senior Independent Non-Executive Director and Chair of Audit and Risk Committee, Haleon plc

#### Previous appointments

- Non-Executive Director and Chair of Audit Committee, Diageo plc
- Non-Executive Director and Chair of Remuneration Committee, Reckitt Benckiser Group plc
- Non-Executive Director and Audit Committee Chair, Games Workshop Group
- Chief Financial Officer, Tesco PLC
- Chief Financial Officer, Marks & Spencer PLC



### Gemma Parsons

Company Secretary

Appointed: 1 October 2018

Nationality: British

Gemma is a Fellow of the Chartered Governance Institute and has 30 years' company secretarial experience. She is a member of the Chartered Governance Institute's Company Secretaries' Forum and of the Association of General Counsel and Company Secretaries of the FTSE 100 (GC100).

#### Previous appointments

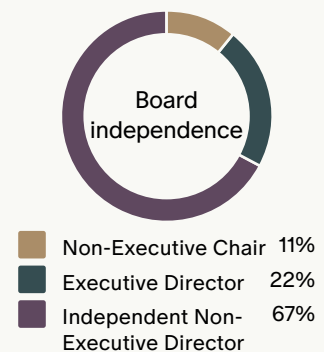
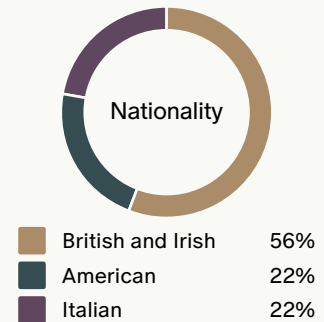
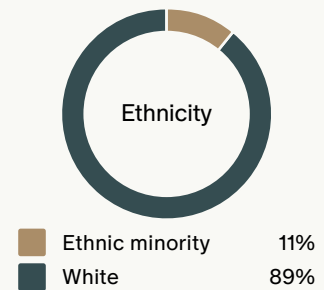
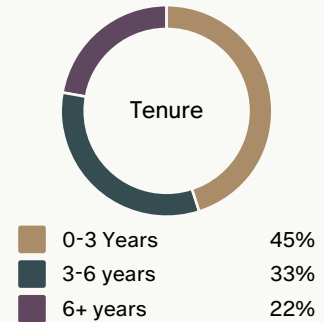
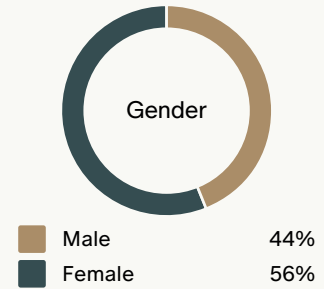
- Company Secretary, The Berkeley Group Holdings plc
- Deputy Company Secretary, Smith & Nephew plc
- Deputy Company Secretary, TSB Banking Group plc

Directors whose tenure ceased during FY 2025/26:

- Fabiola Arredondo stepped down as Non-Executive Director on 16 July 2025
- Sam Fischer stepped down as Non-Executive Director on 16 July 2025
- Antoine de Saint-Affrique stepped down as Non-Executive Director on 16 July 2025

## Board composition

As at 13 May 2026



# EXECUTIVE COMMITTEE



**Joshua Schulman**  
Chief Executive  
Officer



**Kate Ferry**  
Chief Financial  
Officer



**Charlotte Baldwin**  
Chief Information  
Officer



**Matteo Calonaci**  
Chief Operating and  
Supply Chain Officer



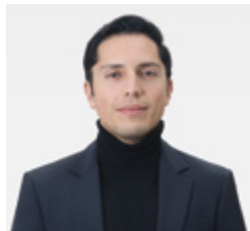
**Laura  
Dubin-Wander**  
President Americas



**Claudia Kim**  
President Asia  
Pacific



**Jonathan Kiman**  
Chief Marketing  
Officer



**Johnattan Leon**  
Chief Customer  
Officer



**Alexandra  
McCauley**  
Chief People Officer



**Paul Price**  
Chief Product,  
Merchandising and  
Planning Officer



**Edward Rash**  
General Counsel



**Frank van Loon**  
President EMEA



**Josie Zhang**  
President Greater  
China

## Changes to the Executive Committee during FY 2025/26

- Charlotte Baldwin joined the Committee on 31 March 2025
- Klaus Bierbrauer was a member of the Committee until 27 February 2026
- Matteo Calonaci joined the Committee on 1 December 2025
- Laura Dubin-Wander joined the Committee on 18 July 2025
- Claudia Kim joined the Committee on 18 July 2025
- Johnattan Leon joined the Committee on 1 December 2025
- Frank van Loon joined the Committee on 18 July 2025
- Josie Zhang joined the Committee on 18 July 2025

# CORPORATE GOVERNANCE REPORT

## UK Corporate Governance Code compliance

For FY 2025/26, Burberry has applied the principles of the UK Corporate Governance Code 2024 (the Code). The Board also considers that the Company complied in full with the provisions of the Code during the year, save for Provision 29 which will apply from FY 2026/27. The Code is published by the Financial Reporting Council (FRC) and can be found on its website: [frc.org.uk](https://www.frc.org.uk).

This Corporate Governance Report provides an overview of the Board's approach to governance and the work it has undertaken during FY 2025/26. Details on how we have complied with the Code's provisions and applied the Code's principles can be found throughout the Annual Report. Key highlights of the Company's compliance along with cross references to other sections of the Annual Report are detailed below.

## How we apply the principles of the Code

	Pages
<b>Board leadership and company purpose</b>	
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The role of the Board	122 to 123
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<b>Division of responsibilities</b>	
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Role of the Chair, Senior Independent Director, Non-Executive Directors and Company Secretary	123
Time commitment, external appointments, independence and tenure	128 to 130
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<b>Audit, risk and internal control</b>	
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Directors' Remuneration Report	141 to 177
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## Governance and responsibilities

The Board (supported by its Committees) is collectively responsible for how Burberry is directed and controlled. Its responsibilities include:

- Promoting Burberry's long-term success
- Setting its strategic aims and values
- Supporting leadership in delivering strategy
- Supervising and constructively challenging leadership on the operational running of the business
- Ensuring a framework of prudent and effective controls
- Reporting to shareholders on the Board's stewardship

More information on the Company's governance structure can be found on page 121.

## Sustainability

Sustainability is an essential element of Burberry's strategy for which the Board is responsible. Accordingly, the Board is also responsible for ensuring its approach to sustainability is integrated into and implemented across the business, reflecting the importance of these topics to the Group and society as a whole. The governance framework of committees and advisory forums (as shown in the diagram on page 121) provides regular updates and key information to the Board to ensure that it is able to make informed decisions. Sustainability is embedded into the remit of the Committees where appropriate. During FY 2025/26, the Board reviewed and approved the revised sustainability targets, including the extension of our overall net zero target from FY 2039/40 to FY 2049/50, and our Climate Transition Plan, which details how we plan to achieve our net zero ambition.

For more information on the Group's environmental and social priorities see pages 36 to 90.

## Stakeholder engagement

At Burberry, we recognise that identifying our stakeholders and engaging purposefully is vital for informed decision-making and long-term success. In line with the Code, the Board prioritises understanding the perspectives and values of our key stakeholders, ensuring their voices are reflected in strategic decisions. Examples of key decisions made by the Board during the year and how key stakeholder groups were considered can be found on page 119. For more information on how we engage with our supply chain partners see pages 82 to 87.

## Workforce engagement

The Board has chosen to engage with the workforce through the formally constituted Global Workforce Advisory Forum, in accordance with Code Provision 5. This forum facilitates direct dialogue with employees, enabling their perspectives to shape decision-making. The Board uses additional ways to understand employee views, including Employee Engagement Surveys, site visits and town halls. During the year, Board members visited stores and operational sites worldwide, engaging directly with colleagues to gain first-hand insights into local challenges and opportunities.

As discussed on page 34, in FY 2025/26 the Group announced a transformation programme incorporating the Organising for Growth programme. Throughout this process, the Company engaged proactively with employees before, during and following statutory consultation periods across relevant jurisdictions. Employee engagement included regular global, functional and regional town halls, featuring updates from the Chief People Officer, and ongoing dialogue through the Workforce Advisory Forum. These channels enabled employee perspectives to be communicated and considered, supporting transparency and helping to manage cultural and operational impacts across the business.

## Shareholder engagement

Our Investor Relations team conducted over 510 meetings with more than 290 investors during the financial year. In addition, our Chair, Independent Non-Executive Directors, Executive Committee and other members of senior management conducted in excess of 130 meetings with around 70 investors. This engagement included presentations to investors and analysts following the release of the Group's quarterly, half- and full-year results (available on the Group's website, Burberryplc.com) and meetings with the majority of the Group's 20 largest investors. Topics discussed in investor meetings included governance matters, such as remuneration and capital allocation, as well as strategy, regional performance and financial outlook. The team also arranged specific ESG engagements with investors.

In March 2026, our Chair and Remuneration Committee Chair wrote to our largest shareholders to assist with the development of our 2026 Remuneration Policy. Further information on the consultation process and the proposed changes can be found on page 141.

Our Investor Relations and Company Secretariat teams act as centres for ongoing communication with shareholders, investors and analysts. The Board receives regular updates about the views of the Group's major shareholders from these teams as well as through direct contact.

## Supplier engagement

Further information on how Burberry engages with its partners, including suppliers, can be found on pages 38 to 40 and 82 to 87.

Transparency and accountability underpin our approach to shareholder and wider stakeholder engagement. At the 2025 AGM, all resolutions were passed.

Further information on how Burberry has engaged with its key stakeholder groups can be found on pages 38 to 40.

# MONITORING OUR CULTURE

The Board is responsible for setting the tone at the top of the organisation and for ensuring Burberry’s culture is aligned with our purpose and values. A strong culture that supports creativity, disciplined execution, ethical conduct and responsible decision-making is essential for Burberry’s long-term success.

## How we monitor culture

We monitor culture through a structured framework that considers inputs, signals and outcomes, enabling both forward-looking insight and retrospective assessment.

Inputs include leadership behaviours, tone at the top, policies, training and reward structures designed to reinforce expected behaviours.

Signals include colleague engagement feedback, attrition trends, speak-up activity, conduct metrics and customer indicators, all of which are tracked over time to identify trends and emerging issues.

Outcomes include the impact of culture on business performance, colleague conduct, risk management and stakeholder trust.

The Board’s assessment of culture is supported by four culture indicators which we continued to apply during FY 2025/26, supporting consistent monitoring and year-on-year trend analysis. These are:

- **Purpose and Belonging**, reflecting colleague connection to Burberry’s purpose, heritage and sense of inclusion
- **Accountability and Performance**, focusing on how structures, ways of working and decision-making support effective execution
- **Authentic Leadership**, considering leadership behaviours, integrity and alignment with Burberry’s values
- **Talent at the Centre**, reflecting how the organisation supports the development and engagement of its people

These indicators are informed by a combination of quantitative and qualitative data and are considered consistently over time to support trend-based oversight.

## Culture and stakeholder considerations

Further information on our reimagined purpose and values is set out on page 11. Further information on how the Board engages with the workforce and takes colleague considerations into account when making decisions is set out in the section 172(1) statement and stakeholder engagement section on pages 38 to 40. Further information on our culture of belonging is set out on page 77.

## Culture insight tools

The Board uses a range of mechanisms to gain deeper insight into Burberry’s culture and colleague sentiment. Feedback received through each tool and forum is gathered and triangulated to help the Board assess how colleagues are feeling.

Global Workforce Advisory Forum	<ul style="list-style-type: none"> <li>• These sessions, held partly in person and partly online, are attended by the Chair and one other Non-Executive Director to hear directly from colleagues from across the Group on a range of topics relating to employee experience</li> </ul>
Employee Resource Groups	<ul style="list-style-type: none"> <li>• Employee Resource Groups (ERGs) are voluntary, colleague-led groups that help foster a diverse, inclusive culture within Burberry. Current ERGs include Disability and Neurodiversity Inclusion, LGBTQIA+, Women in Tech and Working Parents and Carers</li> </ul>
Colleague surveys	<ul style="list-style-type: none"> <li>• Engagement surveys provide valuable insights into colleague sentiment. By assessing overall job satisfaction, perception of culture, leadership and organisational values, they help identify areas for improvement. As part of our B:Heard Listening Strategy, Burberry hosts two surveys annually: an Engagement Survey and a Pulse Survey</li> </ul>
Global town hall feedback	<ul style="list-style-type: none"> <li>• We encourage colleagues at all levels to ask questions during town halls, and follow up in writing on any unanswered themes. If these are not answered live, we respond in writing following the event. This open feedback loop fosters transparency, builds trust and keeps leadership connected to colleague perspectives</li> </ul>
Internal communications platforms	<ul style="list-style-type: none"> <li>• We leverage our internal communication platforms to measure engagement, reach and cultural alignment. Insights from these platforms help refine our communication strategies, enhance transparency and foster a culture of growth and open communication across the organisation</li> </ul>
Learning platforms	<ul style="list-style-type: none"> <li>• We use our learning platform, Go1, to assess and strengthen a culture of continuous development. We analyse learning trends through participation rates, popular topics and collaboration levels that reveal how well our culture supports growth, innovation and inclusivity</li> </ul>

## Progress against our culture indicators

### Purpose and Belonging

Colleague sentiment strengthened during FY 2025/26. Responses to the annual Employee Engagement Survey demonstrated an increase in belonging, reflecting positive reception of our reimagined purpose and values and enhanced clarity around our Company identity.

New colleague forums, including the UK Corporate Colleague Forum, Colleague Engagement Champions and our global ERGs, have broadened engagement. These forums ensure that our colleagues' voices remain central during a period of strategic change. Colleagues expressed appreciation for the greater transparency, especially during the Organising for Growth programme which led to an improved understanding of the Burberry Forward strategy, supported by initiatives such as the #BurberryExplained campaign, an increased number of global town halls and targeted listening sessions with key teams.

### Accountability and Performance

Following the 2024 Employee Engagement Survey, focused actions were proposed on decision-making, role clarity and accountability in response to colleague feedback. The Executive Committee implemented a cross-functional review, which identified six themes: speed; communication; outcome focus; regional versus central impact; consultation and accountability; and customer centricity. These were subsequently shared with colleagues and actions were proposed. The 2025 Employee Engagement Survey showed a material improvement in decision-making, providing evidence of early progress. Steps taken to improve organisational clarity following Organising for Growth were also shared, including leadership alignment sessions designed to equip managers to support new ways of working.

### Authentic Leadership

Management introduced several leadership initiatives under the Year of Leading Forward programme, including the B:Leaders Framework, external leadership speakers, peer coaching circles across multiple regions and extended peer coaching for newly appointed Vice Presidents. As a result, colleague sentiment with respect to perceptions of leadership has increased, reflected in improved leadership role modelling scores.

We also strengthened leadership communication through evolved Leaders' Briefs, the weekly Leaders Look Ahead update and the Leadership Edition interview video series, which increased visibility of Executive Committee members. These initiatives contributed to the development of leadership capabilities and the reinforcement of the expected behaviours embedded within our values.

### Talent at the Centre

Management actions to advance an internal-first approach to talent gave colleagues clear guidance on what growth means at Burberry, encompassing skills development, influence and new leadership opportunities. This was supported by refreshed resources across three pillars: Learner Mindset, Career Clarity and Career Tools.

Internal mobility data indicated that a meaningful proportion of colleagues experienced a formal career move during the year, supporting career progression despite a period of organisational contraction. Strong engagement with the on-demand learning platform Go1, alongside a significant increase in internal apprenticeship completions and expanded strategic talent planning across all functions and regions, further demonstrated improvements in career visibility and capability building.

## Conclusions from monitoring culture during the year

Based on the information considered and engagement undertaken, including trend analysis against our established culture indicators, insights indicate that Burberry's culture continues to support the Company's strategic objectives and brand values during a period of transformation.

A shift in cultural sentiment was observed compared with FY 2024/25. While that year was characterised by leadership change, strategic reset and a broadly neutral cultural backdrop during transition, colleague feedback in FY 2025/26 suggested increasing confidence in Burberry's strategic direction.

Feedback reflected positive engagement with the refreshed strategy across the organisation. This progression from stabilisation towards confidence was viewed as an important indicator of cultural momentum, alongside an understanding of the need to sustain progress through consistent leadership and effective execution.

The importance of clear and effective leadership communication and decision-making processes was also highlighted as a key enabler of change, accountability and cultural consistency across our diverse global organisation. These insights continue to inform our people and governance priorities.

Colleague feedback suggested that our reimagined purpose and values, reflected through the Purpose and Belonging and Authentic Leadership culture indicators, align with our colleagues' perception of Burberry's heritage and authenticity as a British luxury brand. Feedback indicated that colleagues recognise the Company's intention to reconnect with its distinctive identity, which suggests cultural coherence during a period of change. We plan to continue to monitor this as perceptions evolve over time.

# PRINCIPAL AREAS OF FOCUS FOR THE BOARD DURING FY 2025/26

Area of focus	Outcome
<b>Strategy and operations</b>	
<ul style="list-style-type: none"> <li>Consider the re-articulation of Burberry's purpose and values</li> <li>Review proposals to implement a comprehensive coordinated customer strategy</li> <li>Review progress against implementation of the four pillars under the Burberry Forward strategic plan</li> <li>Consider the proposed transformation programme, including organisational design and operational improvements</li> </ul>	<ul style="list-style-type: none"> <li>Approval of Burberry's reimagined purpose and values</li> <li>Approval of the operational and customer priorities, including product evolution, customer strategy and marketing plan</li> <li>Questioning, challenging and providing feedback to the leadership team and supporting the programmes undertaken</li> </ul>
<b>Finance</b>	
<ul style="list-style-type: none"> <li>Review of the FY 2025/26 budget and review draft FY 2026/27 budget and four-year plan forecasts</li> <li>Review and scrutinise full- and half-year financial results and trading announcements</li> <li>Review of capital allocation and financing</li> <li>Review financial aspects of the transformation programme, including cost savings and operational expenditure</li> </ul>	<ul style="list-style-type: none"> <li>Approval of the budget balancing investment for growth and consideration of the trading environment and geo-political factors</li> <li>Approval of Annual Report and Financial Statements</li> <li>Confirmation of the decision to suspend dividend payments for FY 2024/25 and in May 2026 confirming no dividend payment for FY 2025/26</li> <li>Approval of the transformation programme, investing for growth underpinned by cost savings and operational discipline</li> </ul>
<b>Culture and colleagues</b>	
<ul style="list-style-type: none"> <li>Assess and monitor culture through the Employee Engagement Survey, the Global Workforce Advisory Forum and various metrics</li> <li>Review progress against the diversity, equity and inclusion strategy</li> <li>Consider people priorities for FY 2025/26</li> <li>Review the UK's gender and ethnicity pay gap for 2025/26</li> </ul>	<ul style="list-style-type: none"> <li>Review progress under the Reignite a High-performance Culture pillar of the Burberry Forward transformation programme and support further initiatives</li> <li>Support management's plans to evolve diversity, equity and inclusion initiatives</li> </ul>
<b>Corporate responsibility</b>	
<ul style="list-style-type: none"> <li>Consider proposals for charitable and community activities and investment for FY 2025/26</li> <li>Review Burberry's public sustainability targets and commitments to ensure alignment with external standards, peers and the Burberry Forward strategy</li> <li>Review of proposed environmental priorities, further to updates from the Sustainability Committee</li> </ul>	<ul style="list-style-type: none"> <li>Approval of donation of £2.9 million for social and community causes worldwide</li> <li>Approval of revised sustainability targets, including our overall net zero target and Climate Transition Plan</li> <li>Approval of the Company's Modern Slavery Statement</li> </ul>
<b>Risk</b>	
<ul style="list-style-type: none"> <li>Review of the Group's risk appetite</li> <li>Review of emerging and principal risks</li> <li>Approval of tolerance levels of principal risks</li> </ul>	<ul style="list-style-type: none"> <li>Approval of the Group's risk appetite</li> <li>Endorsement of IT resilience and cybersecurity measures</li> </ul>
<b>Governance</b>	
<ul style="list-style-type: none"> <li>Conduct the annual Board performance review</li> <li>Review of enhanced responsibilities under Provision 29 of the UK Corporate Governance Code 2024</li> <li>Review of investor sentiment</li> <li>Engage with employees, including through attendance at the Global Workforce Advisory Forum</li> </ul>	<ul style="list-style-type: none"> <li>Confirmation that governance processes are operating effectively</li> <li>Support for management's proposed approach to compliance with the new Provision 29 requirements in FY 2026/27</li> <li>Agree the key areas of focus arising from the Board performance review</li> <li>Board insight and awareness of colleague sentiment</li> </ul>

# KEY DECISIONS DURING FY 2025/26

As explained in the Section 172 statement on page 38, the Board took the views of key stakeholders into account when making decisions and conducting Board business. Three of the key decisions taken by the Board during FY 2025/26 are set out below, with an explanation of the stakeholder engagement methods used and how the information gathered from stakeholders informed the Board’s decisions.

## Approve reimagined purpose and values



### How the Board reached the decision

The Board reflected on the brand’s legacy and the enduring brand principles which have transcended Burberry’s development and decided that a re-articulation of Burberry’s purpose and values would provide a clearer link with Burberry’s original purpose and core belief.

### Likely long-term consequences of the decision

The Board considered that re-articulating Burberry’s purpose and values would support Burberry’s growth and viability in the long term.

### How stakeholder interests were taken into account

**Customers:** Providing a clearer understanding of what Burberry stands for and the brand’s enduring principles in order to reignite desire and create affinity with the brand.

**People:** Clear purpose and values resonate with Burberry colleagues and increase a sense of belonging.

**Shareholders:** Protecting Burberry’s legacy is in shareholders’ interests to preserve the value of the brand for the long-term financial health of the Group.

**Partners:** Reimagining Burberry’s purpose and values is in the best interests of our partners because it helps promote a clear culture, align decision-making with strategy and support sustainable long-term value creation.

## Approve revised sustainability targets under the Burberry Beyond strategy and the Climate Transition Plan



### How the Board reached the decision

The Board of Directors conducted an in-depth review of the current sustainability targets, including our overall net zero target, and considered whether these should be amended to take into account market expectations and developments that have led to a greater understanding in this area, including the need for science-based targets. The Board’s deliberations included a review of progress to date, technological advances in materials and targets set by luxury fashion peers. In reviewing the Climate Transition Plan, the Board considered the impact of climate change on Burberry’s supply chain and colleagues, and Burberry’s strategy for engaging partners in delivering the objectives of the Climate Transition Plan. The sustainability targets and further detail on the Climate Transition Plan are set out in the Strategic report on pages 46 to 75.

### Likely long-term consequences of the decision

Implementation of sustainability measures is expected to support long-term viability, encourage growth and have a positive financial impact in the long term.

### How stakeholder interests were taken into account

**Customers:** The Board considered the importance of provenance and authenticity to customers and how this influences their alignment with brand values.

**People:** The Burberry Beyond strategy and the sustainability goals which support it encourage a culture of belonging amongst employees.

**Shareholders:** The Board’s view was that robust and realistic sustainability targets, aligned to commercial and financial goals, would promote the sustainable performance of the Group for the long term.

**Partners:** The Board took account of Burberry’s strategy for engaging partners (including suppliers; trade associations, industry and business partnerships; government, public sector and civil society; and creative and education partners) in delivering the objectives of the Climate Transition Plan.

**Communities:** When considering the revised sustainability targets and Climate Transition Plan, the Board considered the impact of Burberry’s operations on communities.

## Approve the Organising for Growth transformation programme



### How the Board reached the decision

The Board considered the immediate actions needed to reset the size of the organisation and cost structure to support the business in the near future, while also supporting the Burberry Forward strategic refresh, our plans to put the customer at the centre and support growth.

### Likely long-term consequences of the decision

The Board considered how the new organisational model would support investment for growth in the longer term.

### How stakeholder interests were taken into account

**Customers:** Enhancements to the operational model would improve product availability and delivery.

**People:** After a period of change, the new organisational model would safeguard the business. Colleagues understand the need for change and this has helped to engage teams in rebuilding the brand.

**Shareholders:** Resetting the cost structure of the business in the short-term would help return the business to sustainable and profitable growth, supporting the long-term financial health of the Group.

**Partners:** Securing Burberry’s long-term viability helps support the long-term success of our business partners and suppliers.

### Key stakeholders

- Customers
- Shareholders
- People
- Communities
- Government
- Partners

## Board meetings and attendance

The Board held six formal meetings during the financial year, including an in-depth strategy session. If any Director is unable to attend a meeting, they are given the opportunity to provide feedback on the accompanying material in advance of the meeting. Details of attendance at Board and Committee meetings can be found below.

During the year, the Board and Committee agendas were shaped to ensure that discussion was focused on our key strategies and responsibilities, as well as reviews of significant issues arising during the year, such as changing macroeconomic and geopolitical conditions.

The Group's ongoing performance against strategic priorities is reviewed at all scheduled meetings.

The Chair and Non-Executive Directors held closed sessions without management present at several Board meetings. Throughout the year, Directors spent time meeting investors and interviewing candidates for both executive and non-executive roles. In addition, Directors undertook store and site visits and attended our fashion shows, town halls, brand events, training sessions and meetings of the Global Workforce Advisory Forum.

## Directors' attendance at Board and Committee meetings during FY 2025/26

The attendance record below shows total eligible meetings.

	Board	Nomination	Audit	Remuneration
Gerry Murphy	6/6	4/4	–	–
Joshua Schulman	6/6	–	–	–
Kate Ferry	6/6	–	–	–
Orna NiChionna	6/6	4/4	–	6/6
Fabiola Arredondo <sup>1</sup>	2/2	1/1	–	1/1
Alessandra Cozzani	6/6	4/4	4/4	–
Sam Fischer <sup>1</sup>	2/2	1/1	–	1/1
Ron Frasch	6/6	4/4	4/4	6/6
Danuta Gray	6/6	4/4	4/4	6/6
Stella King	6/6	4/4	–	–
Antoine de Saint-Affrique <sup>1,2</sup>	2/2	0/1	1/1	–
Alan Stewart	6/6	4/4	4/4	6/6

1. Fabiola Arredondo, Sam Fischer and Antoine de Saint-Affrique retired from the Board following the AGM on 16 July 2025.

2. Antoine de Saint-Affrique was unable to attend a Nomination Committee meeting due to an unavoidable diary clash.

## Productivity

The Company continues to demonstrate and develop improving levels of productivity, owing to strong human capital, training and development programmes, and focus on elevating the customer experience throughout our distribution and retail networks. Further information about these aspects of the business is provided on pages 17 to 24 and 33 to 35.

## Tax governance framework and transparency

The CFO is responsible for the Group Tax Strategy, the effectiveness of tax risk management, tax processes and transparency of disclosures. The strategy is implemented by the global Tax and Trade Compliance teams with the assistance of the Finance Leadership team. Compliance with the Group Tax Strategy is reviewed on an ongoing basis as part of the regular financial planning cycle. The Audit Committee is responsible for reviewing the Group Tax Strategy at least once a year and significant tax matters as they arise.

The Group is committed to acting with integrity and transparency on all tax matters and complying fully with applicable tax laws, having regard to international standards and guidance on tax practice and tax reporting. The Group will only engage in responsible tax planning aligned with genuine commercial economic activities. We will not use tax structures or undertake artificial transactions, the sole purpose of which is to create a contrived tax result. For example, we do not participate in transactions with parties based in tax haven jurisdictions when the transactions are not in the ordinary course of Group trading business or which could be perceived as artificially transferring value to low tax jurisdictions.

Further information regarding the Group Tax Strategy can be found on [Burberryplc.com](http://Burberryplc.com).

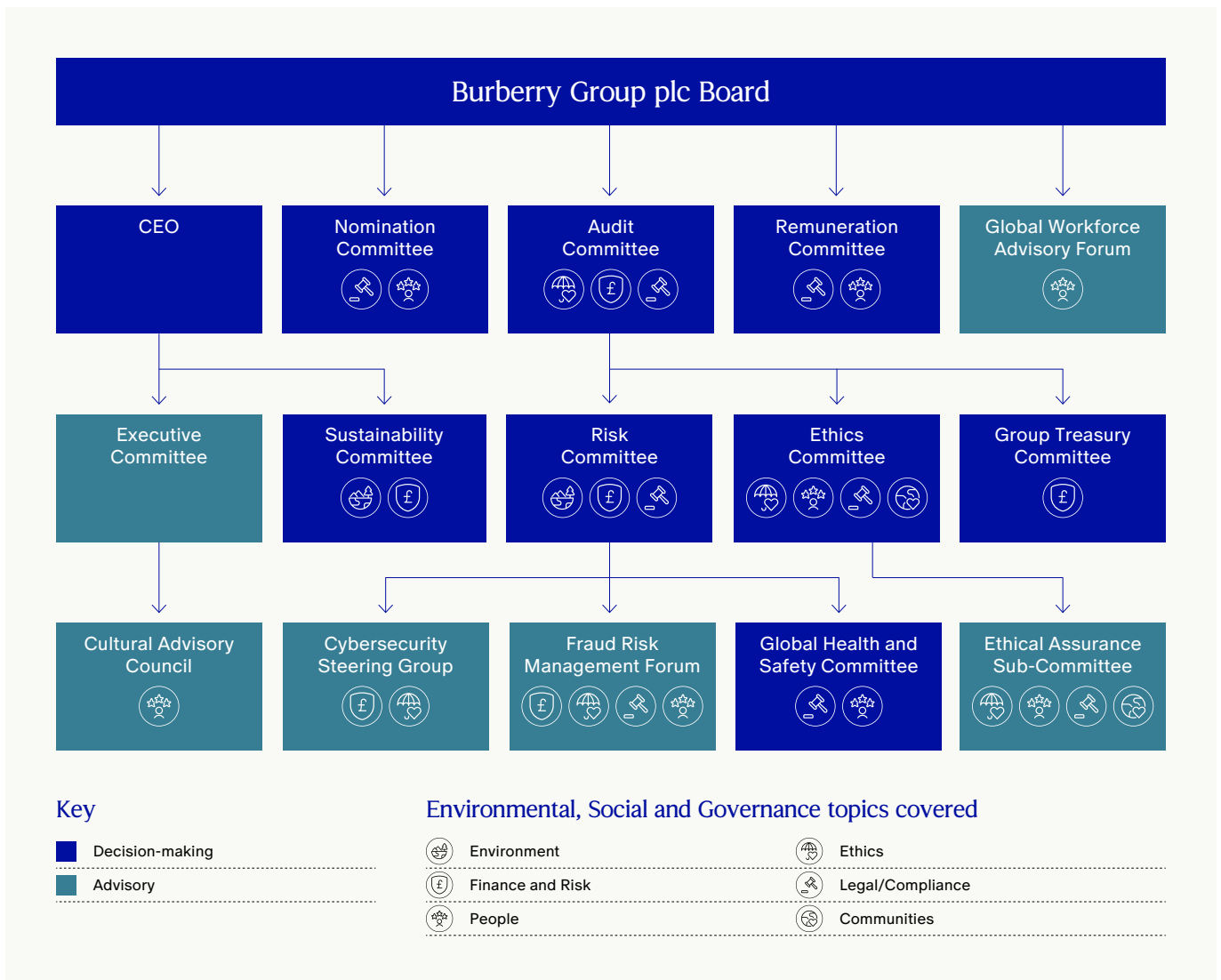
## Share capital

Information about the Company's share capital, including substantial shareholdings, can be found in the Directors' Report on page 178.

# GOVERNANCE STRUCTURE AND DIVISION OF RESPONSIBILITIES

## Governance structure at Burberry

The diagram below illustrates Burberry’s governance structure, flowing from the Board, which comprises Committees and advisory forums. Each has a defined scope, covering one or more of our key Environmental, Social and Governance topics, and has a formalised reporting line. This structure ensures important matters are monitored by the right people and establishes an information flow to the Board, enabling it to make informed decisions and deliver Burberry’s strategy. Further information on the role of the Board and its principal Committees can be found on page 122.



## Roles and responsibilities

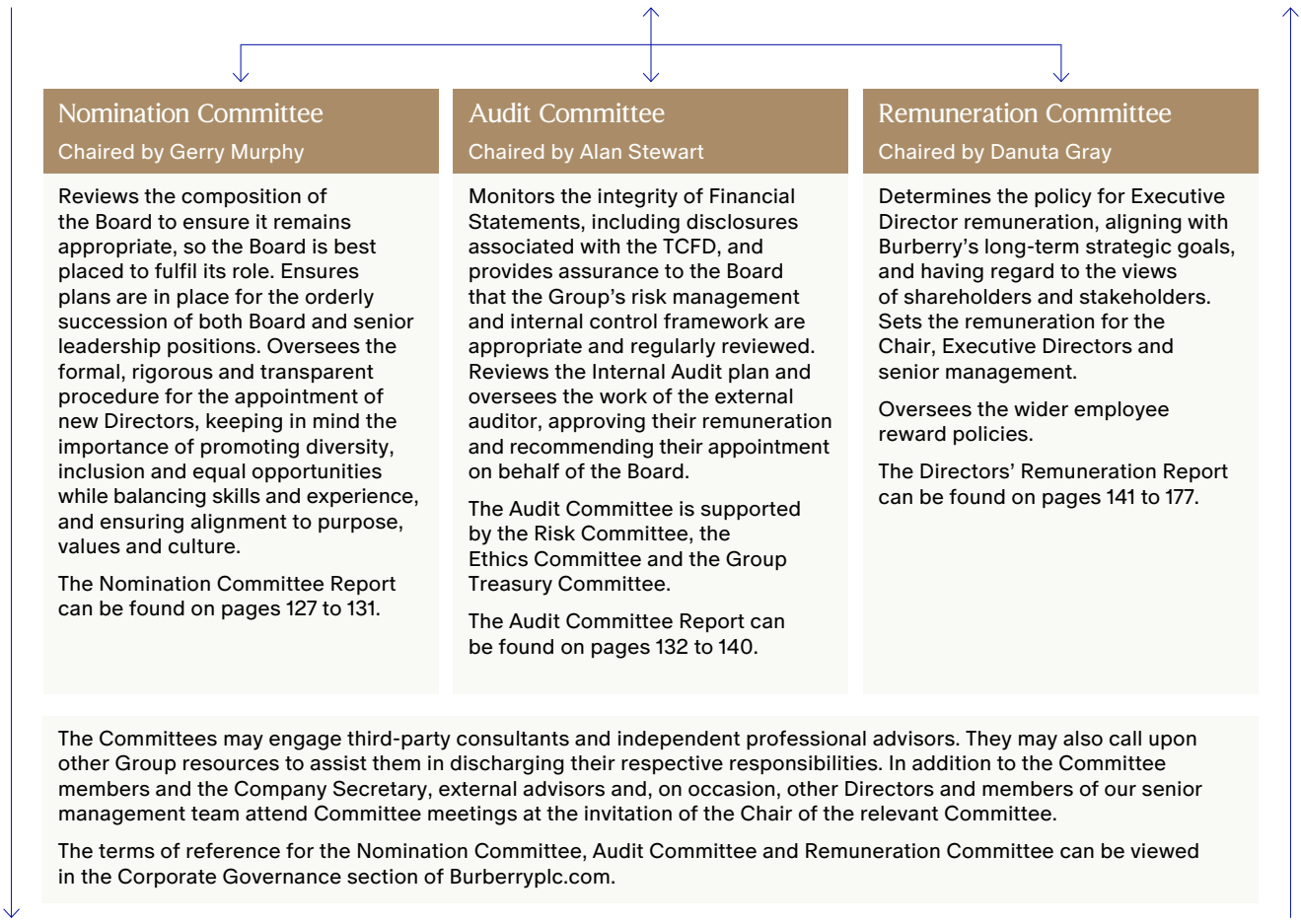
### The Board

The Board is responsible for promoting Burberry’s long-term sustainable success. This is achieved through the establishment of an effective governance framework, which the Board oversees, and keeping the interests of stakeholders at the fore in decision-making. Information flows up and down the governance framework to ensure that all decision-making is well-informed, transparent and balanced.

The Board establishes the Group’s purpose and values, and sets the Group’s strategy, including sustainability and climate goals, ensuring alignment with our culture and overseeing its implementation by management. The Board is also responsible for oversight of the Group’s internal control and risk management, including the Group’s risk appetite.

Specific matters have been reserved for approval by the Board. Details of the Board’s key areas of focus during FY 2025/26 can be found on page 118, and a full schedule of matters reserved for the Board’s decision is available in the Corporate Governance section of Burberryplc.com. Biographies of the members of the Board can be found on pages 109 to 112, and the individual roles of Directors and the division of responsibilities between them can be found on page 123.

The Board has established Committees to assist with exercising its authority.



### CEO

The Board delegates the day-to-day responsibility for running the Group to the CEO, who is responsible for all commercial, operational, risk and financial elements of the business. The CEO is also responsible for the management and development of the strategic direction of the Group, for consideration and approval by the Board.

### Executive Committee

The Executive Committee assists the CEO in implementing the strategy as approved by the Board. Executive Committee members are invited, as appropriate, to Board, Board Committee and strategy meetings to inform and update the Board on their areas of responsibility.

## Board roles and the division of responsibilities

Our Board currently comprises nine members: the Chair, the CEO, the CFO and six independent Non-Executive Directors who are experienced and influential individuals, drawn from a wide range of industries and backgrounds with the skills to promote the long-term sustainable success of the Group. The Board has determined that all Non-Executive Directors are independent, apart from the Chair who was considered to be independent on appointment.

Directors' biographies, tenures, key skills and experience and external appointments are set out on pages 109 to 112. The assessment of Board skills can be found on page 129.

All Directors are appointed to the Board for an initial fixed three-year term, subject to annual re-election by shareholders at the Company's AGM. In accordance with the Code, all Directors will retire and offer themselves for re-election at the 2026 AGM.

To ensure the Board performs effectively, there is a clear division of responsibilities between the leadership of the Board and the executive leadership. The roles of the Chair, CEO and Senior Independent Director are agreed by the Board and are available to view in the Corporate Governance section of Burberryplc.com.

### Our Chair

- Responsible for the Board's overall effectiveness in directing Burberry
- Chairing Board meetings, Nomination Committee meetings and the AGM, setting the Board agenda and ensuring Directors receive accurate, timely and clear information
- Ensuring there is effective communication between the Board, management, colleagues, shareholders and the Group's wider stakeholders
- Promoting a culture of openness and constructive debate, and facilitating effective contributions from all Non-Executive Directors
- Overseeing the annual Board effectiveness review and addressing any subsequent actions
- Promoting the highest standards of corporate governance
- Ensuring the views of stakeholders are taken into account when making decisions

### Our Senior Independent Director

- Acting as a sounding board for the Chair
- Acting as an intermediary for the other Directors, where necessary
- Chairing meetings in the absence of the Chair
- Being available to shareholders and stakeholders if they have any concerns which they have been unable to resolve through normal channels
- Together with the Non-Executive Directors, assessing the performance of the Chair on an annual basis
- Leading the search and appointment process and recommendation to the Board of a new Chair, if necessary

### Our Non-Executive Directors

- Providing effective and constructive challenge to the Board and scrutinising the performance of management against agreed performance objectives
- Leading the appointment process for Executive Directors

- Assisting in the development and approval of the Group's strategy
- Reviewing Group financial information and ensuring there are effective systems of governance, risk management and internal controls in place
- Ensuring there is regular, open and constructive dialogue with shareholders
- Offering specialist knowledge to the Board

### Our CEO

- Day-to-day management of the Group and leading the Executive Committee
- Responsible for all commercial, operational, risk and financial elements of the Group
- Developing the Group's strategic direction and implementing the agreed strategy, as approved by the Board
- Ensuring effective communication and information flows to the Board and the Chair
- Representing the Group to external stakeholders
- Responsible for the oversight of the following key functions: Design, Marketing, Digital, Merchandising and Planning, Supply Chain Operations, Customers, Corporate Affairs, Human Resources, Strategy, Global Commercial, Corporate Communications and IT
- Responsible for oversight of Burberry's sustainability agenda and climate goals

### Our CFO

- Supporting the CEO in developing the Group's strategy and its implementation
- Overseeing the global Finance and Business Services functions and developing the Group's Capital Allocation Framework
- Responsible for establishing financial planning and maintaining adequate internal controls over financial reporting
- Representing the Group to external stakeholders
- Responsible for the oversight of the following key functions: Investor Relations, Internal Audit and Risk Management, Business Continuity, Burberry Business Services, Finance, Insurance, Tax, Treasury and Trade Compliance

### Our Company Secretary

- Providing advice and support to the Chair and all Directors
- Ensuring the Board receives high-quality information and resources in a timely manner so that the Board can operate effectively at meetings and carry out its duties
- Assisting the Chair and Committee Chairs in setting the agenda for Board and Committee meetings
- Advising and keeping the Board up to date with all matters of corporate governance through regular papers and updates at meetings
- Facilitating the induction programme for new Directors and, together with the Chair, assessing ongoing training needs for all Directors

## Time allocation

### Executive Directors

Our Board's Executive Directors are permitted to hold one external non-executive directorship. Joshua Schulman is a Director and Trustee of The Elton John AIDS Foundation, a charitable foundation.

### Non-Executive Directors

Each of our Non-Executive Directors has a letter of appointment which sets out the terms and conditions of their directorship. The Non-Executive Directors are expected to devote the time necessary to perform their duties properly. This is expected to be approximately 20 days each year for basic duties. The Chair and Senior Independent Director are expected to spend additional time over and above this to carry out the extra responsibilities their roles entail. A summary of these roles can be found on page 123 and full descriptions can be found in the Corporate Governance section of the Group's website, Burberrypplc.com.

The Board has noted changes to Non-Executive Directors' external appointments during the year and confirms that they were not perceived to impact their responsibilities to the Company. The Board also considered existing appointments and was content that all Directors continue to have sufficient time to undertake their roles at Burberry. Please see pages 129 to 130 for further information on Directors' time commitments.

The Board considers that the Chair and all Non-Executive Directors have fulfilled their required time commitment during FY 2025/26.

### Independence of Non-Executive Directors

Each year, in accordance with its terms of reference, the Nomination Committee reviews the independence of the Non-Executive Directors (excluding the Chair), taking into account a range of factors, including those set out in Provision 10 of the UK Corporate Governance Code.

Please see page 130 for further information on the independence assessment performed by the Nomination Committee.

## Induction and training

The Company Secretary assists the Chair in designing and facilitating a formal induction programme for new Directors and their ongoing training. Each newly appointed Director receives a formal and tailored induction programme to enable them to function effectively as quickly as possible, while building a deep understanding of the business. Each induction typically consists of meetings with both Executive and Non-Executive Directors and briefings from senior managers across our key business areas and operations. In addition, Non-Executive Directors are provided with opportunities to visit key stores, markets and facilities. This includes visits to our various operating facilities in the UK and in their country or territory of residence.

Following the initial induction for Non-Executive Directors, an understanding of the business is developed through ongoing meetings and engagements as appropriate. In June 2025 Orna NiChionna and Stella King travelled to Mainland China visiting stores and engaging with colleagues to gain a greater insight into this market.

The Chair considers the training needs of individual Directors on an ongoing basis, and the Board has direct access to the advice and services of the Company Secretary. To carry out their duties, Directors may also obtain independent professional advice, if necessary, at the Group's expense. The Board received training on the use of AI in November 2025 and, in February 2026, the Board undertook carbon literacy training to support the review of Burberry's sustainability targets and Climate Transition Plan.

## Managing conflicts of interest

All Directors have a duty under the Companies Act 2006 to avoid a situation in which they have, or could have, a direct or indirect conflict of interest or possible conflict of interest with the Company and/or the Group.

Under the Company's Articles of Association, the Board has the authority to approve situational conflicts of interest. It has adopted procedures to manage and, where appropriate, approve such conflicts.

Authorisations granted by the Board are recorded by the Company Secretary in a register and are noted by the Board at its next meeting. A review of situational conflicts that have been authorised is undertaken by the Board annually.

Following the last review, the Board concluded that the potential conflicts had been appropriately authorised, that no circumstances existed which would necessitate that any prior authorisation be revoked or amended, and that the authorisation process continued to operate effectively.

# COMPOSITION, SUCCESSION AND EVALUATION

## Board evaluation

### Evaluating our performance

The Board undertakes a formal annual review of its effectiveness, to help identify opportunities to improve and enhance its own performance and that of the Group. The evaluation process is led by the Chair and includes a review of the effectiveness of the Board as a whole, the Board’s Committees and each individual Director. Every three years the review is facilitated externally in accordance with the UK Corporate Governance Code. The last externally facilitated review was completed for FY 2023/24.

During the financial year, the Board undertook an internal effectiveness review facilitated by BoardOutlook which provides a customisable questionnaire-based framework designed to use data and analytics to identify both strengths and opportunities for improvement. The questionnaires covered governance practices, composition, culture, succession planning, risk management and the quality of Board processes and papers. They were finalised by the Chair and the Chairs of the Nomination, Audit and Remuneration Committees, supported by the Company Secretary. Board members, members of the Executive and senior management team who regularly attend Board and/or Board Committee meetings were invited to complete the questionnaires. In addition, the Chair met with each director to consider individual performance and the Senior Independent Director held a meeting of the Non-Executive Directors, without the Chair being present, to review his performance during the year.

The evaluation confirmed that the Board continues to operate effectively. The Board’s culture was rated highly with particular strengths in mutual trust and respect, director preparedness and the ability to move rapidly when required. The Chair’s leadership was rated strongly, with the working relationship with the CEO and the quality of Board engagement highlighted as key strengths. Directors expressed strong confidence in the CEO and executive team’s performance, noting material progress in short-term financial results, stakeholder communication and strategic execution.

The Board’s involvement in strategy was also well regarded. There is strong alignment behind the current strategic direction and broad confidence in the clarity and execution of Burberry Forward. Sustainability oversight was also rated as a strength with the Board supporting the organisation’s sustainability strategy and recognising the quality of the programme in place.

The review identified a number of areas for potential development and action during FY 2026/27 which have been agreed by the Board and are set out below. Progress against these areas of focus will be monitored during FY 2026/27.

Having discussed the results of the review, the Board confirmed its view that it continues to operate effectively within an inclusive and transparent environment and that the Nomination, Audit and Remuneration Committees continue to operate well and to provide effective support to the Board in carrying out its duties. Further information about the effectiveness evaluations of each of the Committees and of individual Directors conducted during the year can be found on pages 127, 132 and 145.

### Areas of focus for FY 2026/27

Based on the feedback received during the assessment process, the Board agreed on the following areas of focus, which will be monitored during the year.

Area for development	Action
Digital transformation and innovation	The Board will strengthen its oversight of digital strategy, technology and innovation and consider how best to enhance digital expertise at Board level
Long-term strategic balance	As the business transitions from its initial stabilisation phase to focus on sustainable growth, the Board will ensure dedicated time is given to longer-horizon strategic questions, including customer and brand strategy and the balance between short- and long-term priorities
Board composition and succession	The Board recognises the need to refresh its composition to reflect the evolving needs of Burberry. Board recruitment will prioritise digital expertise, global consumer brand experience, CEO level leadership and Chair succession planning
Risk oversight	The Board will expand its risk discussions to include a more structured consideration of emerging and longer-term risks and will explore opportunities to strengthen the mechanisms by which management perspectives on material risks are surfaced
Board processes	The Board will undertake a review of its papers and processes with a view to enhancing conciseness and incorporating AI tools where appropriate to improve efficiency and to increase Directors’ exposure to emerging AI applications

## Progress update on focus areas identified following FY 2024/25 Board effectiveness review

Area for development	Action
<b>Strategy and operations</b>	
Further embed leading indicators and risk dashboards into the Board's ways of working to strengthen oversight of commercial and operational performance, enhance decision-making and support the delivery of short- and long-term strategic goals	The Board receives monthly performance dashboards covering trading and other key metrics. In addition, a strategy delivery dashboard tracking KPIs for Burberry Forward is shared with the Board on a quarterly basis.
Enhance monitoring of digital transformation, disruption and innovation	The Board has received several updates on the Group's e-commerce strategy and long-term digital ambition to support it in monitoring the delivery of the Group's digital transformation agenda.
Enhance monitoring of supply chain efficiency, resilience and geopolitical risk	Progress on the strategy to drive supply chain efficiency and impact on margin through reviewing country of origin and internal manufacturing risks and opportunities was reviewed in July 2025. A further update on plans to evolve the supply chain operating model was received in February 2026. The Board also received a number of updates during the first half of FY 2025/26 regarding the impact of US tariffs and potential strategic sourcing adjustments.
Enhance the Board's awareness of current and evolving competitive landscape and consumer trends	During its annual strategy meeting, the Board received an update on the status of the luxury industry and customer perspectives from an external expert.
<b>People and resources</b>	
Undertake a thorough review of Board members' collective critical skills and experience relative to Burberry's future business needs to optimise Board succession planning	During FY 2025/26, the Nomination Committee led a review of the skills considered most critical to Burberry as detailed on page 129.
<b>Board ways of working</b>	
Review of Board processes and papers to support better oversight and decision-making	The annual Board agenda has been reviewed with additional items introduced where necessary to ensure that Board meetings are focused on discussing key strategic topics.

# NOMINATION COMMITTEE REPORT



Gerry Murphy  
Chair, Nomination Committee

## Areas of focus during FY 2025/26

- Board composition and succession planning
- Review of Board skills
- Annual review of corporate governance requirements

“The Committee has remained focused on the evolving needs of the business in support of the Burberry Forward strategic plan.”

## Dear Shareholder,

On behalf of the Nomination Committee (the Committee), I am pleased to present this report which sets out how the Committee has discharged its responsibilities during the year. It covers Board composition (see pages 128 to 131), Board succession planning (see page 128), Directors’ time commitments (see pages 129 to 130) and the approach we have taken to reviewing Board members’ collective skills as explained below.

The Committee has remained focused on the evolving needs of the business in support of the Burberry Forward strategic plan. Fostering and sustaining a high-performance culture by ensuring the Board, Executive Committee and senior management have the appropriate balance of skills and diversity is integral to our strategic ambitions. We have also spent time discussing the evolution of the Executive Committee and were supportive of Josh’s proposals to appoint the Regional Presidents to the Executive Committee and to create the Chief Operating and Supply Chain Officer and Chief Customer Officer roles.

Orna NiChionna, our Senior Independent Director, has also been leading a succession planning process for my role as Chair in view of the length of my tenure. Further information will be included in the FY 2026/27 report.

## Review of Board skills

Following the Board effectiveness review undertaken in respect of FY 2024/25, a key area of focus for the Nomination Committee this year has been to conduct a thorough review of Board members’ skills, experience and expertise assessed against Burberry’s strategic priorities and future business needs.

This review resulted in a clear and structured matrix, setting out the collective skills and capabilities required to support the delivery of Burberry Forward and demonstrating how those skills are balanced across the Board. Further details on the process are provided on page 129.

The outcomes of the review will strengthen the Committee’s approach to Board composition and succession planning, ensuring that the Board remains well positioned to support Burberry’s strategy.

The Committee remains committed to ensuring Burberry has a balanced Board which supports the Company’s long-term success.

## Committee effectiveness

The Committee’s annual performance review confirmed that the Committee operates effectively and took account of the long-term needs of the business in its approach to Board succession planning during the year.

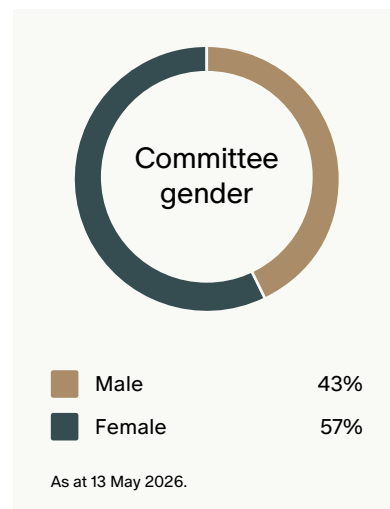
Gerry Murphy

Chair, Nomination Committee

## Nomination Committee membership and meeting attendance during the year

Committee member	Member since	Meeting attendance
Gerry Murphy (Chair)	17 May 2018	4/4
Fabiola Arredondo <sup>1</sup>	10 March 2015	1/1
Alessandra Cozzani	1 September 2023	4/4
Sam Fischer <sup>1</sup>	1 November 2019	1/1
Ron Frasch	1 September 2017	4/4
Danuta Gray	1 December 2021	4/4
Stella King	1 April 2025	4/4
Orna NiChionna	3 January 2018	4/4
Antoine de Saint-Affrique <sup>1,2</sup>	1 January 2021	0/1
Alan Stewart	1 September 2022	4/4

1. Fabiola Arredondo, Sam Fischer and Antoine de Saint-Affrique retired from the Board on 16 July 2025 and stepped down as members of the Nomination Committee on that date.
2. Antoine de Saint-Affrique was unable to attend a Nomination Committee meeting due to an unavoidable diary clash.



## Summary of meetings

The Committee met four times during FY 2025/26, including unscheduled meetings called to deal with ongoing processes and ad hoc matters as they arose. Details of attendance at Committee meetings are set out above.

## Committee role and responsibilities

As set out in the terms of reference, which are available on Burberrypc.com, the Committee has responsibilities across three main areas:

### Board composition

- Reviews the structure, size and composition of the Board and its Committees to ensure the right balance of skills, knowledge, experience, diversity and independence
- Identifies and makes recommendations to the Board on suitable candidates to fill Board vacancies

### Board and executive succession planning

- Develops succession plans to ensure Board membership is refreshed to meet the needs of the Company
- Oversees the development of a diverse succession pipeline for the Executive Committee and key senior management roles, in line with the approach to ensure talent is at the centre of the Company

### Corporate governance

- Considers the independence and time commitments of Non-Executive Directors
- Reviews the Board Composition and Diversity Principles to ensure they remain fit for purpose

## Board composition and succession planning

Having the right blend of skills, knowledge and experience in the boardroom ensures an effective Board. Diverse and fresh perspectives contribute to well-rounded discussions and lead to effective decision-making.

During the year, the Committee undertook a comprehensive review of the Board's collective critical skills and experience, assessed against Burberry's future strategic and business needs, to guide, inform and support effective Board succession planning. Further details of the review process and key considerations are set out on page 129, as well as the outcome of this review.

In line with the Board Composition and Diversity Principles, all Board appointments will continue to be made on merit and objective criteria. Our approach includes:

- Ensuring the search pool includes candidates from diverse backgrounds with experience and insights relevant to the Group's strategic priorities
- Taking into account Burberry's purpose, culture and values, as well as changing business needs, while also having regard to wider stakeholder requirements and environmental factors
- Promoting diversity, inclusion and equal opportunity. Our aim is to ensure that at least 40% of the Board is female and that at least one Board member is from an ethnic minority background

### Board composition and tenure

Following the departure of Fabiola Arredondo, Sam Fischer and Antoine de Saint-Affrique after the 2025 AGM, the size of the Board reduced from 12 to nine members. The Committee considered the size of the Board and concluded that the Board comprising nine members, of which six are independent Non-Executive Directors is appropriate. The Committee also considered the Directors' tenure and concluded that there is a good balance on the Board between recently appointed Directors and those who have a longer tenure.

## Skills Review

Following the FY 2024/25 Board performance review, the Board agreed to undertake a thorough review of Board members' collective critical skills and experience relative to Burberry's future business needs in order to optimise Board succession planning.

The Committee wanted to achieve deep insights to identify the most critical skills and experience for the business in the next three to five years with the aim of enhancing Board composition data. In line with the Board Composition and Diversity Principles, areas of specialist knowledge and experience required to effectively oversee a FTSE 100 company and support Burberry's corporate responsibility agenda are also considered as part of the Board's succession planning process, for example financial oversight, sustainability oversight and UK corporate governance experience.

The review was facilitated using the BoardOutlook platform and was conducted as a two-stage process:

### Stage 1

Firstly, Board members completed individual Board composition diagnostics to define and identify the skills most relevant to Burberry based on a consensus view of sector experience and stakeholder understanding. The Committee then discussed the outcome and agreed a list of the most important skills aligned to Burberry Forward.

### Stage 2

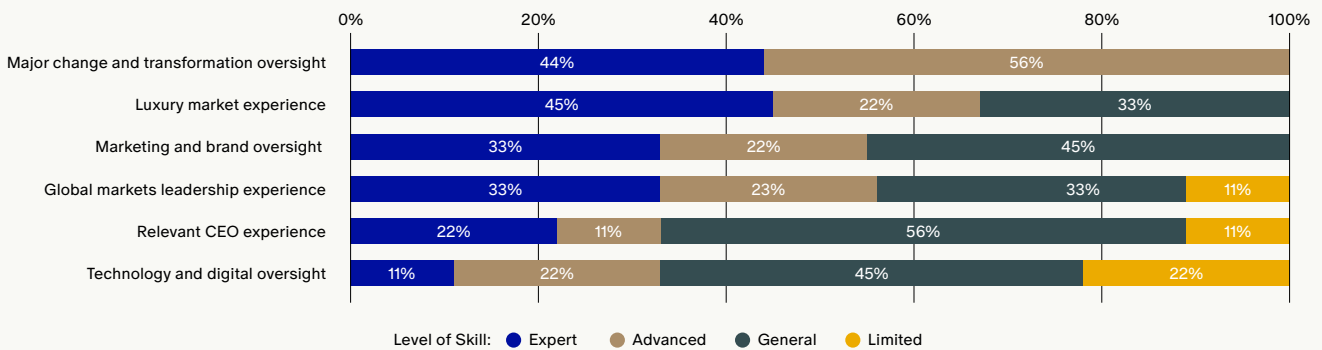
The second stage required the completion of a self-evaluation by each Board member against the skills identified in Stage 1, ranking their strengths from where they were most to least comfortable. A peer review was also completed as part of this phase.

The output of these stages divided the skills into two categories: critical and general, and ranked the level of skill into expert, advanced, general and limited. Prior skills assessments had not provided this level of detail, giving greater depth to the review.

### Outcome

The following table reflects the outcome of the skills review and shows the blend of skills and experience on the Board across the critical skills identified. Relevant CEO experience and technology and digital oversight are highlighted as priority areas to upskill the Board and support the Committee's ongoing succession planning.

### Critical Board Skills Matrix



## Directors' time commitments

The Nomination Committee conducts an annual assessment of the time required by Non-Executive Directors to effectively discharge their responsibilities. It also assesses through performance evaluation whether the time they spend executing their roles is sufficient.

During the year, the Committee reviewed Directors' time commitments to ensure that these complied with the policy on Directors' time commitments introduced in FY 2023/24. According to the policy:

- Non-Executive Directors are expected to hold no more than four non-executive directorships in public companies, including Burberry, at any one time
- Executive Directors should not undertake more than one non-executive directorship of a listed company or any other significant appointment
- In exceptional and compelling circumstances, the Board may approve an exemption to this policy if it agrees this is merited in order for the Board to benefit from the individual Director's continuing appointment
- Directors are required to obtain prior approval before taking on any significant additional appointments. The Chair undertakes this pre-approval on behalf of the Board. Where deemed necessary, the Chair may escalate specific appointments for consideration by the full Board

The terms of appointment of the Non-Executive Directors require that they should allocate sufficient time to meet the expectations of their role. The Committee considered the expected time commitment of the Chair and the Non-Executive Directors, taking into account attendance at Board and Committee meetings, as well as engagements outside formally scheduled Board and Committee meetings, and assessed whether the Non-Executive Directors had met the requirement. The Committee also considered the external appointments of the Non-Executive Directors and reviewed the register of Directors' conflicts.

The Committee notes that Danuta Gray was Chair of two UK listed companies for a short period of time during the year, however, the Committee is satisfied that this had no impact on Danuta's ability to meet her Board responsibilities during the short period of overlap. Alessandra Cozzani was appointed as a Non-Executive Director of Brembo N.V. in April 2026. The Board was satisfied that the nature of this role and her existing commitments did not impact her ability to meet her Board responsibilities. The Committee is satisfied that all the Directors currently meet the policy on Directors' time commitments.

The Board is satisfied that all Directors continue to make effective and valuable contributions to the Board and devote sufficient time to discharging their responsibilities as Directors of Burberry.

## Directors' independence

The Committee also conducts an annual review of the independence of the Non-Executive Directors on behalf of the Board. The UK Corporate Governance Code requires the Board to state its reasons for concluding that a Director is independent notwithstanding the existence of certain circumstances which are likely to impair or appear to impair that Director's independence. Provision 10 of the Code provides a non-exhaustive list of such circumstances which should be considered, including length of service.

All Directors will seek re-election at the 2026 AGM.

## Board diversity

The Board is committed to driving progress in promoting diversity in line with the Board Composition and Diversity Principles. These Principles set clear objectives aligned with the UK Listing Rules and the recommendations of the FTSE Women Leaders Review and the Parker Review.

Throughout FY 2025/26, the Board maintained its objective of ensuring that at least 40% of its members are female. At the date of this report, women make up 56% of the Board and hold the key leadership roles of Senior Independent Director and CFO. Burberry was again recognised in the FTSE Women Leaders Review published in February 2026, ranking in first place within both the FTSE 100 and sector category for women on boards and in leadership. This recognition reflects our commitment to board diversity and inclusive leadership. At 31 October 2025, the date used for our submission to its report, women accounted for 56% of Executive Committee members and their direct reports.

At the date of this report, the Board had at least one Director from an ethnic minority background and is compliant with the Parker Review's target for FTSE 100 companies. While Burberry aims to maintain or exceed this standard, during periods of Board change, this may not always be achieved.

The Board also recognises and embraces the importance and benefits of diversity and inclusiveness at Board Committee level. As at 13 May 2026, Board Committee gender diversity was as follows:

- Nomination Committee: 57% women
- Audit Committee: 50% women
- Remuneration Committee: 50% women

The Board's Composition and Diversity Principles reflect the changes incorporated into the 2024 version of the UK Corporate Governance Code, which calls on companies to consider diversity in a wider sense by moving beyond specific protected characteristics.

During the year, the Board reviewed the Group's approach to diversity, equity and inclusion and approved a move to a culture of belonging. The Board approved a number of initiatives designed to embed diversity into Burberry systems and practices related to recruiting and developing talent, cultivating authentic leadership and engaging with employees, all in support of the Reignite a High-Performance Culture pillar of the Burberry Forward strategy.

The Board's commitment to diversity in leadership at Burberry is reflected in our goal for 15% of UK senior management to come from ethnic minority backgrounds by December 2027, a target we outlined in the Annual Report 2023/24. As at the date of this report, 13% of UK senior management came from an ethnic minority background.

## Disclosures required under UK Listing Rules 6.6.6(9)R and 6.6.6(10)R as at 28 March 2026

The Board selected 28 March 2026 as the reference date for this disclosure as it was the last day of FY 2025/26 and is consistent with the reporting date selected in the prior year. As at this date, the Company complied with the targets for gender diversity set under UK Listing Rule 6.6.6(9)R.

The Board has continued to meet its obligation to maintain the required gender diversity with over 50% of the Board being female and, in addition, women hold both the Senior Independent Director and CFO roles. The Board also complied with the requirement to have at least one Director from an ethnic minority background.

The data in the table below was collected by contacting each Board and Executive Committee member directly and inviting them to self-identify their gender and ethnicity using the specified categories as prescribed in the UK Listing Rules. For Board and Executive Committee members that reside outside of the UK, additional checks were made to ensure that the collection and publication of their personal data did not contravene any local laws or protection rights.

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number of executive management	Percentage of executive management
Men	4	44	2	7	54
Women	5	56	2	6	46
Not specified/prefer not to say	0	0	0	0	0

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number of executive management	Percentage of executive management
White British or other white (including minority-white groups)	8	89	4	9	70
Mixed/multiple ethnic groups	0	0	0	0	0
Asian/Asian British	1	11	0	2	15
Black/African/Caribbean/Black British	0	0	0	0	0
Other ethnic group	0	0	0	2	15
Not specified/prefer not to say	0	0	0	0	0

# AUDIT COMMITTEE REPORT



Alan Stewart  
Chair, Audit Committee

## Areas of focus for FY 2025/26

- Scrutinising financial performance, financial reporting estimates and judgements
- Monitoring and assessing risk management and internal control frameworks
- Readiness for implementation of Provision 29
- Preparedness for sustainability reporting
- Oversight of cybersecurity threat and resilience

“The Committee has been satisfied that management applied robust and consistent accounting policies.”

## Dear Shareholder,

I am pleased to present the FY 2025/26 Report of the Audit Committee (the Committee) which describes the Committee's main activities and areas of focus during the year.

## Areas of focus during FY 2025/26

The primary purpose of the Committee is to oversee the integrity of financial reporting and to provide assurance to the Board that the Company's internal control and risk management processes are operating effectively. The Committee also oversees the work of the external auditor. Details of how we monitored EY's audit are available on page 135.

This year, we focused on reviewing the Group's financial performance and how this was taken into consideration when determining appropriate accounting estimates relating to impairment of property, plant and equipment and right-of-use assets and inventory provisioning. Further to recent high profile cyberattacks on retail organisations, the Committee has also focused on monitoring cybersecurity and related business continuity.

The Committee has been satisfied that management applied robust and consistent accounting policies and provided the Committee with sensitivities to these assumptions and forward-looking trading. We also reviewed and challenged the going concern assessment and the severe but plausible scenarios, and considered the liquidity needs of the Group in order to recommend the Viability Statement on pages 104 and 105 to the Board.

Further information on how the Committee addressed significant matters during the year is set out in the table on pages 134 and 135.

In relation to the Group's risk management, we carried out a detailed review of management's assessment of principal risks, tolerance levels and mitigations, and concluded these were appropriate. We also reviewed management's preparations for the revised Provision 29 of the UK Corporate Governance Code 2024 and the changing sustainability reporting landscape. Strong progress has been made to meet the requirements and we continue to monitor and support management in readiness activities. Further details of the steps we have taken can be found on page 137.

The Committee confirms that during FY 2025/26, the Group complied with the mandatory audit processes and Audit Committee responsibility provisions of the Competition and Markets Authority Statutory Audit Services Order 2014. This report describes the work of the Committee in discharging its responsibilities.

## Audit quality review

In December 2025, I was advised of the outcome of an Audit Quality Assessment carried out by the FRC on the FY 2024/25 audit performed by our external auditor. My colleagues and I were pleased to note that the FRC identified no key or other findings arising from their inspection. Further details of the assessment are set out on page 135.

## Committee effectiveness

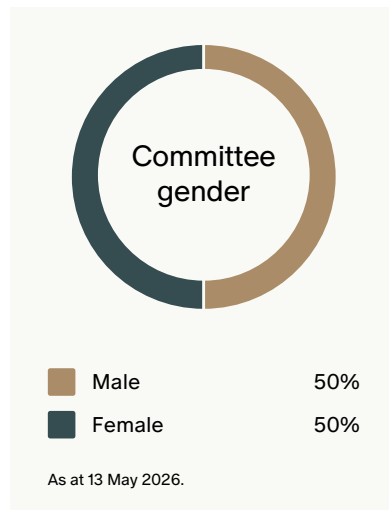
The Committee's annual effectiveness review was undertaken as part of the internal review of Board and Committee effectiveness, and I am pleased to note that the review confirmed that the Committee fulfils its purpose well, is well informed and challenges where appropriate. Further information on the process is set out on page 125.

Alan Stewart  
Chair, Audit Committee

### Audit Committee membership and meeting attendance during the year

Committee member	Member since	Meeting attendance
Alan Stewart (Chair)	1 September 2022	4/4
Alessandra Cozzani	1 September 2023	4/4
Ron Frasch	7 November 2018	4/4
Danuta Gray	12 July 2023	4/4
Antoine de Saint-Affrique <sup>1</sup>	1 January 2021	1/1

1. Antoine de Saint-Affrique retired from the Board on 16 July 2025 and stepped down as a member of the Audit Committee on that date.



### The role and main responsibilities of the Committee

The role and main responsibilities of the Committee are set out in written terms of reference, which are available on Burberrypc.com. The Committee reviews its terms of reference annually to ensure that they remain fit for purpose and reflect any regulatory or best practice changes if appropriate. As part of its review in March 2026, a number of minor changes were made to provide greater clarity and consistency and to explicitly reference the FRC’s Audit Committees and the External Audit: Minimum Standard (the Minimum Standard). The Committee considers that the Minimum Standard has and continues to be met through the discharging of the Committee’s duties as described throughout this report. To ensure alignment with Provision 29 of the UK Corporate Governance Code 2024, which will come into effect in FY 2026/27, the risk management and controls references were updated.

The key areas of responsibilities of the Committee are:

- External auditor: recommending the appointment of the external auditor, approving their remuneration and overseeing their work, reviewing reports received by the external auditor and reviewing their effectiveness and independence
- Financial reporting: ensuring the integrity of the Group’s financial statements and formal announcements of the Group’s performance. Approval of management’s identification and determination of key accounting judgements and estimates
- Risk management and controls: reviewing effectiveness of systems, processes and policies to assess, manage and monitor the Company’s risk management and internal controls framework
- Internal Audit: reviewing the annual internal audit programme and considering the findings of any internal audit investigations
- Whistleblowing and fraud: reviewing procedures for the prevention and detection of fraud, bribery and corruption, and anonymous whistleblowing arrangements in place for the Company’s workforce, including people in our supply chain

### Committee composition

Antoine de Saint-Affrique stepped down as a member of the Committee following his retirement from the Board on 16 July 2025. There were no other changes to the Committee’s composition during FY 2025/26.

The Board is satisfied that Alan Stewart and Alessandra Cozzani have recent and relevant financial experience, and that all other Committee members collectively have appropriate knowledge, skills and experience in either finance or accounting roles, or broad consumer experience and knowledge of financial reporting and/or international businesses. As a whole, the Board is satisfied that the Audit Committee has the appropriate knowledge, skills and experience relevant to the business sector to fulfil the duties delegated to the Committee. The biographies set out on pages 109 to 112 provide details of each member’s background and experience.

### Meetings and attendance

The Committee met formally four times during the year (see the table above).

The Chair of the Committee met separately with representatives of the external auditor, senior members of the Finance function and the Vice President, Group Risk and Audit on a regular basis, including prior to each Committee meeting. In addition, he met with members of the Group Internal Audit team and other members of management on an ad hoc basis as required to fulfil his duties.

Regular attendees at Committee meetings included the Chair of the Board, CEO, CFO, Company Secretary, Vice President, Group Risk and Audit, Vice President, Group Financial Controller, General Counsel and representatives of the external auditor. At the end of each meeting, the Committee held closed meetings with the external auditor and with the Vice President, Group Risk and Audit, without management being present. The Committee also held a private session without management being present.

## Significant matters for the year ended 28 March 2026

## How the Audit Committee addressed these matters

<p>Impairment assessment of right-of-use assets and property, plant and equipment held in retail cash-generating units</p>	<p>In November 2025, March 2026 and May 2026, the Committee considered management's assessment of the recoverability of the carrying value of assets held in retail cash-generating units, including property, plant and equipment and right-of-use assets relating to store leases. The Committee considered the approach applied by management to review for potential indicators of impairment of retail cash-generating units and how current performance has impacted this. The Committee reviewed and challenged the sensitivities applied to the estimates of future store performance and reviewed management's determination of store impairments and proposed disclosures of these impairments and sensitivities relating to these uncertainties. The Committee concluded that the carrying value of assets held in retail cash-generating units and disclosures contained in the Financial Statements for the period were appropriate.</p> <p>The results of the impairment assessment of assets held in retail cash-generating units, together with related sensitivities, are set out in note 13 of the Financial Statements.</p>
<p>The appropriateness of the valuation of the recoverability of the cost of inventory and the resulting estimation of provision required</p>	<p>In November 2025, March 2026 and May 2026, the Committee considered management's assessment of the recoverability of the cost of inventory and the resulting amount of provision required. The Committee reviewed the Group's current provisioning policy, the expected loss rates on inventory held at the balance sheet date and the nature and condition of current inventory. The review included analysis of actual inventory, noting the age and expected exit routes for the remaining surplus inventory held at the balance sheet date and the actual loss rates. The Committee considered the sensitivity to the assumptions of loss rate and exit route and how this aligned to the current performance of the business and future expectations and inventory management initiatives to understand how management quantified the range of potential outcomes and level of estimation applied. The Committee concluded that the inventory assets recognised and disclosures contained in the Financial Statements for the period were appropriate. Movements in inventory provision and the related sensitivities are set out in note 17 of the Financial Statements.</p>
<p>Uncertain tax positions and the Group's more significant tax exposures and the appropriateness of any related provisions and Financial Statements disclosures</p>	<p>In November 2025, March 2026 and May 2026, the Committee received regular updates regarding developments relating to discussions with tax authorities and the status of any ongoing tax audits. The Committee reviewed and challenged the appropriateness of assumptions and estimates applied to estimate the amount of assets and liabilities to be recognised in relation to uncertain income tax and deferred tax positions and the disclosure of any significant estimates applied to tax balances. The Committee concluded that the assets and liabilities recognised and disclosures contained in the Financial Statements for the period were appropriate. Details of movements in tax balances are set out in notes 9 and 15 of the Financial Statements and further disclosure of tax contingent liabilities is given in note 30.</p>
<p>Going concern and viability</p>	<p>The Committee considered the risks that could threaten the Group's business model, future performance, solvency, liquidity and reputation. It also looked at how these were included in the severe but plausible downside scenario. This included an aggregation of several severe impacts of these principal risks and the reverse stress test scenario, alongside the current cash position, facilities available to the Group as well as mitigating actions that could be taken. The Committee concluded that a robust assessment had been carried out, and in all the scenarios considered the Group was able to maintain sufficient liquidity to continue trading.</p>
<p>The impact of climate risk on the Group's financial reporting and Financial Statements (TCFD and sustainability reporting considerations)</p>	<p>The Committee considered the impact of climate risk on the Financial Statements and TCFD reporting on behalf of the Board. The Committee considered the approach taken by management to further develop the digital twin model which was updated with the latest Group performance and locations.</p> <p>The Committee noted the ongoing areas of market and consumer preference risk and physical risks as being the most significant risks identified by the modelling. The Committee reviewed the disclosures in the Annual Report on behalf of the Board to ensure they were in compliance with TCFD recommendations and the assurance provided by the Group's auditors. The Committee also reviewed preparations for sustainability reporting progressed by management during the year including the Double Materiality Assessment.</p>

## Significant matters for the year ended 28 March 2026

## How the Audit Committee addressed these matters

<p>Whether the Annual Report is fair, balanced and understandable</p>	<p>The Committee considered the Annual Report and Interim Results, on behalf of the Board, to ensure that they were fair, balanced and understandable, in accordance with the requirements of the UK Corporate Governance Code. The Committee reviewed the report from the Strategic Report drafting team, comments arising from the review of the Financial Statements by the Executive Directors and comments raised by the Group's auditor.</p> <p>The Committee also considered the use of alternative performance measures by the Group and concluded that they were appropriate and that there is an appropriate balance between statutory and alternative performance measures, ensuring equal prominence.</p> <p>The Committee concluded that the Burberry Annual Report 2025/26, taken as a whole, is fair, balanced and understandable, and provides the information necessary to assess the Group's performance, business model and strategy.</p>
<p>Other matters</p>	<p>During the year, the Committee also considered management's papers on other subjects, including the application of the Group's accounting policy for restructuring, lease accounting and China deferred tax asset recoverability.</p>

## External auditor

Ernst & Young LLP (EY) commenced its first year of audit in FY 2020/21, following a competitive tender process. The current audit partner is Ben Marles who has held the role since 14 May 2025, replacing the previous audit partner who had served for five years in line with EY's policy on rotation of audit partners. The Committee considered that given EY's capabilities, the effectiveness of the external audit and relationship with Burberry, it is in the best interests of the Company not to put the external audit contract out to tender before the end of the current required period of 10 years. The next tender will be in respect of FY 2030/31 at the latest, and the process will be led by the Committee.

The Audit Committee oversees and assesses the work undertaken by EY, and in FY 2025/26 the Committee monitored and reviewed activities including:

- The audit plan, including audit strategy, scope and materiality
- The approach to risk assessment, including factors impacting the external environment and Burberry's business and strategy
- The approach to emerging topics such as UK corporate governance reform, specifically Provision 29
- The approach to auditing controls, the use of data analytics and how the auditor demonstrated robust professional scepticism
- The limited assurance work carried out on the TCFD disclosures and key data points in the corporate responsibility disclosures of the Strategic Report, including carbon emissions, supplier audits and the Group's sustainability performance, which are separate non-audit services provided by EY
- Reports at the half year and full year

In assessing how the auditor demonstrated professional scepticism, the Committee considered the level of objectivity EY demonstrated when challenging the Group's approach to its significant judgements and estimates.

During the year, the Committee met with the auditor without members of management being present.

## Independence and effectiveness

One of the Committee's primary responsibilities is to make a recommendation on the appointment, reappointment and removal of the external auditor. Each year, the Committee assesses the qualifications, expertise, resources and independence of the external auditor and the effectiveness of the previous audit process. Over the course of the year, the Committee reviewed the audit process and the quality and experience of the audit partners engaged in the audit to satisfy itself that it received the highest quality audit possible. To support this assessment, a survey was sent to Audit Committee members and senior members of the Finance team requesting feedback across a range of factors that rate the effectiveness and independence of the audit. The Committee considered the results of the survey, noting the scoring of agree or strongly agree across all questions, and concluded that the external audit process was effective and confirmed the independence of EY.

The Committee's recommendation on the appointment and reappointment of the external auditor is free from influence by a third party and there are no contractual obligations which restrict the Committee's ability to make such a recommendation.

The Committee also reviewed the proposed audit fee and terms of engagement for FY 2025/26. Details of the fees paid to the external auditor during FY 2025/26 can be found in note 7 to the Financial Statements.

## Audit Quality Review

The Company's FY 2024/25 audit was selected by the FRC for Audit Quality Inspection, with the assessment focusing primarily on: inventory provisioning, impairment and impairment reversals of retail store assets, provision for uncertain tax positions, revenue recognition and deferred tax asset recoverability. The Committee received and reviewed the final report from the Audit Quality Review team and were pleased to note the report identified no key or other findings. The Committee reviewed the FRC's report and discussed the outcome of the inspection with the external auditor.

## Non-audit services

The Committee recognises that the independence of the external auditor is an essential part of the audit framework and the assurance that it provides. The Committee has adopted a policy which sets out a framework for determining whether it is appropriate to engage the Group's auditor for non-audit services and pre-approving non-audit fees. This policy reflects the International Ethics Standards Board for Accountants' Code of Ethics, which helps ensure high standards of independence and ethical behaviour are applied consistently by UK audit firms and their networks.

The overall objective of the policy is to ensure that the provision of non-audit services does not impair the external auditor's independence or objectivity. This includes, but is not limited to, assessing the following:

- Any threats to independence and objectivity resulting from the provision of such services; any safeguards in place to eliminate or reduce these threats to a level where they would not compromise the auditor's independence and objectivity; the nature of the non-audit services; and whether the skills and experience of the audit firm make it the most suitable supplier of the non-audit service
- The value of non-audit services that can be billed by the external auditor is restricted by a cap, which is set at 70% of the average audit fees for the preceding three years as defined by the FRC

During FY 2025/26 the non-audit services provided by Burberry's external auditor did not exceed this cap.

Proposed fees above £100,000 are approved in advance by the Chair of the Audit Committee. Non-audit services with a value below £100,000 and which are in line with the Group's policy have been pre-approved by the Audit Committee. Compliance with the policy of engaging the Group's auditor for non-audit services and pre-approving non-audit fees is reviewed and monitored by the Vice President, Group Risk and Audit. These fees must be activity based and not success related. At the half year and year end, the Audit Committee reviews all non-audit services provided by the auditor during the period, and the fees relating to these services.

During the year, the Group spent £0.4 million on non-audit services provided by EY (13% of the average of Group audit fees incurred over the last three years). The rationale for using the external auditor to perform these services was that EY was best able to provide the services we require at a reasonable fee and within the terms of our policy. No advisory services were provided by EY during FY 2025/26.

Where EY was selected to provide non-audit related services, EY's existing knowledge and experience of the Group were taken into account. Significant non-audit work performed by EY during FY 2025/26:

- Review of the half-year financial statements
- Limited assurance over TCFD reporting and certain sustainability disclosures as set out on page 47
- Turnover certificates
- Limited assurance over certain environmental and social key performance indicators

Further details can be found in note 7 to the Financial Statements.

## Evaluation of risk management and internal controls

The Board is responsible for the Group's risk management and internal controls framework. Details of the Group's risk management processes and the management and mitigation of each principal risk, together with the Group's Viability Statement, can be found in our Risk and Viability Report on pages 95 to 105.

The Committee discharges its duties in respect of risk management by:

- Determining the nature and extent of the principal and emerging risks it is willing to accept to achieve the Group's strategic objectives (the Board's risk appetite)
- Challenging management's implementation of effective processes of risk identification, assessment and mitigation

The Audit Committee is responsible for reviewing the effectiveness of the Group's internal controls. Ongoing review of these controls is provided through internal governance processes and the work of the Group is overseen by management, particularly the work of the Group Internal Audit team and the Risk Committee. Regular reports on these activities are provided to the Audit Committee as reflected in the standing items on the Audit Committee agenda.

The Board, through the Audit Committee, has conducted a robust assessment of the principal and emerging risks and internal control framework. It has considered the effectiveness of the internal controls in operation across the Group for the year covered by the Annual Report and Accounts and up to the date of its approval by the Board. This review covered the material controls, including financial, operational, reporting and compliance, as well as risk management processes. No significant control weaknesses were identified. The internal controls are designed to manage rather than eliminate the risk of not achieving business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The process followed by the Board, through the Audit Committee, in regularly reviewing the system of internal controls and risk management processes complies with the Guidance on Risk Management, Internal Control and Related Financial and Business Reporting issued by the FRC. It also accords with the provisions of the Code. A management steering committee oversees the Group's internal control framework in response to the revisions of Provision 29 of the UK Corporate Governance Code, which apply to the Group from FY 2026/27. The steering committee reviews internal controls practices on an ongoing basis and recommends enhancements where required.

During FY 2025/26, the internal control framework was further embedded, with material controls refined and supported by defined effectiveness criteria and an agreed assurance plan. A preliminary assessment has been completed to assess the design and operating effectiveness of material controls. In FY 2026/27, the framework will operate in full to support the first year-end declaration.

## Control environment

Our business model is based primarily on centralised design, product development, supply chain and distribution operations to supply products to global markets via retail channels, including digital and wholesale channels. This is reflected in our internal control framework, which includes centralised direction, resource allocation, oversight and risk management of the key activities of marketing and inventory management, as well as brand and technology development. We have also established procedures for the delegation of authorities to ensure that approval for matters considered significant is provided at an appropriate level. In addition, we have policies and procedures in place designed to support risk management across the Group. These include policies relating to treasury and the conduct of employees and third parties with whom we do business, including prohibiting bribery and corruption. These authorities, policies and procedures are kept under regular review.

The Group operates a 'three lines of defence' model, which helps to achieve effective risk management and internal control across the organisation.

- First line of defence: management owns and manages risk and is also responsible for implementing corrective actions to address process and control deficiencies
- Second line of defence: to help ensure the first line is properly designed, established and operating effectively, management has also established various risk management and compliance functions to help build and/or monitor the first line of defence. These include, but are not limited to, functions such as Group Risk Management, Legal, Brand Protection, Company Secretariat, Group Finance Compliance, Health and Safety, Data Protection and Asset and Profit Protection
- Third line of defence: Group Internal Audit provides the Audit Committee and management with independent and objective assurance on the effectiveness of governance, risk management and internal controls. This includes the way in which the first and second lines of defence achieve risk management and control objectives

## Provision 29 activities

During both FY 2025/26 and FY 2024/25, the Audit Committee had oversight of and reviewed management's approach to readiness for Provision 29 of the UK Corporate Governance Code 2024, which the Company will be required to report compliance against for FY 2026/27. This has included the consideration of the scope of the Provision 29 internal controls framework covering operational, compliance and reporting controls and review of the roadmap to achieving compliance.

Management has updated the Audit Committee on the key activities undertaken which have included:

- The establishment of an Internal Controls Steering Committee, with regular meetings and representation from Group Risk, Finance, Sustainability Finance, Internal Audit, Legal and IT, with assigned leads to drive workstreams towards readiness
- COSO mapping of the entity-level controls and the framework that underpins the control environment
- The integration of principal risks together with wider operational, compliance, reporting and entity-level risks into a revised governance and controls framework. This includes defined accountability for risks and controls and clear design and operating criteria to support assessment and identification of areas requiring enhancement to meet the requirements of the Code provision
- The identification of a proposed subset of controls considered to be material, informed by management assessment, discussion with external consultants and peer company forums
- Following analysis of risk scenarios, the Audit Committee has established a subset of risks and controls to be classed as material for ongoing monitoring and reporting to the Board. These material controls represent the critical judgements and higher-level elements of the controls environment underpinning the Group's material operational, compliance and reporting risks
- Determining appropriate oversight of material risks and control frameworks through the Global Process Owners forum delegation from Board to Audit Committee to oversee/monitor material controls and the level of assurance over their effectiveness
- Performing testing of control operations across selected areas. Group Internal Audit intends to continue to support the Audit Committee through ongoing assurance as the framework is embedded during FY 2026/27

## Internal Audit

The Audit Committee is responsible for the appointment of the Head of Internal Audit to manage the Group Internal Audit function. Following a change in personnel, in July 2025, and after carefully considering the requirements of the role, the Committee appointed the Vice President, Group Risk and Audit, who reports to the CFO but has an independent reporting line to the Chair of the Audit Committee, as the new Head of Internal Audit.

The scope of Internal Audit work is considered for each operating Company and Group function. This takes account of risk assessments, input from senior management and the Audit Committee, and previous audit findings. For example in FY 2025/26, the annual plan included assurance over strategic transformation and the maturity of controls across IT projects and operations. The plan also focused on assessing the maturity of controls across core processes in Finance, Supply Chain, Legal and Marketing. Changes to the Group's risk profile are considered on an ongoing basis and amendments are made to the Internal Audit plan as necessary during the year. Any proposed changes to the plan are discussed with the CFO and reported to the Audit Committee.

The effectiveness of Group Internal Audit is assessed every five years, with the latest review completed in April 2025.

Ongoing visibility of the internal control environment is provided through Internal Audit reports to management and the Audit Committee. These reports are graded to reflect an overall assessment of the control environment under review, and the significance of any control weaknesses identified, including fraud risk.

Remedial actions to address findings are identified and agreed with management. The Audit Committee places emphasis on actions being taken as a result of internal audits and regular reports are provided to the Audit Committee on the status of any overdue actions.

## Financial reporting

Management is responsible for establishing and maintaining adequate internal controls over financial reporting. These are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external reporting purposes.

We have comprehensive planning, budgeting, forecasting and monthly reporting and management review processes in place. A summary of financial results, supported by commentary and performance measures, is provided to the Board each month.

In relation to the preparation of Group Financial Statements, the controls in place include:

- A centre of expertise responsible for reviewing new developments in reporting requirements and standards to ensure that these are reflected in Group accounting policies, Financial Statements and disclosures
- A global Finance function and governance structure consisting of colleagues with the appropriate expertise to ensure that Group policies and procedures are correctly applied. Effective management and control of the Finance function is achieved through our Finance Leadership team, comprising key finance colleagues from the regions, Burberry Business Services and our London headquarters

Our financial reporting process is supported by transactional and consolidation finance systems. Reviews of financial controls are carried out by the Group Financial Compliance team and attested to by senior members of the Finance function. The results of these reviews are considered by the Audit Committee as part of its monitoring of the performance of controls governing financial reporting.

The Audit Committee reviews the application of financial reporting standards and any significant accounting judgements made by management. These matters are also discussed with the external auditor.

### Fair, balanced and understandable

As a whole, the Annual Report and Accounts are required to be fair, balanced and understandable, and to provide the information necessary for shareholders to assess the Group’s position, performance, business model and strategy.

On behalf of the Board, the Audit Committee considered if the fair, balanced and understandable statement could properly be given on behalf of the Directors. In making its assessment, it considered the process of the preparing the report.

The flow diagram below outlines the various stages and layers of collaboration and oversight involved in the production of the Annual Report and Accounts, demonstrating a clear and robust process.

To assist the Audit Committee with its consideration of whether the FY 2025/26 Annual Report and Accounts taken as a whole, is fair, balanced and understandable, members of the Annual Report Steering Committee provided assurance that:

- The report is open and honest
- Our challenges are covered alongside successes
- KPIs are clear, linked to strategy and show progress over time
- All material information relevant to shareholders is included
- Our business model, strategy and accounting policies are explained clearly and concisely
- We have a consistent tone throughout the report
- Sources of additional information are clearly signposted

The Audit Committee was satisfied that the processes followed and the assurances provided were sufficient to recommend to the Board that the fair, balanced and understandable statement could be given on behalf of the Directors.

Based on this recommendation, the Board is satisfied that it has met this obligation. A summary of the Directors’ responsibilities in relation to the Financial Statements is set out on page 181. The Independent Auditor’s Report on pages 182 to 191 includes a statement concerning the auditor’s reporting responsibilities.



## Summary of meetings

The Audit Committee typically meets four times a year. During FY 2025/26, the Committee held four meetings and the agenda items discussed are summarised in the table below. Details of attendance at Committee meetings are set out on page 133.

<p>May 2025</p>	<ul style="list-style-type: none"> <li>• Reviewing the integrity of the Group's Financial Statements and Preliminary Results statement for FY 2024/25</li> <li>• Reviewing the FY 2024/25 year-end key accounting judgements and estimates</li> <li>• External auditor's FY 2024/25 year-end audit results report</li> <li>• Internal Audit update, review of the Internal Audit forward plan and results of the five-yearly effectiveness review</li> <li>• Risk management and internal controls: reviewing the Group's internal financial, operational, reporting and compliance controls and risk identification and management process</li> <li>• Reviewing the Company's Going Concern and Viability statements considering the Group's financial position and management's assumptions and disclosures prior to approval by the Board</li> <li>• Consideration of the Group's TCFD disclosures</li> <li>• UK Corporate Governance Code 2024 compliance, including fair, balanced and understandable assessment</li> <li>• Effectiveness and independence of external auditor and recommendation for shareholders to re-appoint EY at the AGM</li> <li>• Legal risk update reviewing current and emerging risks across legal, brand protection, asset and profit protection and health and safety</li> <li>• Ethics Committee update, including the Group's approach to human rights and modern slavery and whistleblowing arrangements</li> </ul>
<p>July 2025</p>	<ul style="list-style-type: none"> <li>• Reviewing management's approach to cybersecurity, data privacy and related business continuity</li> <li>• Preparations for Provision 29 of the UK Corporate Governance Code 2024, further details of which can be found on page 137</li> <li>• Review of store design and construction operational processes</li> <li>• Preparation for upcoming sustainability reporting regulations, including management's Double Materiality Assessment</li> </ul>
<p>November 2025</p>	<ul style="list-style-type: none"> <li>• Half Year financial reporting matters</li> <li>• External auditor's review at the Half Year and audit planning report for FY 2025/26</li> <li>• Risk management update, including review of the principal risks disclosure for Half Year results</li> <li>• Internal controls update</li> <li>• Fraud risk approach, including management's response to the Economic Crime and Corporate Transparency Act 2023 failing to prevent fraud offence</li> <li>• Internal Audit update</li> <li>• Legal risk update reviewing current and emerging risks across legal, brand protection, asset and profit protection and health and safety</li> <li>• Ethics Committee report, including the Group's approach to human rights and modern slavery and whistleblowing arrangements</li> </ul>
<p>March 2026</p>	<ul style="list-style-type: none"> <li>• Pre-year-end update on significant judgements, estimates and disclosures</li> <li>• External audit control update and observations</li> <li>• Tax update and approval of the Group Tax Strategy</li> <li>• Treasury update and policy review</li> <li>• Sustainability reporting, including the Double Materiality Assessment</li> <li>• Risk management, including review of principal and emerging risks</li> <li>• Internal Audit update</li> <li>• Review of governance matters, including the Committee's terms of reference and an update on subsidiary company accounts</li> <li>• Business continuity update, including review of plans to strengthen resilience</li> <li>• Preliminary review of anticipated FY 2025/26 financial reporting matters</li> <li>• Review of major IT change projects and related governance oversight</li> </ul>

# DIRECTORS' REMUNERATION REPORT



Danuta Gray  
Chair, Remuneration Committee

## Areas of focus for FY 2025/26

- Directors' Remuneration Policy review and shareholder engagement
- Executive reward
- Broader employee reward
- External environment
- External reporting

Details of agenda items discussed at each Committee meeting are set out on page 176.

“The Committee valued shareholders’ views as we shaped our executive remuneration proposals this year.”

## Dear shareholder,

I am pleased to present to you the Directors' Remuneration Report for the year ended 28 March 2026 which has been approved by both the Remuneration Committee (the Committee) and the Board.

## Review of the Directors' Remuneration Policy

In line with the normal three-year renewal cycle in the UK, our Directors' Remuneration Policy (the Policy) is being submitted for shareholder approval at our Annual General Meeting (AGM) in July 2026. In advance of this, the Committee completed a comprehensive review of Burberry's remuneration framework, and we are proposing a number of improvements to the Policy to ensure that it allows us to continue to retain, incentivise and recruit leaders of the required calibre to deliver our strategic ambitions.

## Business context

Since Joshua Schulman's appointment as CEO and the launch of the Burberry Forward strategy in November 2024, we have seen customers return to the brand they love. Increased brand relevance and an improved product offer have resulted in a return to comparable sales growth and significant improvements in Group adjusted operating profit (£160 million) and in free cash flow generation in FY 2025/26. The positive momentum across the business has reinforced our conviction in Burberry Forward as the right strategic path. Under Josh's leadership, we are moving forward with confidence that we are well positioned for sustainable long-term value creation and with clarity on our opportunities for further growth.

## Market context

Burberry is unique. We are the only UK-listed luxury fashion brand. We operate in a highly competitive sector and the direct peers with whom we compete for talent and sales are global companies based outside the UK. Our competitors are therefore not subject to the same governance expectations on remuneration that apply to a UK-listed company. It is in our shareholders' interests that we are able to compete with these companies for proven leaders with luxury experience who can recognise the strength of the Burberry brand and deliver long-term shareholder value.

In our review of the Policy, the Committee has considered market practice from two reference points. Our primary reference point is a group of our most relevant listed competitors, other global luxury brands including a number of companies based in the USA (these companies are set out on page 147). Our secondary reference point comprises UK-listed companies of a similar size and complexity to Burberry as the Committee is mindful of the importance of continuing to take into account UK market practice given our UK listing.

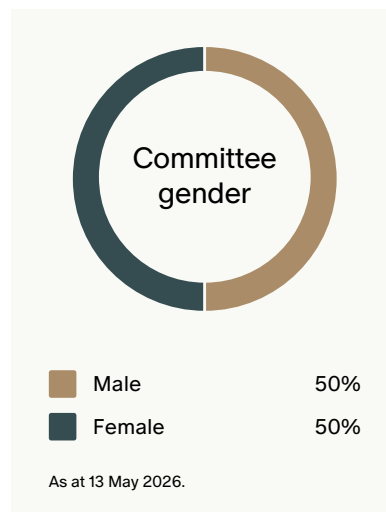
## Policy review process and shareholder consultation

The Committee began reviewing the Policy shortly after the 2025 AGM. We started by evaluating our current Policy and identified a number of ways in which the Policy could evolve to support the delivery of our strategy over the coming years and continue to retain and incentivise our high-calibre executive management team. However, as the Company was still in the early stages of our Burberry Forward strategy, we decided that it would be more appropriate to undertake our shareholder consultation process later in the year after our third quarter trading update.

### Remuneration Committee membership and meeting attendance during the year

Committee member	Member since	Meeting attendance
Danuta Gray (Chair)	1 December 2021	6/6
Fabiola Arredondo <sup>1</sup>	10 March 2015	1/1
Sam Fischer <sup>1</sup>	1 November 2019	1/1
Ron Frasch	1 September 2017	6/6
Orna NiChionna	3 January 2018	6/6
Alan Stewart	12 July 2023	6/6

1. Fabiola Arredondo and Sam Fischer retired from the Board on 16 July 2025 and stepped down as members of the Remuneration Committee on that date.
2. All Committee members attended all scheduled meetings.



This timing enabled us to give full consideration to tangible progress under Burberry Forward, including the results of the critical festive period and the reception to our Winter 2026 runway collection.

Following our third quarter trading update, we wrote to our major shareholders controlling approximately 60% of our issued share capital, as well as the key proxy bodies. Our Chair, Gerry Murphy, and I met with many of our largest shareholders and consulted with the major proxy bodies to discuss the proposed changes to the Policy and to seek feedback. I would like to take this opportunity to thank the shareholders and proxy bodies who took part in the consultation. The Committee greatly valued the input of our shareholders and we appreciated the opportunity to understand the range of shareholders' views as we shaped our executive remuneration proposals this year. We were pleased to find that the majority of these shareholders recognised the importance of retaining and incentivising our management team over the longer term and were therefore broadly supportive of the Committee's proposals. We were also pleased to hear the strong levels of support for the Executive Directors. The Committee carefully considered the range of feedback received and adapted our final proposals accordingly, as set out on page 144.

### Proposed Policy changes

The key change being proposed is the introduction of performance share awards (PSP awards) to complement our existing restricted share awards (RSP awards), a combination that is referred to as a hybrid long-term incentive plan (hybrid LTIP). Both PSP and RSP awards will be granted under the Burberry Share Plan (the BSP), as amended subject to shareholder approval at the 2026 AGM. To date, RSP awards granted under the BSP have been referred to as BSP awards. In future, as both awards will be granted under the BSP, we will now refer to restricted share awards as RSP awards.

The proposed introduction of a hybrid LTIP takes into account the following factors:

- **Incentivisation:** we are confident that Burberry Forward is the right strategic path for Burberry, supported by our results for FY 2025/26. This is a critical time for Burberry and the introduction of a hybrid LTIP is designed to incentivise the senior leadership team to deliver on this strategy and achieve our stretching long-term ambitions, leading to increased brand value and the delivery of shareholder value.
- **Retention:** we have a high calibre Executive Committee, led by Josh. The Committee recognises the importance of retaining Josh and other leaders and incentivising them to continue to deliver Burberry Forward. The implementation of a hybrid LTIP is considered the most effective route to achieving this.
- **Market practice:** several of our luxury peers, particularly those based in the USA, operate a hybrid LTIP. As a result, it is a structure in which globally mobile luxury leaders increasingly expect to participate. The USA is an important talent market for Burberry, as evidenced by the appointment of Josh, a USA national and former CEO of USA businesses. In addition, we have sourced a number of members of our Executive Committee and other senior leaders from our global luxury peers, including companies based in the USA, France and Italy. The introduction of a hybrid structure will help Burberry to continue to retain, incentivise and recruit world-class leaders which is fully aligned with the interests of our shareholders.
- **Alignment:** by aligning reward with the delivery of stretching long-term targets, the introduction of PSP awards is intended to create even greater alignment between shareholders and Josh and the leadership team.
- **Shareholder feedback:** during previous consultations, a number of our shareholders expressed a preference for PSP awards to be used in conjunction with RSP awards.

### Quantum – CEO

The Committee is proposing the following award levels to be granted to Josh under the BSP:

- New PSP award with a maximum opportunity of 300% of salary
- RSP award with a maximum opportunity of 150% of salary (reduced from 162.5% of salary)

In determining this award level, the Committee carefully considered pay practices from our two reference points noted on page 147 (the global luxury market and similarly sized UK-listed companies). The Committee has been mindful that no single comparator group will provide the 'right answer' and, although the UK market is a useful reference point (and includes a number of UK-listed companies that have recently introduced a hybrid LTIP), the luxury peer group is made up of the companies with which Burberry competes on a day-to-day basis and is therefore our primary reference point.

Josh's award levels have been chosen so as to be appropriately incentivising (aligning him with the delivery of the strategy), retentive (improving his positioning relative to our luxury peers), and reasonable (we are not seeking to match the median PSP opportunity of our USA peers in recognition of the fact that we are a UK-listed company). Although the Committee has not sought to match USA pay levels, we have been mindful of shareholder preferences by ensuring that the majority of the total long-term opportunity is in the form of PSP awards and subject to the delivery of stretching performance targets.

The Committee noted that this would be the first ongoing increase in the variable pay opportunity for the CEO role at Burberry since FY 2016/17 when we operated a performance share award at 325% of salary (which was subsequently converted, in line with best practice, to a restricted share award at 162.5% of salary following the 2020 AGM).

The Committee took account of shareholder feedback and following the consultation decided to reduce the RSP award level for Josh from 162.5% of salary to 150% of salary.

Market data for the peer groups is set out on page 147.

#### Approach for other senior leaders

RSP awards granted under the BSP currently extend to senior management roles across Burberry. The Committee is keen to align our most senior leaders with the CEO. Therefore, we are intending to extend the hybrid LTIP to a small number of senior roles including the CFO, Kate Ferry, and other members of the Executive Committee. The Committee believes that this will further support focus on the delivery of Burberry Forward.

The Committee is proposing the following award levels to be granted to Kate under the BSP:

- New PSP award with a maximum opportunity of 175% of salary
- RSP award with a maximum opportunity of 150% of salary (reduced from 162.5% of salary)

The Committee has set Kate's PSP opportunity at 175% of salary so as to appropriately incentivise her and recognise her important role in the successful delivery of Burberry Forward. This has been set above her RSP opportunity in line with shareholder expectations. This award level recognises the different market dynamics for the roles of CEO and CFO and takes into account market data from the peer groups set out on page 147.

In determining this award level, the Committee has taken into account Kate's significant contribution since joining Burberry in July 2023. She played a key role in stabilising the business through a very challenging period and was instrumental in Josh's onboarding as CEO. She then supported Josh on the development and delivery of the initial stages of Burberry Forward, including driving cost savings that positioned the business well for future success.

#### PSP award structure

The Committee is proposing to adopt a market-standard PSP award structure for a UK company. PSP awards will vest subject to stretching performance targets measured over three years. This will be followed by a two-year holding period for the Executive Directors only.

#### PSP award measures and targets

In developing the PSP award structure, the Committee has sought to avoid unnecessary complexity, to retain a strong link between executive reward and sustainable value creation, and to encourage the delivery of strategic priorities under Burberry Forward. The proposed PSP award measures are (i) revenue; (ii) return on invested capital (ROIC) and (iii) relative total shareholder return (TSR). Further details of the PSP award measures and targets can be found on pages 154 and 167.

#### Increased shareholding guidelines

The Committee understands the importance of aligning executives with the experience of our shareholders and requiring them to build up significant shareholdings. We are therefore proposing to increase the in-employment shareholding guideline for the CEO from 300% to 400% of salary. This is towards the upper end of UK market practice. The in-employment shareholding guideline for the CFO will remain at 300% of salary.

#### Remuneration outcomes for the Executive Directors for FY 2025/26

##### Annual bonus for FY 2025/26

The annual bonus for FY 2025/26 was based 75% on adjusted operating profit and 25% on performance against strategic objectives. The Group delivered a strong performance during the year, including adjusted operating profit of £160 million which was above the maximum target. Therefore, the adjusted operating profit element will pay out in full.

Based on its assessment of performance, the Committee determined that the strategic objectives for both Josh and Kate would pay out at 90% of maximum. This reflects their strong performance and delivery of the Burberry Forward strategy during FY 2025/26. Further details of their performance and the Committee's assessment are set out on pages 162 to 164.

The final bonus payout for FY 2025/26 for both Josh and Kate was 97.5% of maximum which the Committee considers to be appropriate in the context of their personal performance, the wider business performance and the broader shareholder experience. As a result, the Committee has not applied discretion in respect of the outcome.

Both Josh and Kate will be required to use 50% of their net bonus to acquire Burberry shares until they have satisfied their shareholding guideline.

##### 2023 BSP award outcome

Kate's 2023 BSP award is due to vest in July 2026. This was her first BSP award, granted only 10 days after she joined Burberry in July 2023, by which time the performance underpins had already been determined. These underpins are based on revenue, ROIC and brand and sustainability strategies. The Committee has assessed performance and determined that the underpins linked to brand and sustainability strategies have been met but the revenue and ROIC underpins have not been met.

An underpin not being met triggers a review by the Committee as to whether or not it would be appropriate to scale back the level of vesting under the BSP, taking into account that the purpose of the underpins is to act as a 'safeguard' to ensure that awards do not pay out if the Company has underperformed, as opposed to being stretching performance targets.

The Committee has carefully considered our underpin assessment framework and has balanced the following considerations:

- **Successful achievement of the brand and sustainability strategy underpins:**
  - **Brand:** after the launch of our Burberry Forward strategy in November 2024, in partnership with the CEO, Kate played a key role in delivering a series of actions to stabilise the business and position the brand for future growth under our Timeless British Luxury expression. Notable achievements included helping to reduce our inventory and reducing the cost base of the business through the delivery of operating cost saving initiatives. By the end of FY 2025/26, our brand expression had gained momentum, delivering strong growth in our core product categories through coherent storytelling with cultural relevance for global audiences utilising an expanded talent ecosystem.
  - **Sustainability:** Burberry made good progress against its sustainability and carbon reduction goals across the three-year period, delivering a 14.2% reduction in Scope 1 and 2 emissions between FY 2023/24 and FY 2025/26. Targeted operational, sourcing and supplier initiatives resulted in year-on-year reductions in Scope 3 emissions across the same period.
- **Context of financial performance:** the primary reason that the underpins have been missed is that they were set under the previous strategy. The Group is delivering encouraging signs of improvement through the transition to Burberry Forward which was implemented after Josh was appointed as CEO in 2024. In addition, since 2023 there has been a slowdown in global luxury demand which has impacted financial performance and contributed to the revenue and ROIC underpins being missed.
- **Accountability:** the BSP underpins were based on the strategy and budgets developed by the previous executive management team prior to Kate's appointment as CFO. The Committee does not consider Kate accountable for the previous strategy and acknowledges that she inherited legacy capital investment decisions which have continued to impact performance into her tenure.
- **Recent performance on revenue and ROIC:** the Committee took into account the Group's encouraging performance since the launch of Burberry Forward in November 2024, including the following:
  - **Revenue:** total Group revenue for FY 2025/26 was flat versus FY 2024/25 at CER\*, an improvement versus the 15% decline the previous year, with comparable sales up 2% year-on-year. The Group also delivered higher quality revenue across all channels and regions, as we returned to a shorter, shallower and more discrete markdown period.
  - **ROIC:** Group ROIC was 5.5% in FY 2025/26, representing a year-on-year improvement of 4.5% points, driven by an improvement in profitability, reductions in borrowings and lease debt.
- **Shareholder alignment:** Kate's award was granted in July 2023 with the number of shares determined using a share price of £21.8217. Based on the three-month average share price as at 28 March 2026 (£11.69), there has effectively been a reduction in the value of the CFO's award of approximately 46%.

This reduction has already delivered a strong alignment between the value of Kate's award and the experience of shareholders over the period since grant.

- **Remuneration decisions:** in addition to the reduction in the value of her 2023 BSP award due to the current share price, Kate's remuneration has already been heavily impacted by the company's performance and the grant value of her 2024 BSP award was reduced by 20% in line with the approach taken for all 2024 BSP participants.
- **Individual performance:** Kate has made a significant contribution to Burberry since her appointment and played a key role in the development and initial delivery of Burberry Forward.

After careful consideration of these factors and taking into account the views expressed by some of our shareholders, the Committee has agreed to scale back the vesting of the CFO's 2023 BSP award by 20%. The Committee considers this an appropriate reduction that balances the fact that two underpins have not been met with the mitigating factors set out above.

A holding period of two years will apply following vesting.

### Response to shareholder and proxy body feedback

As discussed on pages 141 and 142, the Committee undertook an extensive shareholder consultation process. The Committee made a number of refinements to our approach in direct response to the feedback from the consultation. These included the following:

- **Reduction to the RSP award level:** the Committee's original proposal preserved the RSP award at its current award level (162.5% of salary). Although many shareholders were comfortable with this, a number of shareholders expressed a preference for a reduction to the RSP award to acknowledge the introduction of the PSP award. As a result, the Committee determined to reduce the RSP award to 150% of salary. The Committee considers the overall award levels appropriate, taking into account that increasing the total compensation and improving Burberry's positioning relative to our luxury peers is a fundamental aim of the new Policy.
- **PSP performance target ranges:** the proposed target ranges take into account the feedback received during the consultation, in particular the stretching level of performance expected by shareholders for maximum vesting. We have set targets based on a range of factors including: (i) our internal four-year financial plan; (ii) analyst estimates for Burberry for the next three years; (iii) historic performance; and (iv) independent expectations for growth in the luxury market. In line with best practice, achieving budget/consensus over the next three years would result in a partial vesting of the PSP award between threshold and maximum, with maximum vesting requiring the delivery of truly exceptional performance, including the delivery of revenue of £3.1 billion at CER by FY 2028/29 (a compound annual growth rate of c.9% from FY 2025/26, ahead of external expectations for the luxury market).
- **2023 BSP award reduction:** the Committee took the opportunity while speaking to shareholders on the Policy to also discuss our intended approach to the 2023 BSP underpins. Shareholders were sympathetic to the considerations above and several of them would have been comfortable for no reduction to have been made. However, some shareholders were mindful of the risk of setting a precedent and therefore expressed a preference for the 2023 BSP award to be scaled back.

During the consultation process we received a number of consistent questions. For transparency, our answers to those questions are set out on pages 146 and 147.

\* This measure removes the effect of changes in exchange rates compared to the prior period.

## Approach to remuneration for FY 2026/27

### Salary and Board fees

Having carefully considered the broader context and the approach for the wider workforce, the Committee determined that the Executive Directors and the Chair would receive a salary/fee increase of 3% with effect from 1 July 2026. This aligns with the budgeted rate for our broader UK workforce.

The Board determined that the fee for the Senior Independent Director would increase to £35,000 with effect from 1 July 2026 and that there would be no other increases to the Non-Executive Directors' fees for FY 2026/27.

### Annual bonus

The annual bonus structure for FY 2026/27 for the Executive Directors will be broadly unchanged. The maximum bonus will continue to be 200% of salary. The annual bonus will be based 75% on adjusted operating profit and 25% on performance against strategic measures aligned to year two of the Burberry Forward strategy. Further details are provided on page 164.

### 2026 RSP and PSP awards

Subject to shareholder approval at the 2026 AGM, RSP and PSP awards will be granted under the BSP in July 2026.

The 2026 RSP awards will be granted on the same basis as the 2025 BSP awards but at the reduced award level of 150% of salary. RSP awards will continue to be subject to the same performance underpins: (i) revenue, (ii) ROIC and (iii) brand and sustainability. The Committee considers that these underpins continue to represent a well-rounded and balanced approach to safeguarding the financial stability of the business, delivering our Burberry Forward strategy and enhancing the long-term value of the brand. Further details are set out on page 168.

It is proposed that the 2026 PSP award will be granted at 300% of salary for the CEO and 175% of salary for the CFO. Awards will be subject to three equally-weighted performance measures: (i) revenue (one-third of award), (ii) ROIC (one-third of award) and (iii) relative TSR (one-third of award). The Committee will review the choice of measures and target ranges prior to each future award to ensure that they continue to be aligned with and appropriately reflect our strategy. Further details are set out on pages 167 and 168.

Subject to the performance measures and performance underpins above, PSP and RSP awards will vest after three years and will then be subject to a two-year post-vesting holding period.

### Broader employee reward

Burberry is committed to being a responsible employer and to rewarding our people fairly and transparently. As part of our Burberry Forward strategy, we are focused on reigniting a high-performance culture and living our values, recognising strong performance through reward. We are simplifying performance and reward processes (for example, our approach to year-end performance assessment) and providing greater transparency on reward.

In the UK, where we are a Principal Partner of the Living Wage Foundation and an accredited UK Living Wage employer, we implemented a pay increase in April 2026 of 5.5% outside London and 5.7% in London for colleagues eligible for Living Wage increases. This was above the recommended rates set out by the Living Wage Foundation for the third year in a row and positively impacted around 550 colleagues. All other eligible colleagues will receive salary increases at the usual time in July 2026.

We are pleased to make a payout under the annual corporate bonus plan for FY 2025/26 to eligible colleagues based on adjusted operating profit, sustainability metrics and individual performance. We also refreshed our Retail Variable Pay Plan to ensure that the variable reward of our retail teams is fully aligned with the Burberry Forward strategy.

In December 2025, we granted our annual award of free shares to all colleagues globally. We also offered Sharesave in 17 countries and territories. For our management population, July 2025 saw the vesting of the 2022 BSP awards.

The Committee recognises the significance of meaningful communication with our workforce on performance and reward. In March we once again held a dedicated session with our Global Workforce Advisory Forum on remuneration at Burberry. This session gave Forum members the opportunity to share their views and ask questions. Forum members reported positive feedback about working at Burberry, including a strong sense of pride in the brand and connection with our purpose. The Committee greatly values the high levels of engagement shown by Forum members and the insight into our culture that our meetings provide. I also ensure that the perspectives of our workforce are considered in Committee meetings. These touchpoints allow the Committee to take into account the alignment of our reward programmes with culture when setting remuneration for the Executive Directors.

Additional details on reward for the broader workforce and its alignment with the Executive Directors' remuneration can be found on page 149.

### Committee effectiveness

The Committee's annual performance and effectiveness review was undertaken as part of the internally facilitated Board effectiveness review and I am pleased to note that the review confirmed that the Committee operates well and provides effective support to the Board. Further information on the process is set out on page 125.

### 2026 AGM

The Committee, together with the Board, believes that the proposals outlined in this letter are in shareholders' interests and will support the delivery of the Burberry Forward strategy and the creation of long-term, sustainable shareholder value. I look forward to receiving your support for the Directors' Remuneration Report and the 2026 Directors' Remuneration Policy at the AGM on 15 July 2026.

### Danuta Gray

Chair, Remuneration Committee

## NEW DIRECTORS' REMUNERATION POLICY – FREQUENTLY ASKED QUESTIONS

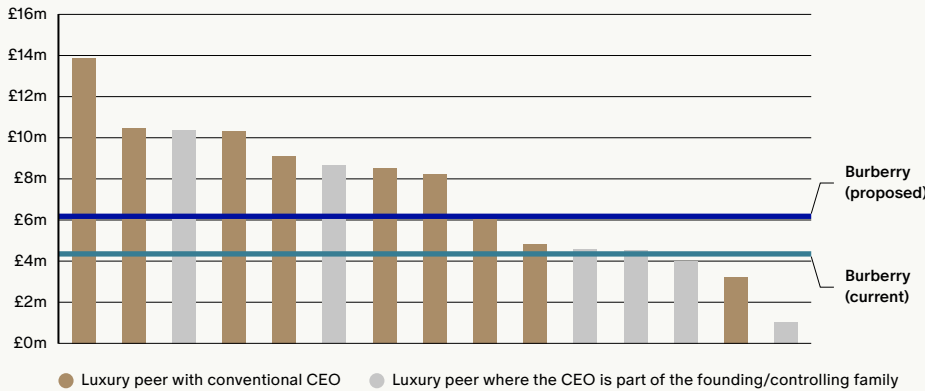
<p>What other approaches did the Committee consider?</p>	<ul style="list-style-type: none"> <li>• During our review, the Committee considered a wide range of alternative approaches including the following: <ul style="list-style-type: none"> <li>• An important aspect of the proposals is reducing the remuneration gap to our closest luxury peers. The Committee considered doing so, in part, through an increase to the annual bonus maximum. However, we were mindful of shareholders' preference for longer-term alignment and determined that the introduction of a PSP was the most appropriate way of improving our pay positioning and to align the senior leaders with the long-term strategy.</li> <li>• The Committee also considered the merits of a one-off long-term plan. Although a one-off plan could help to incentivise the delivery of the strategy, the Committee determined that annual grants of PSP awards were preferable in order to create a genuine long-term outlook and to mitigate the risk of cliff-edge vesting which could lead to potential retention concerns in the future.</li> </ul> </li> <li>• Ultimately, the Committee decided that a hybrid LTIP was the most appropriate structure for Burberry at this time in order to continue to incentivise the delivery of Burberry Forward and to retain and incentivise our management team over the longer term.</li> </ul>
<p>Why does the Committee think now is the time to move to a hybrid LTIP when it has previously been satisfied with a restricted share plan?</p>	<ul style="list-style-type: none"> <li>• The 2026 renewal of the Policy comes at a critical time for Burberry under the leadership of Joshua Schulman as CEO. Joshua has outlined a new strategic path for Burberry under the Burberry Forward strategy, and the introduction of performance-based share awards is designed to continue to incentivise our senior leaders to deliver on this strategy and achieve our stretching long-term ambitions.</li> <li>• The Committee has also been mindful that many of our luxury peers operate hybrid LTIPs. As a result, it is the structure in which globally mobile leaders of the calibre required to run a luxury brand like Burberry increasingly expect to participate.</li> </ul>
<p>How would the introduction of a hybrid LTIP support the successful delivery of the Burberry Forward strategy and align with shareholders' interests and support the creation of sustainable long-term value?</p>	<ul style="list-style-type: none"> <li>• Burberry Forward is our strategic plan to reignite brand desire, improve performance and drive long-term value creation. The introduction of a performance-based long-term incentive will directly align our leaders' reward with the long-term delivery of Burberry Forward.</li> <li>• Revenue and ROIC are two critical strategic KPIs which the Committee considers will provide an appropriate assessment of the successful delivery of the strategy. The Committee has set stretching revenue and ROIC targets which are aligned with our ambitions under Burberry Forward as set out on pages 167 and 168.</li> <li>• The use of relative TSR complements the use of the two financial measures by directly aligning the payout with the experience of our shareholders, with vesting requiring the outperformance of our closest sector peers.</li> <li>• RSP and PSP awards will both be subject to post-vesting holding periods so that the Executive Directors are aligned with the share price and the experience of shareholders until five years from the date of grant.</li> </ul>
<p>Why are you proposing the use of revenue and ROIC for both the RSP and PSP awards?</p>	<ul style="list-style-type: none"> <li>• RSP and PSP awards will perform different roles within our reward framework.</li> <li>• The purpose of the PSP award performance measures is to incentivise the delivery of our long-term strategic priorities. The RSP award underpins act as a trigger for the Committee to ensure that RSP awards do not pay out if the Company has underperformed and vesting is not justified, as opposed to being stretching performance targets.</li> <li>• Naturally there is some overlap between the two. The Committee considers that revenue and ROIC are both equally appropriate as PSP performance measures and RSP underpins, given their alignment to our strategic ambitions.</li> </ul>

What was the Committee's approach to benchmarking?

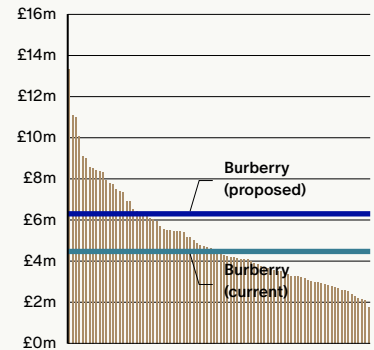
- The Committee considered benchmarking data for two peer groups. Our primary peer group of listed luxury peers is made up of the following companies: Brunello Cucinelli, Canada Goose, Capri Holdings, Hermès, Hugo Boss, Kering, LVMH, Moncler, Prada, PVH Corp., Ralph Lauren Corporation, Richemont, Salvatore Ferragamo, Tapestry Inc and Zegna Group. These are the listed companies which currently comprise our peer group for the relative TSR measure for PSP awards. The secondary peer group is made up of the constituents of the FTSE 100.
- The charts below set out total target compensation data for the CEO compared to our two peer groups.
- A nuance of the luxury market is that several of our peers have a CEO who is part of, or connected to, the company's founding/controlling family. In the majority of these cases, the CEO has comparatively modest remuneration arrangements as shown below.
- The Committee also noted that both LVMH and Hermès have significantly larger market capitalisations than Burberry. However, as a result of their CEOs being part of the founding/controlling family, their target total compensation is positioned below the median of the group despite them being the largest companies in the peer group. The inclusion of LVMH and Hermès in the peer group does not inappropriately increase the market data.
- The Committee also considered the recent implementation of hybrid LTIPs in other UK-listed companies.

CEO total target compensation data

1. Luxury peer group



2. FTSE 100



CEO total target compensation	Lower quartile	Median	Upper quartile
Luxury peer group	£4.55m	£8.24m	£9.72m
Luxury peer group (excluding where the CEO is part of the founding/controlling family)	£6.16m	£8.50m	£10.32m
FTSE 100	£3.26m	£4.48m	£6.23m
Burberry (current)		£4.47m	
Burberry (proposed)		£6.30m	

## AT A GLANCE

Summary of changes to the Directors' Remuneration Policy, remuneration approach for FY 2025/26 and approach to implementation for FY 2026/27.

Element	Approach for FY 2025/26	Approach for FY 2026/27	Changes to Directors' Remuneration Policy
Base salary	Salaries from 1 July 2025: <ul style="list-style-type: none"> <li>Joshua Schulman (CEO) – £1,200,000</li> <li>Kate Ferry (CFO) – £675,000</li> </ul>	After full consideration of the broader context the Committee awarded the CEO and the CFO a salary increase of 3% in line with the approach for the wider UK workforce. Salaries from 1 July 2026: <ul style="list-style-type: none"> <li>Joshua Schulman (CEO) – £1,236,000</li> <li>Kate Ferry (CFO) – £695,250</li> </ul>	No change
Pension	Pensions for FY 2025/26 were in line with the maximum employer pension contribution available to the majority of the UK workforce (currently 10% of salary).	No change for FY 2026/27.	No change
Benefits	The cash benefits allowance for Kate Ferry (CFO) for FY 2025/26 was £20,000. Joshua Schulman did not receive a cash benefits allowance. Non-cash benefits principally include private medical, long-term disability insurance and life assurance. Joshua Schulman received payment of a housing allowance associated with his relocation from New York to London. Further details are set out on page 161.	No change for FY 2026/27.	No change
Annual bonus	Maximum annual bonus of 200% of salary. Performance measures: <ul style="list-style-type: none"> <li>75% adjusted operating profit</li> <li>25% strategic objectives</li> </ul> Executive Directors are required to invest 50% of any net bonus into Burberry shares until the shareholding guideline is met. Malus and clawback provisions apply.	No change for FY 2026/27.	No change
Burberry Share Plan – restricted share plan awards	Maximum restricted share plan (RSP) annual award levels: <ul style="list-style-type: none"> <li>Joshua Schulman (CEO) – 162.5% of salary</li> <li>Kate Ferry (CFO) – 162.5% of salary</li> </ul> Awards vest in full after three years subject to achievement of performance underpins and are subject to a holding period to the fifth anniversary of grant of award. Details of the performance underpins for the 2025 awards are set out on page 166. Malus and clawback provisions apply.	Maximum RSP annual award levels: <ul style="list-style-type: none"> <li>Joshua Schulman (CEO) – 150% of salary</li> <li>Kate Ferry (CFO) – 150% of salary</li> </ul> Details of the performance underpins for the 2026 awards are set out on page 168.	Reduction of maximum award levels from 162.5% to 150% of salary
Burberry Share Plan – performance share plan awards	N/A	New Performance Share Plan (PSP) introduced. Maximum PSP annual award levels: <ul style="list-style-type: none"> <li>Joshua Schulman (CEO) – 300% of salary</li> <li>Kate Ferry (CFO) – 175% of salary</li> </ul> Awards subject to a three-year performance period with a holding period to the fifth anniversary of grant of award. Details of the performance measures for the 2026 awards are set out on pages 167 and 168. Malus and clawback provisions apply.	Introduction of new PSP awards
Shareholding guideline	In-employment shareholding guideline: 300% of salary Post-employment shareholding guideline: 300% of salary (or actual shareholding if lower) for two years after stepping down as an Executive Director.	In-employment shareholding guideline: 400% of salary for Joshua Schulman (CEO) and 300% of salary for Kate Ferry (CFO). Post-employment shareholding guideline: 100% of in-employment shareholding guideline (or actual shareholding if lower) for two years after stepping down as an Executive Director.	Increased in-employment shareholding guideline for the CEO to 400% of salary No other changes

The Committee considers that the Directors' Remuneration Policy operated as intended during FY 2025/26.

## BROADER EMPLOYEE REWARD AT BURBERRY

At Burberry, our reward philosophy is to provide our colleagues across the Group with fair, equitable and competitive total reward. Our total reward framework is aligned to our Reignite a High-performance Culture pillar and designed to support our purpose, values and strategy, inspiring our colleagues to deliver outstanding results. Our framework is cascaded across the Group and consists of the following key components:

Element	How we reward and support our colleagues
<p><b>Base salary</b></p> <p>All colleagues receive a fair and equitable market-driven salary.</p>	<ul style="list-style-type: none"> <li>We review salaries on an annual basis through our pay review process with increases differentiated for performance and the relative pay position of the colleague compared with internal peers and the local market. The global 2026 pay review budget was set at 3%.</li> <li>In the UK, where we are a Principal Partner of the Living Wage Foundation and an accredited UK Living Wage employer, we implemented a pay increase in April 2026 of 5.5% outside London and 5.7% in London for around 550 colleagues eligible for Living Wage increases. For the third year in a row, these increases were above the recommended rates set by the Living Wage Foundation.</li> </ul> <p><b>Executive Director alignment:</b> the Committee considers any salary increases in the context of business performance, the broader shareholder experience and our approach for the wider workforce. The Committee determined that the salaries for the Executive Directors would increase by 3% in line with the approach for the wider UK workforce.</p>
<p><b>Benefits</b></p> <p>The wellbeing of our colleagues plays an important role in how we build high-performing teams, nurture strong leaders and support colleagues on their journey with us. All colleagues are eligible to participate in a range of market-driven benefits, including those promoting wellbeing and supporting saving for retirement.</p>	<p>Our global benefits offer includes:</p> <ul style="list-style-type: none"> <li>Parental Leave Policy providing all eligible new parents with 18 weeks' paid leave</li> <li>Wellbeing days (in addition to annual leave entitlement) providing paid time off during the year</li> <li>Volunteering Policy providing colleagues with three paid volunteering days per year</li> <li>Employee discount and product sales</li> <li>Long service awards at each five-year milestone</li> <li>Pension schemes available in line with local market practice</li> <li>Access to our Employee Assistance Programme</li> </ul> <p><b>Executive Director alignment:</b> Executive Directors receive a pension allowance in line with the rate available to the majority of our UK workforce. They are eligible for a range of market-typical non-cash benefits.</p>
<p><b>Variable pay</b></p> <p>All colleagues are eligible for short-term variable pay plans to recognise and reward both business and individual performance.</p>	<ul style="list-style-type: none"> <li>Bonuses have been awarded to eligible colleagues under the annual corporate bonus plan for FY 2025/26 based on adjusted operating profit, sustainability metrics and individual performance.</li> <li>During FY 2025/26 we refreshed our Retail Variable Pay Plan to ensure that our retail teams are aligned with the Burberry Forward strategy.</li> </ul> <p><b>Executive Director alignment:</b> Group adjusted operating profit, sustainability and individual/strategic performance targets apply to the bonuses for the Executive Directors and participants in the annual corporate bonus plan.</p>
<p><b>Share plans</b></p> <p>All colleagues are eligible to participate in Burberry share plans to recognise and reward their contribution and to enable them to share in the long-term success of our Burberry Forward strategy.</p>	<p>We offer the following share plans at Burberry:</p> <ul style="list-style-type: none"> <li>Free Share Plan: gives all colleagues the opportunity to participate in our future success through an annual award of free shares with a value of approximately £500</li> <li>Sharesave: provides the opportunity for colleagues to save monthly from their pay up to a maximum of £500 per month and buy shares at a 20% discount to the market price at grant</li> <li>Burberry Share Plan (BSP): rewards approximately 600 of our senior colleagues for delivering on our long-term strategy through an annual share award that vests after three years, subject to continued employment, with the next annual vesting in July 2026</li> </ul> <p><b>Executive Director alignment:</b> Executive Directors are eligible to participate in our share plans.</p>

## 2026 DIRECTORS' REMUNERATION POLICY

Burberry's Directors' Remuneration Policy as set out in this report (the 2026 Directors' Remuneration Policy) will be put to shareholders for approval at the 2026 AGM to be held on 15 July 2026. If approved, the 2026 Directors' Remuneration Policy will apply to payments made and share awards granted from the date of the 2026 AGM.

The Committee believes that Burberry's executive remuneration should be simple and transparent while being linked to business performance and strategic direction, taking into account the global markets in which the Company operates and from which it recruits talent as well as our approach to remuneration throughout the Group.

### Summary of decision-making process and changes to Directors' Remuneration Policy

As discussed in the letter from the Chair of the Committee, during the year the Committee undertook a review of the Directors' Remuneration Policy and its implementation to ensure that it supports the execution of strategy and the delivery of sustainable long-term shareholder value. Throughout the review process, the Committee took into account the 2024 UK Corporate Governance Code, wider workforce remuneration and emerging best practice in relation to Executive Director remuneration. The Committee also considered input from management and our independent advisors as well as considering guidance from major shareholders. The Committee considers the potential for conflicts of interest and manages them as necessary. No Director was present when their own remuneration was discussed.

The main change to the Directors' Remuneration Policy is the introduction of performance share plan awards (PSP) and the reduction of the maximum opportunity under the restricted share plan awards (RSP) from 162.5% to 150% of salary. PSP awards will be subject to a three-year performance period, with vesting contingent on the achievement of pre-determined performance measures. The PSP awards will also be subject to a post-vesting holding period to the fifth anniversary of grant. The maximum RSP award has been reduced from 162.5% of salary to 150% of salary. In addition, the in-employment shareholding guideline for the CEO will be increased from 300% to 400% of salary. Other minor changes have been made to the wording of the Directors' Remuneration Policy to increase flexibility, to aid operation, to increase transparency and to reflect typical market practice. Further details are provided in the letter from the Chair of the Committee set out on pages 141 to 145.

### Policy table – Executive Directors

#### Base salary

To recognise the responsibilities and experience of our Executive Directors in a competitive global environment.

Operation	Maximum opportunity	Performance measures
<p>The Committee sets base salary taking into account:</p> <ul style="list-style-type: none"> <li>The individual's skills, experience, performance and overall contribution to the business</li> <li>Salary levels at other companies of a similar size and complexity in both the UK and the broader luxury sector</li> <li>Pay and conditions elsewhere in the Group</li> <li>The impact of any base salary increase on the total remuneration package</li> </ul> <p>Any salary increases are normally effective from 1 July.</p>	<p>While there is no maximum salary, increases will normally be in line with or below the typical increases (in percentage terms) awarded to other employees in the Group.</p> <p>However, increases may be above this level in certain circumstances, including (but not limited to):</p> <ul style="list-style-type: none"> <li>Where an Executive Director has been appointed to the Board at a lower than typical market salary to allow for growth in the role, larger increases may be awarded to move salary positioning closer to typical market level as the Executive Director gains experience and performance warrants this</li> <li>Where an Executive Director has been promoted or has had a change in responsibilities</li> <li>Where there has been a significant change in market practice</li> <li>Where there has been a significant change in the size and/or complexity of the business</li> </ul>	N/A

## Pension

To support planning for retirement.

Operation	Maximum opportunity	Performance measures
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Executive Directors participate in defined contribution arrangements.

Participants may elect to receive some or all of their entitlement as a cash allowance.

The maximum Company contribution or allowance for the Executive Directors is aligned with the maximum Company pension contribution available to the majority of the UK workforce (currently 10% of salary).

N/A

## Other benefits and allowances

To provide competitive benefits and promote wellbeing.

Operation	Maximum opportunity	Performance measures
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Executive Directors may receive a cash allowance to cover a range of benefits typically provided in the luxury market, such as clothing and a car. Cash allowances are currently up to £50,000 per annum.

Other benefits for Executive Directors may include, but are not limited to:

- Private medical insurance
- Life assurance
- Long-term disability insurance
- Employee discount
- Participation in all-employee share plans on the same terms and up to the same maximum amounts as other employees

Reasonably incurred expenses will be reimbursed. The Company may meet any tax liabilities which may arise on expenses.

The Committee may introduce other benefits for the Executive Directors if this is considered appropriate taking into account the individual's circumstances, the nature of the role and practice for the wider workforce.

Where an Executive Director is required to relocate to perform their role, appropriate one-off or ongoing benefits may be provided (such as housing, schooling etc).

The cost of the provision of allowances and benefits varies from year to year depending on the cost to the Company and there is no prescribed maximum limit. However, the Committee monitors annually the overall cost of the benefits provided to ensure that it remains appropriate.

N/A

## Annual bonus

To incentivise and reward our Executive Directors for achieving annual targets linked to the execution of the Company's strategy.

Operation	Maximum opportunity	Performance measures
<p>Annual bonuses are normally paid in cash. Executive Directors are required to invest 50% of any net bonus earned into Burberry shares until shareholding guidelines are met.</p> <p>Bonuses are not pensionable.</p> <p>Discretion: the Committee may determine that it is appropriate to adjust the bonus outcome if, for example, outcomes are not considered to be reflective of underlying financial or non-financial performance of the business or the performance of the individual, where targets are no longer considered appropriate or where the outcome is not considered appropriate in the context of the experience of shareholders or other stakeholders.</p> <p>Any adjustment would be within the limits of the 2026 Directors' Remuneration Policy.</p> <p>Clawback provision: during the period of three years from the date of payment, the Company may seek to recover any bonus from individual Executive Directors in whole or in part in the event of a material misstatement in the Company's audited financial statements, if the bonus outcome has been incorrectly calculated or where the participant has engaged in serious misconduct (including breach of a Company policy) which results in serious reputational damage for the Company and/or which justifies, or could justify, summary dismissal of the participant.</p>	<p>Maximum annual bonus opportunity of 200% of base salary.</p> <p>Normally, 50% of the bonus shall pay out for target levels of performance with up to 25% of the bonus paying out for threshold levels of performance. The Committee has the discretion to adjust the portion of the award that pays out for threshold and/or target performance if appropriate.</p>	<p>The Committee shall determine performance measures and targets for the bonus each year. These may include financial measures (for example profitability) and other measures linked to the delivery of the business strategy or business operations, environmental and social strategy or individual performance.</p> <p>In normal circumstances no less than 70% of the annual bonus will be based on financial measures.</p> <p>The Committee has the discretion in exceptional circumstances to adjust existing performance targets and/or set different measures if events occur outside management's control or where the target no longer satisfies its original purpose of ensuring that pay is aligned with performance.</p> <p>Targets are normally set with reference to budget, the strategic plan, long-term financial goals and market expectations.</p> <p>Targets are considered to be commercially sensitive and will be disclosed retrospectively following completion of the relevant financial year provided they are no longer commercially sensitive.</p>

### Burberry Share Plan (BSP): restricted share awards (RSP)

To focus our Executive Directors on, and reward them for, sustainable long-term performance and successful execution of the Company's long-term strategy.

To align our Executive Directors' interests with those of shareholders.

Operation	Maximum opportunity	Performance measures
<p>Awards are structured as either conditional rights to receive shares on vesting or nil-cost options.</p> <p>Awards will normally vest three years from the date of grant of the award, subject to performance underpins.</p> <p>A post-vesting holding period normally applies to RSP awards, typically on a net-of-tax basis. Shares that vest will normally be subject to a sale restriction until the fifth anniversary of the date of grant of the award, aside from in very limited circumstances.</p> <p>If the Company does not meet one or more performance underpins at the date of vesting then the Committee would consider whether it was appropriate to scale back the number of shares that vest under the award.</p> <p>Dividend equivalents may be paid in shares or in cash in respect of shares that vest.</p> <p>Discretion: the Committee may determine that it is appropriate to adjust the vesting outcome if, for example, outcomes are not considered to be reflective of the underlying financial or non-financial performance of the business or the performance of the individual, where underpins are no longer considered appropriate or where the outcome is not considered appropriate in the context of the experience of shareholders or other stakeholders. Any adjustment would be within the limits of the 2026 Directors' Remuneration Policy, although it would be exceptional.</p> <p>Malus and clawback provision: unvested shares or awards may be forfeited or vested shares may be clawed back during the period of six years from the date of grant in whole or in part in the event of a material misstatement in the Company's audited financial statements, if the vesting outcome has been incorrectly calculated or where the participant has engaged in serious misconduct (including breach of a Company policy) which results in serious reputational damage for the Company and/or which justifies, or could justify, summary dismissal of the participant.</p>	<p>Maximum awards are 150% of base salary.</p>	<p>Performance underpins may be based around key financial and/or strategic measures and/or share price measures.</p> <p>Performance underpins for awards granted in 2026 will relate to financial measures and strategic and sustainability objectives.</p> <p>The Committee may use different performance underpins for future awards if deemed appropriate.</p> <p>Performance underpins will be set taking into account the business strategy and to ensure failure is not rewarded.</p> <p>Performance underpins will normally be disclosed ahead of each annual grant. Details of the performance achieved against the underpins will normally be disclosed.</p>

### Burberry Share Plan (BSP): performance share awards (PSP)

To focus our Executive Directors on, and reward them for, stretching and sustainable long-term performance and successful execution of the Company's long-term strategy.

To retain and incentivise our Executive Directors of the required calibre to deliver the Company's strategy.

To align our Executive Directors' interests with those of shareholders.

Operation	Maximum opportunity	Performance measures
<p>Awards are structured as either conditional rights to receive shares on vesting or nil-cost options.</p> <p>Awards will normally vest following the end of a three-year performance period, subject to performance conditions.</p> <p>A post-vesting holding period normally applies to PSP awards, typically on a net-of-tax basis. Shares that vest will normally be subject to a sale restriction until the fifth anniversary of the date of grant of the award, aside from in very limited circumstances.</p> <p>Awards under the PSP, including the determination of any relevant performance conditions, will be considered and determined, on an annual basis, at the discretion of the Committee.</p> <p>Dividend equivalents may be paid in shares or in cash in respect of shares that vest.</p> <p>Discretion: the Committee may determine that it is appropriate to adjust the vesting outcome if, for example, outcomes are not considered to be reflective of the underlying financial or non-financial performance of the business or the performance of the individual, where conditions are no longer considered appropriate or where the outcome is not considered appropriate in the context of the experience of shareholders or other stakeholders. Any adjustment would be within the limits of the 2026 Directors' Remuneration Policy, although it would be exceptional.</p> <p>Malus and clawback provision: unvested shares or awards may be forfeited or vested shares may be clawed back during the period of six years from the date of grant in whole or in part in the event of a material misstatement in the Company's audited financial statements, if the vesting outcome has been incorrectly calculated or where the participant has engaged in serious misconduct (including breach of a Company policy) which results in serious reputational damage for the Company and/or which justifies, or could justify, summary dismissal of the participant.</p>	<p>Maximum awards are 300% of base salary.</p> <p>No more than 25% of the PSP award will vest for threshold performance, with full vesting taking place for equalling or exceeding the maximum target.</p>	<p>Performance measures may be based around key financial and/or strategic measures and/or share price measures.</p> <p>Performance measures for awards granted in 2026 will relate to revenue, ROIC and relative TSR.</p> <p>The Committee may use different performance measures for future awards if deemed appropriate.</p> <p>Targets will normally be set with reference to budget, the strategic plan, long-term financial goals and market expectations.</p> <p>The Committee has the discretion to amend the performance targets if events occur which cause the Committee to reasonably consider that it would be appropriate.</p>

## Shareholding guidelines

To align the interests of Executive Directors and shareholders and encourage long-term shareholding and commitment to the Company both during and after employment.

Operation	Maximum opportunity	Performance measures
<p>Executive Directors are expected to build and maintain a holding of Company shares equal to at least 400% of base salary for the CEO and at least 300% of base salary for other Executive Directors.</p> <p>Executive Directors will normally be expected to maintain a minimum shareholding of 100% of their in-employment guideline (or actual shareholding if lower) for two years after stepping down as an Executive Director.</p> <p>The Committee retains discretion to waive this guideline if it is not considered appropriate in the specific circumstances.</p>	N/A	N/A

### Notes on share awards:

- Adjustment of share awards: the number of shares subject to an award (and the option price, where relevant) can be adjusted on a rights issue, special dividend, demerger or variation of capital or similar transaction. Subject to the plan rules, share awards can be satisfied by a cash payment equal to the value of shares the participant would otherwise have received. For Executive Directors, this provision will only be used in exceptional circumstances, such as where, for regulatory reasons, it is not possible to settle awards in shares.
- In respect of our share plans, this table presents a summary of the key and relevant information for the plan rules. These plans will operate in accordance with the relevant plan rules as approved by shareholders (where applicable).

## Selection of performance measures and approach to target setting

The annual bonus is normally based on a combination of financial, strategic and environmental and social metrics to support the delivery of key business priorities.

RSP awards are subject to performance underpins. For 2026, awards will be linked to financial measures, brand and sustainability. These underpins have been selected as they are considered to be good yardsticks of the overall financial stability and sustainability of the organisation and are therefore aligned with shareholder value creation and the long-term interests of the Company.

PSP awards are subject to performance measures. For 2026, awards will be linked to relative TSR, revenue and ROIC. These performance measures have been selected as they are aligned with shareholder value creation and the long-term interests of the Company. Targets are set taking into account both internal and external assessments of future performance and what constitutes superior returns for shareholders. The Committee also retains the discretion within the 2026 Directors' Remuneration Policy to adjust the targets and/or set different measures and/or alter weightings for future awards.

## Policy table – Non-Executive Directors

Purpose	Operation	Maximum annual opportunity
<p><b>Chair – fees</b></p> <p>To attract and retain a high-calibre Chair by offering a market-competitive fee.</p>	<p>The Chair is paid a single fee for all responsibilities.</p> <p>The fee level is reviewed at appropriate intervals by the Committee, taking into account time commitment, the experience and calibre of the individual and personal contribution and fee levels at other companies of a similar size and complexity.</p> <p>The fee may be paid in cash and/or shares.</p>	<p>There is no maximum fee level or maximum fee increase.</p>
<p><b>Non-Executive Directors – fees</b></p> <p>To attract and retain high-calibre Non-Executive Directors by offering market-competitive fees.</p>	<p>The Non-Executive Directors are paid a basic fee. The Chairs of the Audit and Remuneration Committees and the Senior Independent Director are paid an additional fee to reflect their extra responsibilities and the required time commitment.</p> <p>Fee levels are reviewed at appropriate intervals by the Board, taking into account time commitment and fee levels at other companies of a similar size and complexity.</p> <p>The Company may pay an additional fee to a Non-Executive Director should the Company require additional time commitment or responsibilities.</p> <p>Fees may be paid in cash and/or shares.</p>	<p>There is no maximum fee level or maximum fee increase.</p>
<p><b>Chair and Non-Executive Directors – other benefits</b></p> <p>To enable the Chair and Non-Executive Directors to undertake their roles.</p>	<p>The Non-Executive Directors (other than the Chair) may receive a Board attendance allowance per meeting for attendance at Board meetings outside their country or territory of residence. Attendance allowances are paid in cash.</p> <p>As brand ambassadors, the Chair and Non-Executive Directors receive discounts on Burberry products.</p> <p>Reasonably incurred expenses will be reimbursed. The Company may meet any tax liabilities that may arise on expenses.</p> <p>Additional benefits may be introduced if considered appropriate.</p> <p>The Chair is eligible to receive healthcare cover and to have access to a car and driver.</p>	<p>Benefit levels are reviewed on an annual basis and the value can vary year on year. Any additional benefits will be set at a level appropriate to the role and the individual.</p> <p>The Company may meet any tax liabilities that may arise on expenses or benefits.</p>

## Approved payments

The Committee reserves the right to make any remuneration payments and/or payments for loss of office (including exercising any discretions available to it in connection with such payments) notwithstanding that they are not in line with the 2026 Directors' Remuneration Policy set out in the document where the terms of the payment were agreed (i) before the 2026 Directors' Remuneration Policy came into effect, provided that the terms of the payment were consistent with any applicable shareholder-approved Directors' Remuneration Policy in force at the time they were agreed or were otherwise approved by shareholders; or (ii) at a time when the relevant individual was not a Director of the Company (or other persons to whom the Directors' Remuneration Policy applies) and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a Director of the Company or such other person. For these purposes 'payments' includes the Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are 'agreed' no later than the time the award is granted. This Policy applies equally to any individual who is required to be treated as a Director under the applicable regulations.

## Policy on recruitment and promotion arrangements

When determining the remuneration package for a newly appointed Executive Director, the Committee would seek to apply the following principles:

- The package should be market-competitive to facilitate the recruitment of individuals of sufficient calibre to lead the business. At the same time, the Committee would intend to pay no more than it believes is necessary to secure the required talent
- New Executive Directors will normally receive a base salary, benefits and pension contributions in line with the Directors' Remuneration Policy described on pages 150 and 151 and would also be eligible to join the bonus and share incentive plans up to the limits in the Directors' Remuneration Policy
- In addition, the Committee has discretion to include any other remuneration component or award which it feels is appropriate taking into account the specific circumstances of the recruitment, subject to the limit on variable remuneration set out below. The key terms and rationale for any such component would be disclosed as appropriate in the Directors' Remuneration Report for the relevant year
- Where an individual forfeits outstanding variable pay opportunities or contractual rights at a previous employer as a result of appointment, the Committee may offer compensatory payments or awards, in such form as the Committee considers appropriate, taking into account all relevant factors including the form of awards, expected value and vesting timeframe of forfeited opportunities. When determining any such buy-out award, the guiding principle would be that awards would generally be on a like-for-like basis unless this is considered by the Committee not to be practical or appropriate
- Excluding any buy-out awards (referred to above), the maximum level of variable remuneration which may be awarded in respect of recruitment is 650% of salary (which is in line with the maximum limit under the annual bonus, RSP awards and PSP awards in this Directors' Remuneration Policy)
- Where an Executive Director is required to relocate to take up their role, the Committee may provide assistance with relocation (via either one-off or ongoing payments or benefits)
- In the event that an internal candidate is promoted to the Board, legacy terms and conditions would normally be honoured, including any accrued pension entitlements and any outstanding incentive awards

To facilitate any buy-out awards outlined above, in the event of recruitment the Committee may grant awards to a new Executive Director relying on the exemption in the UK Listing Rules, which allows for the grant of awards to facilitate, in unusual circumstances, the recruitment of an Executive Director, without seeking prior shareholder approval or under any other appropriate Company incentive plan.

## Supplementary information

### Remuneration policy in the rest of the Company

The remuneration arrangements for Executive Directors outlined earlier in this report are consistent with those for other senior executives, although quantum and award opportunities vary by executive level.

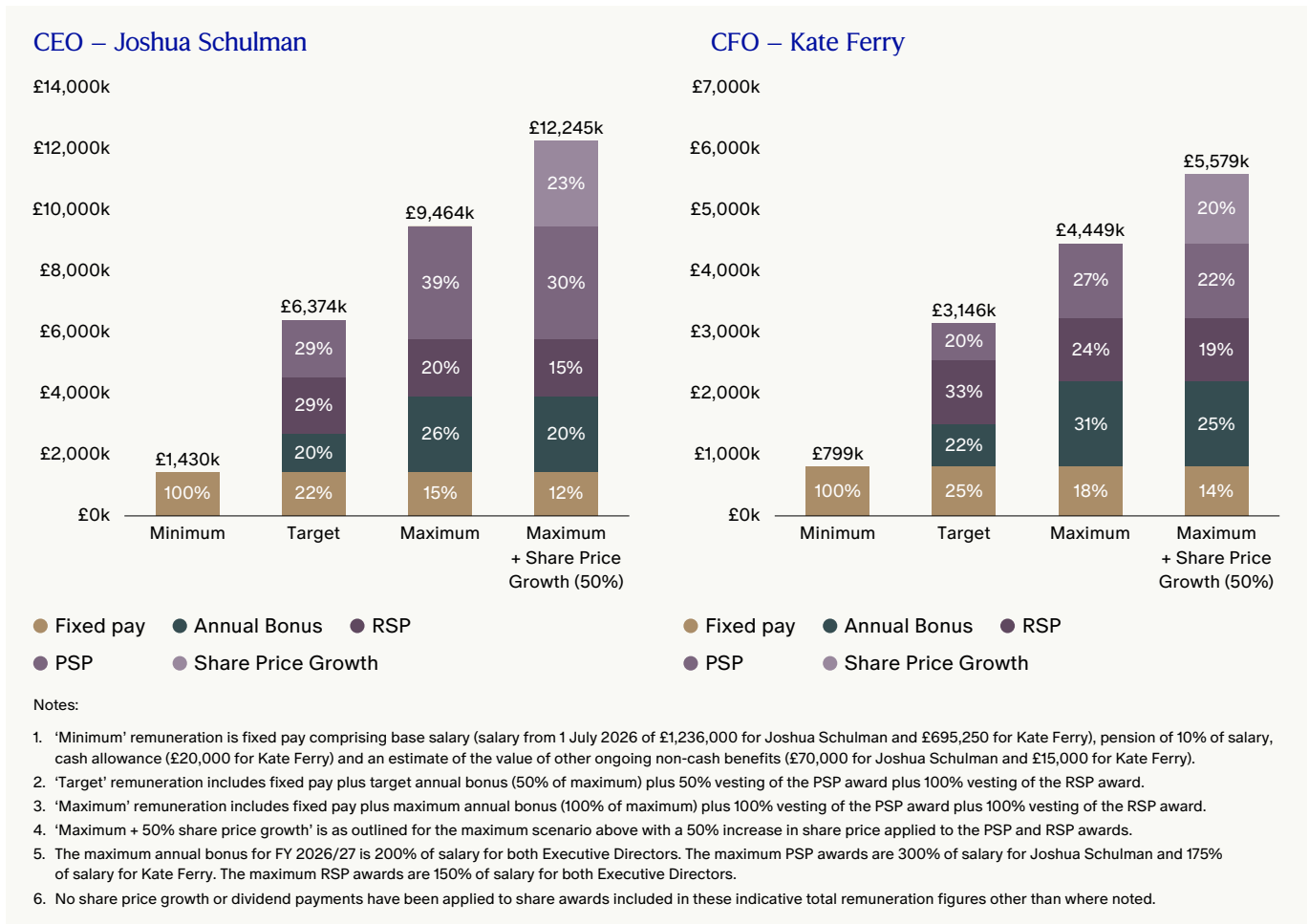
In making its decisions on executive remuneration, the Committee considers the reward framework for all employees globally, ensuring that the principles applied are consistent with the Directors' Remuneration Policy. Pay review increases awarded to Executive Directors are determined within the broader context of employee remuneration. All our employees are eligible for a variable incentive based on performance and the principle of shareholder alignment is reflected throughout the organisation through our all-employee share plans, which are (where legally possible) extended to all eligible Burberry employees globally.

Burberry is a partner of the Living Wage Foundation and accredited as a UK Living Wage employer.

### Indicative total remuneration levels

A substantial portion of Executive Director remuneration is dependent on Company performance. The charts below illustrate indicative levels of total remuneration which would be received by each Executive Director under the 2026 Directors' Remuneration Policy set out on pages 150 to 160 for the first financial year in which it will apply (FY 2026/27). These are shown at each of the following performance scenarios: (1) minimum, (2) target, (3) maximum and (4) maximum + 50% share price growth.

### Executive Director total remuneration at different levels of performance



## Policy on service agreements and termination provisions

### Executive Directors

The Company's general policy on Executive Directors' service agreements is that they operate on a rolling basis with no specific end date and include a 12-month or less notice period both to and from the Company. The table below sets out information on service agreements for the current Executive Directors.

	Date of current service agreement	Date employment commenced	Notice period to and from the Company
Joshua Schulman	14 July 2024	17 July 2024	12 months
Kate Ferry	14 March 2023	17 July 2023	12 months

### Standard terms on termination

**Salary, pension, benefits and allowances:** Executive Directors continue to receive salary, pension/pension allowance, benefits and cash allowances during their notice period (which will not normally exceed 12 months). Alternatively, the Company may terminate the employment early and pay in lieu of notice, either in a lump sum or in monthly instalments. Payments in lieu of notice will be no more than the salary, cash allowance and pension allowance payable for the period of notice not worked. Any such monthly payments will be reduced to the extent the former Executive Director receives income from alternative remunerative employment as the Executive Director will be required to mitigate their loss.

**Annual bonus paid in cash:** an executive considered to be a 'good leaver' may remain eligible for an annual bonus payable at the normal time for the financial year in which they cease employment subject to achievement of bonus targets. Any bonus would normally be pro-rated taking into account the period of time the Executive Director was in active employment during the financial year. An Executive Director who has left employment for other reasons during the performance period or before the payment is due will normally not be eligible to receive an annual bonus. The Committee retains discretion to vary the approach and the payment of annual bonus to leavers, as outlined below.

**PSP awards:** for an Executive Director considered to be a 'good leaver' before vesting, outstanding awards will normally be pro-rated for time and vest on the original vesting dates subject to performance on the original vesting date. Good leavers' awards will normally be required to remain subject to post-vesting holding periods and leaving employment will not normally impact shares already subject to a holding period. For an Executive Director who leaves for any other reason, any unvested PSP awards will normally lapse in full. The Committee retains discretion to vary the approach and the extent to which awards vest for leavers, as outlined below.

**RSP awards:** for an Executive Director considered to be a 'good leaver' before vesting, outstanding awards will normally be pro-rated for time over the vesting period and vest on the original vesting dates subject to the performance underpins. Good leavers' awards will normally be required to remain subject to post-vesting holding periods and leaving employment will not normally impact shares already subject to a holding period. For an Executive Director who leaves for any other reason, any unvested RSP awards will normally lapse in full. The Committee retains discretion to vary the approach and the extent to which awards vest for leavers, as outlined below.

Good leavers include leaving the Company on retirement, redundancy, ill health, as a result of death in service or in other circumstances determined by the Committee.

**Other:** reasonable disbursements (for example, legal or professional fees, relocation/repatriation costs) may be paid. Any other employee share plan entitlements (such as under all-employee share incentives) will be dealt with in accordance with the rules of the relevant plan and the Committee may exercise the discretions provided under those plans.

**Discretion:** the Committee retains discretion to approve payments to individuals based on individual circumstances and performance while in office or employment and potential claims under applicable law. In applying any such discretion, the Committee will make any decisions by considering the specific circumstances and performance of the individual and the best interests of shareholders and those of the remaining employees, including Executive Directors. Where awards are subject to performance conditions/underpins, these would normally be tested at the end of the relevant period(s), unless the Committee determined otherwise, and any award which is allowed to vest would normally be pro-rated for time in office or employment, unless the Committee determined otherwise.

### Corporate events

Upon a change in control of the Company before the vesting date, outstanding PSP or RSP awards will, unless the Committee determines otherwise, be pro-rated for time over the vesting period of the award and vest, at the point of change in control, subject to the performance conditions or underpins. Alternatively, PSP or RSP awards can be exchanged for equivalent awards over shares in the acquiring company. The Committee can also allow full or partial vesting on a demerger, special dividend, distribution in specie or if the participant is relocated in circumstances which would give rise to unfavourable tax treatment. Malus, clawback and holding period requirements will cease to apply following a change of control.

Any other employee share plan entitlements (such as under all-employee share incentives) will be dealt with in accordance with the rules of the relevant plan and the Committee may exercise the discretions provided under those plans.

### Non-Executive Directors

The Non-Executive Directors serve under letters of appointment with the Company. Non-Executive Directors may continue to serve subject to annual re-election by shareholders at each AGM of the Company, subject to six months' notice by either party. There are no provisions for compensation for loss of office in the letters of appointment.

### Development of 2026 Directors' Remuneration Policy

In developing and reviewing the 2026 Directors' Remuneration Policy, the Committee is mindful of the views of shareholders and is sensitive to the relativities of arrangements for Executive Directors to those for employees more generally.

The Committee proactively engages shareholders when considering any significant changes to remuneration for Executive Directors and the feedback received is taken into account in finalising proposals. The Committee also listens to and takes into consideration investor views more generally throughout the year. In developing the 2026 Directors' Remuneration Policy, the Committee undertook a consultation with shareholders to understand their feedback in relation to the changes proposed and made a number of refinements as set out in the letter from the Chair of the Committee.

Employees are able to communicate their views internally on any topic including the Directors' Remuneration Policy by using the Burberry internal communications platform (Viva Engage) or by raising questions at global and functional town halls. They are also able to refer to the Burberry Resolution Hub and the Burberry Confidential whistleblowing line which provide an independent method for speaking up about serious concerns. Our regular colleague engagement and the valuable two-way dialogue we have developed with our Global Workforce Advisory Forum provide the Committee with important insights into employees' views on the overall remuneration framework and how this aligns to the Directors' Remuneration Policy. However, given the scale, geographic spread and diversity of roles of Burberry's employees, the Committee does not proactively consult with employees specifically on the Directors' Remuneration Policy. In addition, many Burberry employees are shareholders through participation in the Sharesave and Free Share Plans and they, like other shareholders, are able to express their views on Directors' remuneration at each general meeting.

## ANNUAL REPORT ON REMUNERATION

### FY 2025/26 total single figure remuneration for Executive Directors (audited)

The table below sets out the single figure of total remuneration received or receivable by the Executive Directors in respect of FY 2025/26 (and the prior financial year). The subsequent sections detail additional information for each element of remuneration.

	Salary £'000	Allowances and benefits £'000	Pension £'000	Bonus £'000	Burberry Share Plan (BSP) £'000	All-employee share plans £'000	Total £'000	Total fixed remuneration £'000	Total variable remuneration £'000
<b>Executive Directors</b>									
<b>Joshua Schulman</b>									
Year to 28 March 2026	1,195	369	120	2,340	–	–	4,024	1,684	2,340
Year to 29 March 2025 <sup>1</sup>	846	425	85	1,200	–	–	2,556	1,356	1,200
<b>Kate Ferry</b>									
Year to 28 March 2026 <sup>2</sup>	672	35	67	1,316	457	–	2,547	774	1,773
Year to 29 March 2025 <sup>3</sup>	672	30	67	135	–	–	904	769	135

- Remuneration in the table above in relation to Joshua Schulman for the year to 29 March 2025 relates to his period of employment as CEO from 17 July 2024.
- The value in the 'BSP' column in respect of FY 2025/26 represents the vesting of the CFO's 2023 BSP award. As the award will only vest in July 2026, the value has been calculated by multiplying the number of shares which will vest as set out on page 166 by the three-month average share price to the end of the financial year (£11.69), plus the value of dividend equivalents on these shares. The award was granted based on a share price of £21.8217 and therefore none of the amount relates to share price appreciation.
- The value shown in the 'allowances and benefits' column for Kate Ferry for the year to 29 March 2025 has been reduced by £3,000 to reflect the fact that no reimbursement was made to her in respect of this amount during FY 2024/25.

### Salary (audited)

The table below details annual salaries as at 28 March 2026 and those that will apply from 1 July 2026. Taking into account business performance and the broader shareholder experience, the Committee determined that annual salaries for the Executive Directors will increase by 3% from 1 July 2026. The budgeted salary increase for our UK workforce for 2026 was 3%.

	As at 28 March 2026	As at 1 July 2026	% change
Joshua Schulman	£1,200,000	£1,236,000	3%
Kate Ferry	£675,000	£695,250	3%

### Pension (audited)

The pension cash allowances for the Executive Directors are aligned to the maximum employer pension contribution available to the majority of the UK workforce at 10% of base salary.

No Director has a prospective entitlement to receive a defined benefit pension.

### Allowances and benefits (audited)

The table below details the cash allowances and non-cash benefits received by the Executive Directors during FY 2025/26 in accordance with the Directors' Remuneration Policy and as disclosed in the single figure table.

FY 2025/26 (£'000)	Cash allowance	Private medical insurance	Life assurance	Long-term disability insurance	Tax and legal advice	Relocation costs <sup>1</sup>
<b>Executive Directors</b>						
Joshua Schulman	–	24	12	2	32	299
Kate Ferry	20	6	3	6	–	–

- In connection with his relocation from New York to London, Joshua Schulman is eligible to receive a housing allowance of £25,000 per month (gross) for up to 18 months starting in November 2024. The value shown in the 'relocation costs' column for Joshua reflects 12 months of this allowance. The remainder will be included in the FY 2026/27 Directors' Remuneration Report as appropriate.
- There were no changes to benefits policies during the year.

## Annual bonus for FY 2025/26 (audited)

Both Executive Directors were eligible for a maximum bonus of 200% of base salary. The annual bonus for FY 2025/26 was based 75% on Group adjusted operating profit performance (at FY 2024/25 CER) and 25% on strategic objectives including strategic, operational and environmental and social measures.

### Adjusted operating profit performance

The table below sets out the targets and the performance achieved for FY 2025/26 in relation to the Group adjusted operating profit performance measure:

	FY 2025/26 Group adjusted operating profit targets				FY 2025/26 Group adjusted operating profit achieved (CER) <sup>1</sup>
	Maximum bonus opportunity (% of salary)	Threshold (25% of maximum)	Target (50% of maximum)	Maximum (100% of maximum)	
Joshua Schulman					
Kate Ferry	200%	£112.5m	£125.0m	£134.4m	£166m

1. This measure removes the effect of changes in exchange rates.

Adjusted operating profit for bonus purposes is calculated using the average exchange rates of FY 2024/25 and on a pro forma basis. Details of pro forma results for FY 2025/26 are set out on page 28.

Based on the adjusted operating profit delivered, this element of the annual bonus will pay out at 100% of maximum.

### CEO's strategic performance

In its assessment of the CEO's performance for the year, the Committee considered Joshua's achievements against the following strategic objectives:

- **Accelerating momentum in our core product categories:** a key part of the Burberry Forward strategy has been to align our product focus to our core categories. This year, Joshua has driven strong growth in our hero categories, asserting our authority in outerwear and scarves, both of which grew by double digits in the second half. Joshua has continued to bring discipline in the number of new products in our future seasonal assortments while balancing this with investments in deliberate opportunities for future growth. Joshua has reduced seasonal buys, bringing scarcity back to the inventory model, demonstrated with gross finished goods inventory declining by 13% versus last year at CER.
- **Evolving our marketing strategy:** Joshua's focus on our Timeless British Luxury brand expression has reinforced our authority in our core product categories and delivered coherent storytelling with cultural relevance for global audiences and an expanded talent ecosystem. We have continued to see positive brand momentum throughout FY 2025/26 with a number of successful marketing campaigns including 'Back to the City', the third chapter of 'It's Always Burberry Weather: Postcards from London', our 2025 holiday campaign, "Twas The Knight Before...", and our highly visible festive collaboration with Bloomingdale's. The Winter 2026 runway collection in February further fuelled brand momentum as classic house codes appeared across the collection and press coverage pointed to the renewed focus on heritage outerwear as both the creative and commercial backbone of Burberry. As we entered our 170<sup>th</sup> anniversary year, we launched our 'The Trench, Portraits of an Icon' campaign in March 2026. Joshua's actions also resulted in a more targeted marketing campaign in honour of the Year of the Horse, with a dedicated capsule collection launched in parallel.
- **Enhancing our store productivity:** Joshua has increased focus across our stores in creating warmth and desire through increased product density, prioritising our core product categories in high-impact zones of our stores and cross-category merchandising. We have successfully rolled out 200 Scarf Bars and increased our offer of monogramming and personalisation services across our knitwear and capes.
- The Burberry Forward strategy has been well received by our customers. Consistent execution of our strategy to place the customer at the centre of everything we do through evolved brand storytelling, visual merchandising in stores and online and continued focus on our core categories has resulted in a return to profitable comparable sales growth during FY 2025/26.
- **Delivering operating costs initiatives:** in partnership with the CFO, Joshua delivered on the announced cost savings programme through streamlining organisational structures, optimising UK manufacturing operations and reassessing partnerships. We have unlocked £80 million in cost savings in FY 2025/26, with combined annualised savings of £100 million expected by FY 2026/27.

- **Driving our People strategy:** Joshua has placed a strong emphasis on evolving our organisation and leadership and reigniting a high-performance culture in order to support the delivery of the Burberry Forward strategy. We saw positive momentum in engagement and a strong connection to the brand across the organisation with an increased sense of optimism during a period of organisational change. Joshua has further enhanced his executive team during FY 2025/26, promoting six existing senior leaders into Executive Committee roles. This commitment to supporting internal talent has been reflected throughout the organisation, with 294 internal promotions and 640 lateral moves across the business during the year, together with enhancing our talent reviews and simplifying our performance framework.
- **Continuing our focus on sustainability:** Joshua has driven ongoing focus on our sustainability agenda, leading the business in its continued progress towards net zero and reducing our Scope 1 and 2 emissions. In partnership with the CFO and other key leaders across the business, Joshua made strong progress in leading our efforts to reduce and reuse excess fabrics across our value chain and to reduce the proportion of goods being transported by air freight compared to FY 2024/25, driving down both costs and emissions.

As we exited FY 2025/26, the business was well positioned for growth, despite ongoing geopolitical and macroeconomic uncertainty. Based on its assessment of Joshua's performance against the strategic measures and taking into consideration the shareholder experience in the round, the Committee determined that this element will pay out at 90% of maximum.

### CFO's strategic performance

In its assessment of the CFO's performance for the year, the Committee considered Kate's achievements against the following strategic objectives:

- **Managing our inventory model:** Kate has worked in partnership with the CEO to drive scarcity in the inventory model, reducing seasonal buys and increasing internal focus on inventory targets. This has resulted in a reduction of gross finished goods inventory by 13% versus last year at CER.
- **Financial stability and cash management:** throughout the year, Kate was fundamental in bringing back financial stability to the business. This was achieved through stronger operational leverage as gross margin improved by 530 basis points at CER and costs remained flat. Kate has delivered strong cash management for the business, resulting in an improvement of 120% in the Group's free cash flow generation compared with FY 2024/25 and a net debt leverage of 1.6x, down from 2.3x in FY 2024/25.
- **Corporate funding:** we repaid our £300 million sustainability bond in September 2025 and returned to a net cash position by the year end. We also stabilised our investment grade Moody's credit rating during the year.
- **Enhancing store productivity:** Kate has supported the delivery of a targeted store investment programme, ensuring a strong return on investment and resulting in improved store productivity with revenue per square metre having increased year-on-year.
- **Delivering operating cost initiatives:** in partnership with the CEO, Kate led the design and delivery of the announced cost savings programme which is expected to result in combined annualised savings of £100 million by FY 2026/27. Within this programme, Kate also delivered significant cost-saving initiatives across the Finance function.
- **Driving our People strategy:** Kate has brought greater organisational clarity and simplicity to the Finance function, further stabilising her leadership team during a period of organisational change. Through Kate's stewardship, progress was made under our Reignite a High-performance Culture pillar as engagement and leadership across the Finance function improved over the year.
- **Continuing our focus on sustainability:** in partnership with the CEO and other key leaders across the business, Kate has driven ongoing focus on our sustainability agenda, leading the business in its continued progress towards net zero and reducing our Scope 1 and 2 emissions. This has resulted in strong progress in leading our efforts to reduce and reuse excess fabrics across our value chain and to reduce the proportion of goods being transported by air freight compared to FY 2024/25, driving down both costs and emissions.

Based on its assessment of Kate's performance against the strategic measures and taking into consideration the shareholder experience in the round, the Committee determined that this element will pay out at 90% of maximum.

### Annual bonus outcome for FY 2025/26

Considering the performance delivered, the Committee determined that for FY 2025/26 the CEO would receive an annual bonus of £2,340,000 and the CFO would receive an annual bonus of £1,316,250, representing 97.5% of their maximum bonus opportunity. The Committee considered that this level of bonus payout would be appropriate taking into account their personal performance, the wider business performance and the broader shareholder experience.

Under the Directors' Remuneration Policy, the Executive Directors are required to invest 50% of any net bonus earned into Burberry shares until their shareholding guideline is met. Joshua and Kate will therefore invest 50% of their net annual bonus for FY 2025/26 into Burberry shares.

### Annual bonus for FY 2026/27

For FY 2026/27 the Executive Directors will be eligible for a maximum bonus of 200% of salary. The annual bonus for FY 2026/27 will be based 75% on Group adjusted operating profit performance (at FY 2025/26 CER) and 25% on strategic measures aligned to the Burberry Forward strategy, including key sustainability measures.

The adjusted operating profit targets are considered to be commercially sensitive and will be disclosed in the Directors' Remuneration Report 2026/27.

The strategic objectives for FY 2026/27 for the CEO and the CFO will include measures linked to Burberry Forward. When assessing performance in this area the Committee will consider key measures linked to the strategy, including customer, brand, product, distribution, culture, sustained growth and sustainability. For each strategic measure the Committee will determine the payout in the round, taking into account our progress during the year. Details of the progress achieved and the Committee's determination of bonus outcomes will be provided in the Directors' Remuneration Report 2026/27.

Under the Directors' Remuneration Policy, the Executive Directors will be required to invest 50% of any net bonus earned into Burberry shares until their shareholding guideline is met.

### Long-term incentive plan awards

The following section sets out details of:

- 2023 BSP awards vesting based on performance to FY 2025/26
- 2025 BSP awards granted during FY 2025/26
- 2026 BSP awards to be granted during FY 2026/27, comprising both PSP and RSP awards

## 2023 BSP awards vesting subject to performance underpins to FY 2025/26 (audited)

Joshua Schulman was not in role when the 2023 BSP awards were granted and therefore no BSP award will vest for him based on performance to FY 2025/26.

Kate Ferry was granted a 2023 BSP award which will vest on 27 July 2026, followed by a two-year holding period. The CFO's 2023 BSP award was subject to performance underpins to FY 2025/26 as set out in the table below:

Underpin	Details	Achievement	Considerations
Revenue	The level of Total Revenue at CER for the financial year which precedes the year of vesting being at least £3,200 million	£2,472 million	<ul style="list-style-type: none"> <li>Context of financial performance, including that the underpins were set under the previous strategy and, in addition, that there has been a slowdown in global luxury demand since 2023.</li> </ul>
ROIC*	The level of Group ROIC at reported exchange rates for the financial year which precedes the year of vesting being at least 1% above the Group's WACC in the year of vesting (the Group's WACC was c.10% at the time of award)	5.5% (the Group's WACC was c.10.5% at end of FY 2025/26)	<ul style="list-style-type: none"> <li>Accountability of the current executive management team, including that the BSP underpins were developed prior to Kate's appointment as CFO and based on the previous strategy and budgets.</li> <li>Encouraging recent performance on revenue and ROIC since the launch of Burberry Forward in November 2024.</li> <li>Recent performance on revenue and ROIC: <ul style="list-style-type: none"> <li>Revenue: total Group revenue was flat versus FY 2024/25 at CER, an improvement versus the 15% decline the previous year, with comparable sales up 2% year-on-year. The Group also delivered higher quality revenue across all channels and regions, as we returned to a shorter, shallower and more discrete markdown period.</li> <li>ROIC: Group ROIC was 5.5% in FY 2025/26, representing a year-on-year improvement of 4.5% points, driven by an improvement in profitability, reductions in borrowings and lease debt.</li> </ul> </li> </ul>
Brand and sustainability	<p>Reasonable progress having been achieved over the vesting period in respect of our strategy to elevate our brand and to build a more sustainable future:</p> <ul style="list-style-type: none"> <li>Brand: when assessing the brand underpin the Committee will consider performance against a range of relevant brand KPIs. This may include full-price sales, outerwear and leather goods sales and progress on brand elevation, but it may also include other relevant metrics. These metrics are all considered to be aligned with our strategy of elevating the brand to generate long-term value for shareholders.</li> <li>Sustainability: when assessing the sustainability underpin the Committee will consider whether reasonable progress has been delivered against our sustainability and carbon reduction goals to reduce Scope 3 emissions by 46% by 2030 and to become Climate Positive by 2040.</li> </ul>	Achieved	<ul style="list-style-type: none"> <li>Brand: following the launch of Burberry Forward in November 2024, in partnership with the CEO, Kate played a key role in delivering a series of actions to stabilise the business and position the brand for future growth under our Timeless British Luxury expression, including helping to reduce our inventory and reducing the cost base of the business. Our brand expression has gained momentum, delivering strong growth in our core product categories through coherent storytelling with cultural relevance for global audiences utilising an expanded talent ecosystem.</li> <li>Sustainability: Burberry made good progress against its sustainability and carbon reduction goals across the three-year period, delivering a 14.2% reduction in Scope 1 and 2 emissions between FY 2023/24 (when total emissions (market based) were 1,667 tonnes CO<sub>2</sub>e, as set out on page 58 of the Annual Report 2024/25) and FY 2025/26 (when total emissions (market based) were 1,430 tonnes CO<sub>2</sub>e, as set out on page 58). Targeted operational, sourcing and supplier initiatives resulted in year-on-year reductions in Scope 3 emissions across the same period.</li> </ul>

\* In line with the Group's approach to the calculation of ROIC, this is calculated as Adjusted Group ROIC.

As the Company achieved the brand and sustainability underpins but did not meet the revenue and ROIC underpins, the Committee carefully considered its underpin assessment framework to determine whether it was appropriate to scale back the level of the CFO's payout. In addition to the considerations set out on pages 143, 144 and 165, the Committee also considered the strong alignment between the value of Kate's award and the experience of shareholders over the period since grant through share price movements, the impact of other Committee decisions and performance outcomes on Kate's remuneration in recent years, and the significant contribution Kate has made since her appointment, including her key role in the development and initial delivery of Burberry Forward.

Taking into account the considerations above and the views expressed by some of our shareholders, the Committee determined to scale back the vesting of the CFO's 2023 BSP award by 20%. The Committee considers this an appropriate reduction that balances the fact that two underpins have not been met with the mitigating factors set out on pages 143, 144 and 165.

As a result, Kate Ferry's 2023 BSP award will vest at 80% in July 2026 (37,118 shares, plus additional shares in respect of dividend equivalents payable on the award) with a further holding period applying for two years.

## 2025 BSP awards granted during FY 2025/26 (audited)

The Committee granted a 2025 BSP award of 162.5% of salary to both Joshua Schulman and Kate Ferry on 31 July 2025 in line with the Directors' Remuneration Policy approved by the shareholders at the 2023 AGM.

The table below summarises the BSP share awards granted to the Executive Directors during FY 2025/26.

	Type of award	Basis of award	Shares awarded	Face value at grant (£'000)	Performance underpin period
Joshua Schulman	BSP share award	162.5% of salary	144,658	£1,950	3 years to 1 April 2028
Kate Ferry	BSP share award	162.5% of salary	81,370	£1,097	3 years to 1 April 2028

2025 BSP awards granted to the Executive Directors will vest in full three years from the grant date, subject to the performance underpins outlined below. The awards will be subject to a two-year holding period so that the time horizon before any sale of shares (except to cover any tax liabilities arising from the award) is five years. The number of shares that vest will include additional shares in respect of any dividend equivalent payable on the award.

The face value of each award was calculated using the three-day average price prior to the date of grant (£13.48), which was the price used to determine the number of shares awarded.

2025 BSP awards are subject to the following performance underpins:

### 2025 BSP award performance underpins

#### Details

Revenue	The level of Total Revenue at CER for FY 2027/28 being at least £2,600 million
ROIC*	Reasonable progress having been achieved over the vesting period in respect of the Group Return on Invested Capital, taking into account the Group's Weighted Average Cost of Capital (the Group's WACC was c.10.5% at the time of award)
Brand and sustainability strategies	Reasonable progress having been achieved over the vesting period in respect of our brand and sustainability strategies: <ul style="list-style-type: none"> <li>Brand: the Committee will consider progress against a basket of brand and strategy related KPIs which are aligned to the Burberry Forward strategy</li> <li>Sustainability: the Committee will consider whether reasonable progress has been achieved against our sustainability and carbon reduction goals</li> </ul>

If the Company does not meet one or more of the performance underpins outlined above, then the Committee would consider whether it was appropriate to scale back the level of payout under the BSP award. The intention of the performance underpins is to provide a 'safeguard' to ensure that the BSP awards do not pay out if the Company has underperformed and vesting is not justified; the Committee will take this intention into account when assessing the underpins.

In addition to the underpins described above, the Committee also retains the discretion to adjust the vesting outcome if it is not considered to be reflective of the underlying financial or non-financial performance of the business or the performance of the individual, where underpins are no longer considered appropriate or where the vesting outcome is not considered appropriate in the context of the experience of shareholders or other stakeholders.

\* In line with the Group's approach to the calculation of ROIC, this is calculated as Adjusted Group ROIC.

## 2026 BSP awards to be granted during FY 2026/27

As set out in the letter from the Chair of the Committee on page 145, subject to shareholder approval for the renewal of the Directors' Remuneration Policy, the Committee intends to grant PSP and RSP awards to the Executive Directors in July 2026.

### 2026 PSP awards

The Committee intends to grant a 2026 PSP award of 300% of salary to the CEO and of 175% of salary to the CFO. Awards will be subject to a three-year performance period ending in FY 2028/29, followed by a two-year holding period so that the total time horizon before any sale of shares (except to cover any tax liabilities arising from the award) is five years. The number of shares that vest will include additional shares in respect of any dividend equivalent payable on the award.

In developing the PSP structure, the Committee has sought to ensure that the design avoids unnecessary complexity, retains a strong link between executive reward and sustainable value creation, and encourages the delivery of strategic priorities under Burberry Forward. Awards will be subject to the following performance measures:

- **Revenue** is one of Burberry's KPIs and is a key part of the Burberry Forward strategy. This ultimately measures the appeal of the Burberry brand to our customers.
- **ROIC** rewards participants for efficient profit generation and balances the use of revenue as a top-line measure. Capital efficiency is one of Burberry's KPIs and a key part of the Burberry Forward strategy.
- **Relative TSR** is a commonly used measure both in the UK and among our luxury peers. It complements the use of the two financial measures by aligning the reward of participants with the experience of our shareholders and only rewards outperformance of our closest sector peers.

In setting targets for each measure, the Committee has been guided by the principle of setting stretching three-year targets to incentivise the Executive Directors to deliver (and, for maximum performance, to exceed) our long-term strategic ambitions. Targets have been calibrated taking into account a range of factors including: (i) our internal four-year financial plan; (ii) analyst estimates for Burberry for the next three years; (iii) historic performance; and (iv) independent expectations for growth in the luxury market. In line with best practice, achieving budget/consensus over the next three years would result in a partial vesting of the PSP award between threshold and maximum, with maximum vesting requiring the delivery of truly exceptional performance.

The following performance measures will apply to the 2026 PSP awards:

2026 PSP award performance measures	Weighting	Threshold (25% of maximum)	Maximum (100% of maximum)
Revenue <sup>2</sup>	One-third	£2,650 million	£3,100 million
ROIC <sup>3</sup>	One-third	13%	20%
Relative TSR <sup>4</sup>	One-third	Median	Upper quartile

1. Vesting will be calculated on a straight-line basis between threshold and maximum.

2. Total revenue will be measured at CER for FY 2028/29.

3. Group ROIC will be measured at reported exchange rates for FY 2028/29. In line with the Group's approach to the calculation of ROIC, this is calculated as Adjusted Group ROIC.

4. Relative TSR will be measured against the following peer group: Brunello Cucinelli, Canada Goose, Capri Holdings, Hermès, Hugo Boss, Kering, LVMH, Moncler, Prada, PVH Corp., Ralph Lauren Corporation, Richemont, Salvatore Ferragamo, Tapestry Inc and Zegna Group.

The threshold revenue target is equivalent to an annual growth rate of c.3% over the next three years which the Committee considers appropriately stretching to warrant partial vesting for this measure. The maximum revenue target is equivalent to an annual growth rate of c.9% over the next three years. This requires Burberry to exceed our ambition of returning to revenues of more than £3 billion and represents significant outperformance of the expected growth rate for the luxury market over that period. In setting the targets, the Committee has also been mindful of Burberry's historic revenue performance.

Notwithstanding the progress made on Group ROIC during FY 2025/26, achieving threshold will require ROIC to more than double over the next three years and achieving maximum will require ROIC to more than treble. Achieving the maximum target of 20% would result in Burberry returning to historic high levels which the Committee considers to be an appropriately stretching target for full vesting for the ROIC measure.

For the relative TSR measure the Committee has adopted market practice for a UK-listed company with full vesting requiring upper quartile performance against our luxury peer group. The Committee considers this to be appropriately stretching, particularly recognising that it will be more challenging to outperform those luxury peers whose recovery is less well progressed than Burberry's.

The Committee considers the target ranges for all three measures to be appropriate and achieving the maximum outcome for each measure would represent exceptional performance and demonstrable evidence of the success of the Burberry Forward strategy over the next three years.

In addition to the performance measures described above, the Committee also retains the discretion to adjust the vesting outcome if it is not considered to be reflective of the underlying financial or non-financial performance of the business or the performance of the individual, where measures are no longer considered appropriate or where the vesting outcome is not considered appropriate in the context of the experience of shareholders or other stakeholders.

## 2026 RSP awards

The Committee intends to grant 2026 RSP awards of 150% of salary to the Executive Directors.

The awards will vest in full three years following the date of grant, subject to the performance underpins. The awards will be subject to a two-year holding period so that the total time horizon before any sale of shares (except to cover any tax liabilities arising from the award) is five years for the entire award. The number of shares that vest will include additional shares in respect of any dividend equivalent payable on the award.

If the Company does not meet one or more of the performance underpins outlined below, the Committee would consider whether it was appropriate to scale back the level of payout under the RSP award. The Committee would retain discretion to determine the appropriate level of scale-back.

The Committee has reviewed the performance underpins and determined that the underpins that applied to previous RSP awards continue to reflect a good overall balance of safeguarding the financial stability of the business, delivery of the strategy and long-term value of the brand.

The following performance underpins will apply to the 2026 RSP awards:

2026 RSP award performance underpins	Details
Revenue	The level of Total Revenue at CER for FY 2028/29 being at least £2,600 million
ROIC*	Reasonable progress having been achieved over the vesting period in respect of the Group Return on Invested Capital, taking into account the Group's Weighted Average Cost of Capital (the Group's WACC is currently c.10.5%)
Brand and sustainability strategies	Reasonable progress having been achieved over the vesting period in respect of our brand and sustainability strategies: <ul style="list-style-type: none"> <li>Brand: the Committee will consider performance against a range of brand relevance KPIs which are aligned to the Burberry Forward strategy. These may include full-price sales and outerwear sales and other metrics linked to brand relevance, but they may also include other relevant metrics that demonstrate long-term value creation</li> <li>Sustainability: the Committee will consider whether reasonable progress has been achieved against our sustainability and carbon reduction goals</li> </ul>

In addition to the performance underpins described above, the Committee also retains the discretion to adjust the vesting outcome if it is not considered to be reflective of the underlying financial or non-financial performance of the business or the performance of the individual, where underpins are no longer considered appropriate or where the vesting outcome is not considered appropriate in the context of the experience of shareholders or other stakeholders.

\* In line with the Group's approach to the calculation of ROIC, this is calculated as Adjusted Group ROIC.

## Payments to past Directors

There were no payments to past Directors above a de minimis limit of £3,000 during the year.

## Share interests and shareholding guideline (audited)

For FY 2025/26, Executive Directors were subject to a shareholding guideline of 300% of base salary. Subject to shareholder approval of the 2026 Directors' Remuneration Policy, the shareholding guideline for the CEO will be increased to 400% of base salary.

There is no specific timeline in which the shareholding guideline must be achieved. However, there is an expectation that Executive Directors make annual progress towards their guideline, regardless of any annual bonus paid or shares vesting. In line with the Investment Association best practice guidance, our shareholding guideline permits any incentive shares that have vested but are unexercised or that have not yet vested but are not subject to any further performance conditions/underpins to count towards the shareholding requirement at 50% of their face value. Other members of the Executive Committee are also subject to a shareholding guideline.

The following table sets out the total beneficial interests of the Executive Directors (and their connected persons) in ordinary shares of Burberry Group plc as at 28 March 2026, as well as their progress against the shareholding guideline. The table also summarises conditional interests in share or option awards, with further detail of the underlying awards in the subsequent table.

Based on the three-month average share price to 28 March 2026 (our standard approach to assessing the guideline), neither Joshua Schulman nor Kate Ferry had met the guideline. They have both demonstrated progress towards their guideline since joining Burberry, including through the application of 50% of their net bonus payments towards the purchase of Burberry shares.

	Beneficially held shares				Share/option awards			
	Number of shares beneficially owned as at 28 March 2026 <sup>1</sup>	As % of salary <sup>2</sup>	Shareholding guideline (% of salary) <sup>3</sup>	Guideline met as at 28 March 2026	Vested but unexercised awards	Unvested – subject to performance conditions (recruitment award)	Unvested – subject to performance underpins (BSP awards)	Unvested – subject to continued employment <sup>4</sup>
<b>Executive Directors</b>								
Joshua Schulman	34,836	33.9%	300%	No	0	392,366	357,189	92
Kate Ferry	11,621	20.1%	300%	No	0	0	238,121	1,609

- There have been no changes in the period up to and including 13 May 2026.
- Based on the three-month average share price as at 28 March 2026 of £11.69.
- Subject to shareholder approval of the 2026 Directors' Remuneration Policy, the shareholding guideline for the CEO will be increased to 400% of base salary.
- In line with the shareholding guideline, only 50% of the face value of these shares counts towards the Executive Director's shareholding guideline calculation (other than shares under the all-employee Share Incentive Plan (SIP), which are held beneficially and count towards the Executive Director's shareholding guideline calculation). This also includes Sharesave options (which do not count towards the Executive Director's shareholding guideline calculation).

As former Executive Directors, Jonathan Akeroyd and Julie Brown are required to comply with Burberry's post-employment shareholding guideline in respect of share awards that vested on or after the date of the AGM in July 2020. Under this guideline Jonathan is expected to retain a shareholding of 174,684 shares until 15 July 2026. As at 28 March 2026, Jonathan complied with his obligation. Julie was expected to retain a shareholding of 10,350 shares until 1 April 2025 and complied with this obligation at that date.

The following table provides further underlying detail on the unvested awards at 28 March 2026 included in the table above.

Executive Director	Type of award	Date of grant	Maximum number of shares/options	Performance period	Vesting date <sup>5</sup>
Joshua Schulman	2024 BSP <sup>2</sup>	30 July 2024	212,531	3 years to 27 March 2027	30 July 2027
	2025 BSP <sup>3</sup>	31 July 2025	144,658	3 years to 1 April 2028	31 July 2028
	Recruitment award <sup>4</sup>	19 December 2024	392,366	3 years to 17 July 2027	17 July 2027
	SIP	12 December 2024	51	N/A	12 December 2027
	SIP	11 December 2025	41	N/A	11 December 2028
Kate Ferry	2023 BSP <sup>1</sup>	27 July 2023	46,398	3 years to 28 March 2026	27 July 2026
	2024 BSP <sup>2</sup>	30 July 2024	110,353	3 years to 27 March 2027	30 July 2027
	2025 BSP <sup>3</sup>	31 July 2025	81,370	3 years to 1 April 2028	31 July 2028
	Sharesave <sup>6</sup>	14 December 2023	1,484	N/A	1 February 2027
	SIP	14 December 2023	33	N/A	14 December 2026
	SIP	12 December 2024	51	N/A	12 December 2027
	SIP	11 December 2025	41	N/A	11 December 2028

- The performance underpins for the 2023 BSP award are set out on page 132 of the Annual Report 2023/24.
- The performance underpins for the 2024 BSP award are set out on page 146 of the Annual Report 2024/25.
- The performance underpins for the 2025 BSP award are set out on page 166.
- The performance conditions for the recruitment award granted to Joshua Schulman are set out on pages 147 and 148 of the Annual Report 2024/25.
- Vested BSP awards may not normally be sold until five years from the date of grant, other than to meet tax liabilities.
- On 14 December 2023, Kate Ferry was granted a Sharesave option over 1,484 shares at an option price of £12.50 per share.

## Director remuneration relative to employees

The table below summarises the change in each Director's base salary/fee, benefits and bonus received for FY 2025/26, FY 2024/25, FY 2023/24, FY 2022/23 and FY 2021/22 compared to the prior year. The regulations require disclosure of the same data for employees of the parent company. However, Burberry Group plc does not have any employees and therefore the table below includes data in respect of the UK employee population for reference.

Year-on-year change (%)	Salary/fee					Allowances and benefits					Bonus				
	FY 2021/22	FY 2022/23	FY 2023/24	FY 2024/25	FY 2025/26	FY 2021/22	FY 2022/23	FY 2023/24	FY 2024/25	FY 2025/26	FY 2021/22	FY 2022/23	FY 2023/24	FY 2024/25	FY 2025/26
<b>Executive Directors</b>															
Joshua Schulman	-	-	-	N/A	-1%	-	-	-	N/A	-13.3%	-	-	-	N/A	95%
Kate Ferry	-	-	N/A	0%	0%	-	-	N/A	-21.8%	5.4%	-	-	N/A	11.1%	875%
<b>Non-Executive Directors</b>															
Gerry Murphy	5.3%	0%	3%	0%	0%	-21.4%	-75.4%	712.4%	-2.5%	-28.0%	-	-	-	-	-
Alessandra Cozzani	-	-	N/A	0%	0%	-	-	N/A	-11.5%	111.7%	-	-	N/A	-	-
Ron Frasch	5.3%	0%	3%	0%	0%	N/A	171.1%	64.4%	-40.3%	97.2%	-	-	-	-	-
Danuta Gray	N/A	25.1%	17%	0%	0%	N/A	1,267.2%	71.7%	65%	94.6%	N/A	-	-	-	-
Stella King	-	-	-	N/A	N/A	-	-	-	N/A	N/A	-	-	-	-	N/A
Orna NiChionna	3.6%	-0.9%	-10.4%	0%	0%	-21.7%	96.2%	20.8%	-86%	948.6%	-	-	-	-	-
Alan Stewart	-	N/A	34.5%	9.5%	0%	-	N/A	3.7%	-47.4%	399.6%	-	N/A	-	-	-
<b>Former Directors</b>															
Fabiola Arredondo	5.3%	0%	3%	0%	0%	N/A	N/A	-5.8%	23.4%	-36.8%	-	-	-	-	-
Sam Fischer	5.3%	0%	3%	0%	0%	N/A	1,453.6%	-33.2%	48.1%	-49.7%	-	-	-	-	-
Antoine de Saint-Affrique	0%	0%	3%	0%	0%	N/A	155.2%	0.4%	2.8%	-57.0%	-	-	-	-	-
<b>UK Employees</b>	0%	4%	4%	4%	3.3%	0%	0%	0%	0%	0.0%	233.3%	-48%	-85.6%	-100%	N/A

- The comparator group includes all UK employees. As noted above, Burberry Group plc does not have any employees and therefore this group has been chosen to align with the location of the Executive Directors and with the pay ratio reporting. For the comparator group of employees, the year-on-year salary changes include the annual salary review in July but exclude any additional changes made in the year, for example on promotion. For FY 2021/22 benefits, the maximum employer pension contribution available to the majority of the UK workforce was increased from 6% of salary to 10% of salary with effect from 1 January 2022. The change in the value of benefits shown for the Executive Directors reflects the market cost of the same benefits.
- In order to provide a meaningful comparison, the figures in the table above have been calculated on a full-year equivalent basis where Directors have served for part of the year only.
- Where a Director was appointed during a financial year, it is not possible to calculate a percentage change for them and they are shown as N/A.
- The Directors in role at the time voluntarily agreed to waive 20% of their salary/base fee for a three-month period between April and June 2020. This is reflected in the positive changes shown in respect of FY 2021/22.
- The allowances and benefits figures for FY 2020/21 for Gerry Murphy and Orna NiChionna were low due to the impact of COVID-19. In order to provide a meaningful comparison, the percentage change figure for FY 2021/22 was calculated relative to the allowances and benefits figure for FY 2019/20.
- Allowances and benefits increased for Non-Executive Directors during FY 2022/23 due to the return of regular in-person meetings.
- Orna NiChionna was appointed as Senior Independent Director with effect from 2 April 2022.
- Danuta Gray replaced Orna NiChionna as Remuneration Committee Chair on 1 September 2022.
- Alan Stewart was appointed as Audit Committee Chair on 12 July 2023.
- Joshua Schulman was appointed as CEO on 17 July 2024.
- Stella King was appointed to the Board on 1 April 2025.
- Fabiola Arredondo, Sam Fischer and Antoine de Saint-Affrique retired from the Board on 16 July 2025.
- Payments were not made under the annual corporate bonus plan for FY 2024/25 and therefore it is not possible to calculate a percentage change for FY 2025/26 and this is shown as N/A.

## CEO pay ratios

The ratios set out in the table below compare the total remuneration of the CEO (as included in the single figure table on page 161) to the remuneration of the median UK employee as well as the UK employees at the lower and upper quartiles. The disclosure will build up over time to cover a rolling 10-year period.

Year	Method	25 <sup>th</sup> percentile pay ratio (P25)	Median pay ratio (P50)	75 <sup>th</sup> percentile pay ratio (P75)
FY 2025/26	Option A	117:1	87:1	57:1
FY 2024/25	Option A	92:1	70:1	45:1
FY 2023/24	Option A	44:1	33:1	21:1
FY 2022/23	Option A	153:1	116:1	73:1
FY 2021/22	Option A	225:1	167:1	105:1
FY 2020/21	Option A	92:1	71:1	44:1
FY 2019/20	Option A	68:1	48:1	31:1
FY 2018/19	Option A	170:1	127:1	82:1

### Notes regarding calculation

The ratios are calculated using option A in the disclosure regulations. The employees at the lower quartile, median and upper quartile (P25, P50 and P75, respectively) were determined based on total remuneration using a valuation methodology consistent with that used for the CEO in the single figure table on page 161. The employees were identified based on all UK employees at year end. This option was selected on the basis that it provided the most accurate method of identifying the lower quartile, median and upper quartile employees.

The total remuneration in respect of FY 2025/26 for the employees identified at P25, P50 and P75 is £34k, £46k and £71k, respectively. The base salary in respect of FY 2025/26 for the employees identified at P25, P50 and P75 is £31k, £34k and £64k, respectively.

The Committee considers pay ratios as one of many reference points when considering remuneration. Throughout the Group, pay is positioned to be fair and market-competitive in the context of the talent market for the relevant role, fairly reflecting local market data and other relevant benchmarks (such as the UK real Living Wage). The Committee notes the limited comparability of pay ratios across companies and sectors, given the diverse range of business models and employee population profiles which exist across the market.

A significant proportion of the CEO's total remuneration is delivered in variable remuneration, and particularly via long-term share incentives. In order to drive alignment with shareholders, the value ultimately received from share incentive awards is linked to long-term share price movement. As a result, the pay ratio is likely to be driven largely by the CEO's incentive outcomes and may therefore fluctuate significantly on a year-to-year basis.

The pay ratio for FY 2025/26 has increased compared to the ratio for FY 2024/25. This reflects the fact that for FY 2024/25 Joshua Schulman received a bonus of 50% of maximum, whereas for FY 2025/26 he received a bonus of 97.5% of maximum, resulting in a larger single figure compared with FY 2024/25.

The Committee considers that the median pay ratio for FY 2025/26 and the recent trends in the pay ratios are consistent with Burberry's remuneration framework and reflect the variable nature of the CEO's total remuneration. The Committee believes the pay ratio is consistent with our pay policies in the UK.

## Relative importance of spend on pay for FY 2025/26

The table below sets out the total payroll costs for all employees over FY 2025/26 compared to total dividends and amounts paid to buy back shares during the year. The average number of full-time equivalent employees is also shown for context.

Relative importance of spend on pay		FY 2025/26	FY 2024/25
Dividends paid during the year (total)	£m	–	152 <sup>1</sup>
	% change	-100%	
Amounts paid to buy back shares during the year	£m	–	–
	% change		
Payroll costs for all employees	£m	587	576
	% change	2%	
Average number of full-time equivalent employees		7,613	8,701
	% change	-13%	

1. Dividends paid during FY 2024/25 reflect the final dividend for FY 2023/24 which was paid in August 2024.

## Service agreements

The table below sets out information on service agreements for the current Executive Directors. Executive Directors are subject to annual re-election by shareholders at each AGM of the Company.

	Date of current service agreement	Date employment commenced	Notice period to and from Burberry
Joshua Schulman	14 July 2024	17 July 2024	12 months
Kate Ferry	14 March 2023	17 July 2023	12 months

Non-Executive Directors serve under letters of appointment with the Company. Non-Executive Directors may continue to serve subject to annual re-election by shareholders at each AGM of the Company, subject to six months' notice by either party.

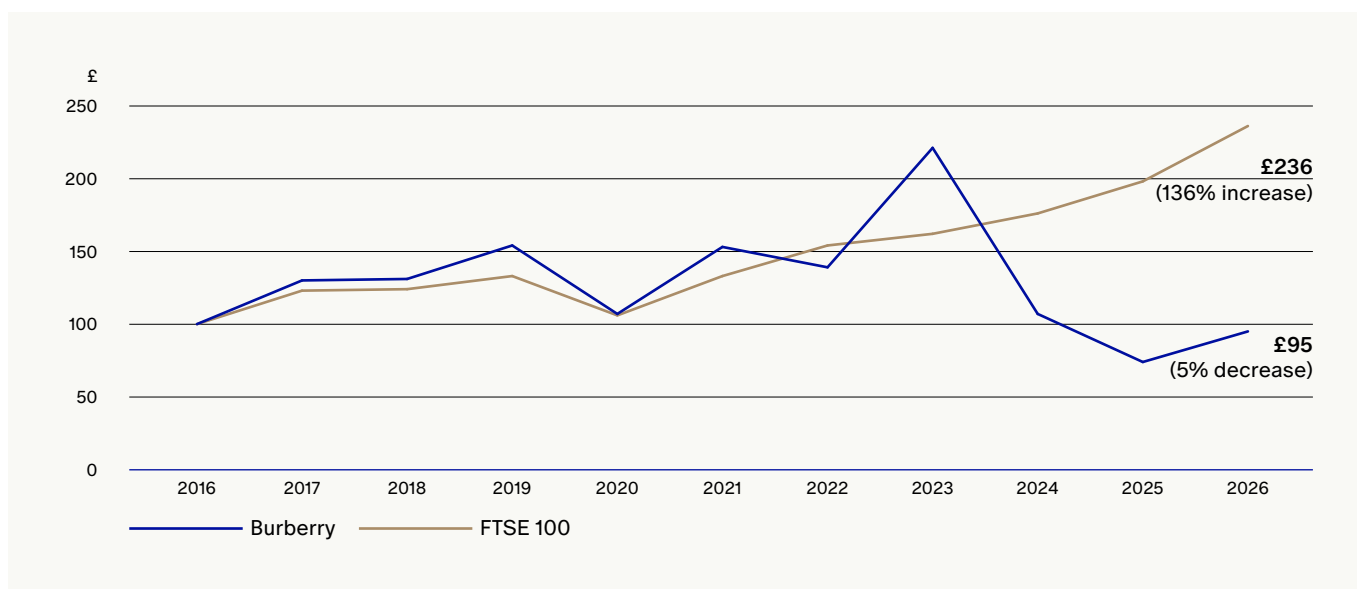
## Malus and clawback

Annual bonus and BSP awards (comprising PSP awards and RSP awards) are subject to malus and clawback provisions as set out in the Directors' Remuneration Policy. The time periods within which these provisions can be applied have been set considering the nature of the Company's business cycle and are in line with UK market practice in this area.

There has been no application of malus or clawback provisions in respect of the Executive Directors in the year.

## Ten-year performance graph and Chief Executive Officer's remuneration

The following graph shows the total shareholder return (TSR) for Burberry Group plc compared to the FTSE 100 Index assuming £100 was invested on 31 March 2016. The FTSE 100 Index has been selected as the comparator because Burberry has been a constituent of the Index for the majority of the period shown. Data is presented on a spot basis and sourced from DataStream. The table below shows the total remuneration earned by the incumbent CEO over the same 10-year period, along with the percentage of maximum opportunity earned in relation to each type of incentive. The total amounts are based on the same methodology as used for the single figure of total remuneration for FY 2025/26 on page 161.



	FY 2016/17 (CB) <sup>1</sup>	FY 2017/18 (CB) <sup>1</sup>	FY 2017/18 (MG) <sup>1</sup>	FY 2018/19 (MG) <sup>1</sup>	FY 2019/20 (MG) <sup>1</sup>	FY 2020/21 (MG) <sup>1</sup>	FY 2021/22 (MG) <sup>1</sup>	FY 2021/22 (JA) <sup>1</sup>	FY 2022/23 (JA) <sup>1</sup>	FY 2023/24 (JA) <sup>1</sup>	FY 2024/25 (JA) <sup>1</sup>	FY 2024/25 (JS) <sup>1</sup>	FY 2025/26 (JS) <sup>1</sup>
Total remuneration (£'000)	3,508	1,091	6,330	4,078	1,618	2,245	1,205	4,428	4,289	1,347	446	2,556	4,024
Bonus (% of maximum)	0%	51%	51%	60%	0%	25%	–	–	59%	0%	0%	50%	97.5%
BSP (% of maximum)	–	–	–	–	–	–	–	–	–	–	–	–	–
Legacy incentive plans (no longer in operation):													
ESP (% of maximum)	–	5%	–	25%	0%	5.5%	–	–	–	–	–	–	–
CIP <sup>2</sup> (% of maximum)	0%	–	–	–	–	–	–	–	–	–	–	–	–
RSP (% of maximum)	19.3%	–	–	–	–	–	–	–	–	–	–	–	–
Exceptional award <sup>3</sup> (% of maximum)	61.7%	59.9%	–	–	–	–	–	–	–	–	–	–	–

- Christopher Bailey (CB, Chief Creative Officer and CEO from 1 May 2014 to 4 July 2017), Marco Gobbetti (MG, CEO from 5 July 2017 to 31 December 2021), Jonathan Akeroyd (JA, CEO from 15 March 2022 to 15 July 2024), Joshua Schulman (JS, CEO from 17 July 2024).
- The CIP was the Burberry Co-Investment Plan, a long-term incentive plan under which the final performance-based awards were granted in 2014. Details of this plan can be found in the relevant Directors' Remuneration Reports.
- The exceptional award for Christopher Bailey relates to vesting of his 2014 exceptional share award as previously disclosed.

## Non-Executive Director remuneration (audited)

The table below sets out the single figure of total remuneration received or receivable by the Non-Executive Directors in respect of FY 2025/26 (and the prior financial year).

	Year to 28 March 2026			Year to 29 March 2025		
	Fees <sup>1</sup> £'000	Benefits and allowances <sup>2</sup> £'000	Total £'000	Fees <sup>1</sup> £'000	Benefits and allowances <sup>2</sup> £'000	Total £'000
<b>Non-Executive Directors</b>						
Gerry Murphy	438	7	445	438	9	447
Alessandra Cozzani	82	25	107	82	12	94
Ron Frasch	82	43	125	82	22	104
Danuta Gray	117	15	132	117	7	124
Stella King <sup>3</sup>	82	38	120	N/A	N/A	N/A
Orna NiChionna	102	5	107	102	1	103
Alan Stewart	117	6	123	117	1	118
<b>Former Non-Executive Directors</b>						
Fabiola Arredondo <sup>4</sup>	25	15	40	82	23	105
Sam Fischer <sup>4</sup>	25	16	41	82	31	113
Antoine de Saint-Affrique <sup>4</sup>	25	8	33	82	20	102

- Fees include the base fee and additional fees payable to the Senior Independent Director, the Audit Committee Chair and the Remuneration Committee Chair in line with the existing Directors' Remuneration Policy.
- For Non-Executive Directors other than the Chair, allowances include an attendance allowance for each meeting attended outside their country or territory of residence. Non-Executive Directors appointed before 11 May 2023 currently receive £2,000 per meeting. Non-Executive Directors appointed from 11 May 2023 currently receive £2,000 for meetings that involve inter-continental travel and £1,000 for other meetings outside their country or territory of residence. Allowances also include the reimbursement of certain expenses incurred by the Non-Executive Directors in the performance of their duties, which are deemed by HM Revenue & Customs (HMRC) to be subject to UK income tax. Any tax liabilities arising on the reimbursement of these costs will be settled by the Company. Amounts disclosed have been estimated and have been grossed up at the appropriate tax rate, where necessary.
- Fees for Stella King relate to the period from 1 April 2025 when she was appointed to the Board.
- Fees for Fabiola Arredondo, Sam Fischer and Antoine de Saint-Affrique relate to the period to 16 July 2025 when they retired from the Board.

## Summary of Non-Executive Director fees for FY 2026/27

Following a review, the Committee determined that the Chair would receive a fee increase of 3% with effect from 1 July 2026. The Board determined that the fee for the Senior Independent Director would increase to £35,000 with effect from 1 July 2026 and that there would be no other increases to the Non-Executive Directors' fees for FY 2026/27.

The fee structure for the Non-Executive Directors for FY 2026/27 is set out in the table below.

	Fee level £'000
Chair <sup>1</sup>	453.2
Non-Executive Director	82.8
Senior Independent Director	35
Audit Committee Chair	35
Remuneration Committee Chair	35
Attendance allowance <sup>2</sup>	Up to 2

- The Chair is not eligible for Committee-related fees or attendance allowances.
- For Non-Executive Directors other than the Chair, allowances include an attendance allowance for each meeting attended outside their country or territory of residence. Non-Executive Directors appointed before 11 May 2023 currently receive £2,000 per meeting. Non-Executive Directors appointed from 11 May 2023 currently receive £2,000 for meetings that involve inter-continental travel and £1,000 for other meetings outside their country or territory of residence.
- Expenses incurred in the normal course of business are reimbursed and, as these are considered by HMRC to be taxable benefits, the tax due on these will also be met by the Company.

## Non-Executive Director shareholdings (audited)

The table below summarises the total interests of the Non-Executive Directors (and their connected persons) in ordinary shares of Burberry Group plc as at 28 March 2026 (or as at the date of stepping down, if earlier).

In line with the shareholding guideline, Non-Executive Directors hold shares with a market value at acquisition of £6,000 for each year of their appointment. As at 28 March 2026 (or as at the date of stepping down, if earlier), all of the Non-Executive Directors who had served more than one year since their appointment had fulfilled this guideline.

	Total number of shares owned
<b>Non-Executive Directors</b>	
Gerry Murphy	35,000
Alessandra Cozzani	1,100
Ron Frasch	5,838
Danuta Gray	6,847
Stella King	608
Orna NiChionna	4,275
Alan Stewart	2,350
<b>Former Non-Executive Directors</b>	
Fabiola Arredondo	30,000
Sam Fischer	3,000
Antoine de Saint-Affrique	3,100

There have been no changes in the total number of shares owned in the period up to and including 13 May 2026.

## Remuneration Committee in FY 2025/26

### Committee membership

Danuta Gray, Ron Frasch, Orna NiChionna and Alan Stewart served as members of the Committee throughout the year ended 28 March 2026.

Fabiola Arredondo and Sam Fischer served as members of the Committee until they retired from the Board on 16 July 2025.

### Committee remit

The Committee's terms of reference are published on Burberryplc.com.

In addition to setting the remuneration of the Executive Directors, the Committee continues to directly oversee the remuneration arrangements for the Executive Committee, the Company Secretary and other members of senior management within its remit as determined from time to time.

## Summary of meetings

The Committee typically meets four times a year. During FY 2025/26, the Committee held six meetings. Other ad hoc discussions were held as required. Details of attendance at Committee meetings are set out on page 142. If any Committee members are unable to attend a meeting, they are given the opportunity to discuss any of the agenda items with the Committee Chair in advance of the meeting. The agenda items discussed at the six meetings are summarised below. Other Committee matters, including remuneration arrangements for Executive Committee members and others within the Committee's remit, were determined by the Committee outside the scheduled meetings.

<b>May 2025</b>	<ul style="list-style-type: none"> <li>• Update on external environment from independent advisors</li> <li>• FY 2024/25 incentive outcomes</li> <li>• FY 2025/26 performance targets and incentive awards</li> <li>• 2025 BSP awards, including performance underpins for Executive Directors</li> <li>• FY 2025/26 senior executive remuneration</li> <li>• Chair fees for FY 2025/26</li> <li>• Approval of Directors' Remuneration Report 2024/25</li> <li>• Update on share plan dilution</li> </ul>
<b>September 2025</b>	<ul style="list-style-type: none"> <li>• 2025/26 Directors' Remuneration Policy review</li> </ul>
<b>November 2025</b>	<ul style="list-style-type: none"> <li>• Update on external environment from independent advisors</li> <li>• 2025/26 Directors' Remuneration Policy review</li> <li>• Incentives performance update</li> <li>• All-employee share plan awards 2025</li> <li>• Update on Executive Committee members' shareholding guideline compliance</li> <li>• Committee annual planner</li> </ul>
<b>January 2026</b>	<ul style="list-style-type: none"> <li>• 2025/26 Directors' Remuneration Policy review</li> </ul>
<b>February 2026</b>	<ul style="list-style-type: none"> <li>• Update on external environment from independent advisors</li> <li>• 2025/26 Directors' Remuneration Policy review and shareholder engagement process</li> </ul>
<b>March 2026</b>	<ul style="list-style-type: none"> <li>• Update on external environment from independent advisors</li> <li>• Incentives performance update</li> <li>• FY 2026/27 annual bonus plan proposals</li> <li>• Overview of broader employee reward and feedback from the March 2026 meeting of the Global Workforce Advisory Forum</li> <li>• UK Gender and Ethnicity Pay Gap Report for 2025/26 reporting year</li> <li>• Review of Committee's terms of reference</li> </ul>

Regular attendees at Committee meetings include the Chair of the Board, the CEO, the CFO, the Company Secretary, the Chief People Officer, the Vice President, Reward, the Director, Executive Reward and Share Plans and representatives of the Committee's advisors. Other members of the senior management team may attend Committee meetings from time to time. Attendees are not present when their own remuneration is being discussed.

## Advisors to the Committee

Deloitte was appointed as an independent advisor to the Committee in 2017 and reappointed in 2021 and again in 2024 following a competitive tender process. Deloitte is a founding member of the Remuneration Consultants' Group (RCG), which is responsible for the development and maintenance of the voluntary Code of Conduct that clearly sets out the role of executive remuneration consultants and the professional standards by which they advise their clients. Fees are charged on a time and expenses basis and totalled £215,000 (plus VAT) during FY 2025/26. During the year Deloitte also provided other consulting services, tax compliance and advisory services. The Committee is satisfied that advice received from Deloitte during the year was objective and independent and that all individuals who provided remuneration advice to the Committee had no connections with Burberry or its Directors that may impair their independence. The Committee reviewed the potential for conflicts of interest and judged that there were appropriate safeguards against such conflicts.

Linklaters LLP also provided advice to the Committee in relation to the operation of the Company's share plans, employment law considerations and compliance with legislation.

## Remuneration voting results

The table below shows the results of the latest remuneration-related shareholder votes on the Directors' Remuneration Report and the Directors' Remuneration Policy.

We have engaged with and listened to our shareholders during FY 2025/26 as we have developed our proposals for the Directors' Remuneration Policy review. The Committee and I would like to thank all of you who have invested time with us as it has helped to inform our thoughts on remuneration at Burberry.

AGM voting results	Votes for	Votes against	Votes withheld
To approve the Directors' Remuneration Report for the year ended 29 March 2025 (2025 AGM)	278,795,241 (95.18%)	14,128,305 (4.82%)	6,034,720
To approve the Directors' Remuneration Policy (2023 AGM)	271,202,999 (91.02%)	26,745,859 (8.98%)	975,510

The Committee and I continue to value the input of shareholders to help inform our thoughts on executive remuneration at Burberry. As part of our commitment to build on the constructive dialogue we have established, we look forward to continuing to engage with you and receiving your support at the AGM in July.

This report has been approved by the Board and signed on its behalf by:

**Danuta Gray**

Chair, Remuneration Committee

13 May 2026

# DIRECTORS' REPORT

The Directors present their Annual Report and the audited consolidated Financial Statements of the Company for the year ended 28 March 2026. For the purposes of the Companies Act 2006, the Disclosure Guidance and Transparency Rules (DTR), and other relevant legislation, the Strategic Report on pages 2 to 105, the Corporate Governance Statement on pages 107 to 180 and the Consolidated Financial Statements on pages 181 to 249, are incorporated by reference and shall be deemed to form part of this Directors' Report. The relevant references for specific disclosures are set out below.

Disclosure	Page
Strategic Report, including	2
• Employee engagement and culture	33
• Stakeholder engagement	38
• Social, community, health and safety, disability and human rights issues including relevant policies	76
• Future developments of the business	29
• Risk, going concern and viability	95, 197
The Corporate Governance Statement, including	108
• Corporate Governance Report	114
• Global GHG emissions	58
• Board and senior management diversity	113
Consolidated Financial Statements, including	192
• Statement of Directors' Responsibilities	181
• Note 26 – Financial Instruments and risks	220

## Share capital

Details of the issued share capital, together with details of movement in the issued share capital of the Company during the year, are shown in note 24 to the Consolidated Financial Statements. This is incorporated by reference and deemed to be part of this report. The Company has one class of ordinary share of 0.05 pence each (Share), which carries no right to fixed income. Each Share carries the right to one vote at general meetings of the Company. The Shares are listed on the Official List and traded on the London Stock Exchange. No person has any special rights of control over the Company's share capital and all issued Shares are fully paid.

As at 28 March 2026, the Company had 363,837,406 Shares in issue, including 2,839,220 held in treasury. At the AGM in 2025, shareholders approved resolutions to allot Shares up to an aggregate nominal value of £59,862, and to allot Shares for cash other than pro rata to existing shareholders. Shareholders also approved a resolution to issue up to an additional 5% of issued share capital other than pro rata to existing shareholders in connection with an acquisition or specified capital investment. In order to retain maximum flexibility, resolutions will be proposed to shareholders at this year's AGM to renew these authorities.

## Substantial shareholdings

As at 28 March 2026, the Company had been notified under Rule 5 of the Disclosure Guidance and Transparency Rules of the following major interests in its issued share capital:

	Number of Shares held	% of total voting rights <sup>1</sup>
Massachusetts Financial Services Company	20,668,065	5.10
Norges Bank	14,168,490	3.92

1. As at the date of notification to the Company.

The Company has received no notifications of major interests in its issued share capital since 28 March 2026.

## Interests in own Shares

Details of the Group's interests in its own Shares are set out in note 24 to the Consolidated Financial Statements.

## Share buyback

During the reporting period, no share buyback programmes were undertaken. The authority granted by shareholders at the 2025 AGM will remain in place until a new authority is granted by shareholders at the 2026 AGM or 15 October 2026, whichever is earlier.

## Transfer of Shares

There are no specific restrictions on the size of holding or on the transfer of Shares. The Directors are not aware of any agreements between holders of Shares that may result in restrictions on the transfer of securities or voting rights. The Directors have no current plans to issue Shares other than in connection with employee share plans.

## Voting

Each Share carries one vote at general meetings of the Company. Any Shares held in treasury have no voting rights. A shareholder entitled to attend, speak and vote at a general meeting may exercise their right to vote in person, by proxy, or, in relation to corporate members, by corporate representatives. To be valid, notification of the appointment of a proxy must be received not less than 48 hours before the relevant general meeting at which the person named in the Form of Proxy proposes to vote. The Directors may in their discretion determine that, in calculating the 48-hour period, no account be taken of any part of a day which is not a working day. Employees who participate in the SIP whose Shares remain in the Burberry Group plc SIP Trust (SIP Trust) may give directions to the trustees to vote on their behalf by way of a Form of Direction.

## Articles of Association

The Company's Articles of Association were adopted at the 2021 AGM. No changes to the Articles of Association are being proposed at this year's AGM.

## Dividend

Consistent with the prior year, and in order to strengthen the balance sheet while maintaining capacity to invest in Burberry's long-term growth, the Directors have not declared an interim or final dividend for FY 2025/26 (FY 2024/25: £nil).

Under a standing arrangement, the Burberry Group plc ESOP Trust has waived all dividends and future dividends payable by the Company in respect of the Burberry Shares it holds until the Company is notified otherwise. As no dividend was declared by the Company during FY 2025/26, no dividends arose in respect of unappropriated Shares held by the SIP Trust and, accordingly, no waiver was required.

## Revenue and profit

Revenue from continuing business during the year amounted to £2,420 million (FY 2024/25: £2,461 million). The adjusted operating profit for the year was £160 million (FY 2024/25: £26 million). The profit for the year attributable to equity holders of the Company was £21 million (FY 2024/25: loss of £75 million), a year-on-year increase of 128% predominantly related to a 540 bps increase in gross margin, which gave rise to a 528% increase in adjusted operating profit. An adjusting items charge of £45 million resulted in a £118 million increase in operating profit and an increase in the effective tax rate resulted in a £96 million increase in profit for the year.

## Branches

Note 29 to the Consolidated Financial Statements sets out the Group's subsidiary entities. In addition, the Group has the following non-domestic branches:

- Burberry Limited: Hong Kong S.A.R., China and Republic of Korea
- Burberry (Spain) Retail S.L.: Portugal

## Significant contracts – change of control

Pursuant to the Companies Act 2006, the Directors disclose that, in the event of a change of control, the Company's borrowings under the Group's currently undrawn £300 million Revolving Credit Facility, dated 26 July 2021, could become repayable.

The Company's borrowings under the Group's fully drawn £75 million Revolving Credit Facility, dated 21 March 2025, could become repayable.

On 3 April 2017, Burberry entered into an exclusive licensing agreement with Coty pursuant to which Coty develops, manufactures, markets, distributes and sells Burberry Beauty products. The agreement took effect in October 2017, from which time ongoing royalty payments have been payable to Burberry. Pursuant to the Companies Act 2006, the Directors disclose that a change in control of Burberry will, in limited circumstances, result in Coty having a right of termination of the licence agreement.

A small number of leases contain certain rights that may entitle landlords to terminate or approve continuation of the leases in the event that a Burberry subsidiary is transferred out of the Group or there is a change of control of Burberry Group plc.

These are not considered to be significant in terms of the potential impact on the business as a whole.

There are no arrangements between the Company and its Directors or employees providing for compensation for loss of office or employment that occurs specifically because of a takeover, merger or amalgamation. There are provisions in the Company's share plans which could result in options or awards vesting or becoming exercisable on a change of control. For further information on the change of control provisions in the Company's share plans, refer to the proposed new Directors' Remuneration Policy which can be found on pages 150 to 160, which will be submitted to shareholders for approval at the 2026 AGM.

### Employee share plans and share ownership

The Company is committed to employee share ownership with two all-employee share plans available to employees at all levels of the organisation. Further details of these share plans are set out in the Directors' Remuneration Report on page 149. The Group intends to operate these all-employee share plans during FY 2026/27 to grant awards of free Burberry Shares (or equivalent cash-based awards as appropriate) to all eligible employees globally, and to invite eligible employees, where possible, to participate in the ShareSave scheme. The Directors review the operation of these plans to ensure that they effectively support the Group's strategy and encourage greater alignment by employees with the Group's performance. Details of employee share plans are set out in note 27 to the Financial Statements.

### Political donations

The Company did not make any political donations during the year in line with its policy (FY 2024/25: £nil). In keeping with the Group's approach in prior years, shareholder approval is being sought at the forthcoming AGM, as a precautionary measure, for the Company and its subsidiaries to make donations and/or incur expenditure which may be construed as political by the wider definition of that term included in the relevant legislation. Further details are provided in the Notice of Annual General Meeting.

### Directors

The names and biographical details of the Directors as at the date of this report are set out on pages 109 to 112 and are incorporated by reference into this report. With regard to the appointment and resignation of Directors, the Company follows the 2024 UK Corporate Governance Code and is governed by its Articles of Association, the Companies Act 2006 and related legislation. At the 2026 AGM, all Directors will stand for re-election as appropriate. The Notice of Meeting 2026 sets out the contributions and reasons for the re-election of each Director. The service agreements of the Executive Directors and the letters of appointment of the Non-Executive Directors are available for inspection at the Company's registered office on request. Brief details of these are also included on page 172 of the Directors' Remuneration Report. For information on the Directors' training, see page 124.

### Directors' Share interests

The interests in Shares of the Directors holding office as at 28 March 2026 are shown within the Directors' Remuneration Report on pages 169 to 175. There were no changes to the beneficial interests of the Directors between the period 28 March 2026 and 13 May 2026.

### Directors' powers and responsibilities

Subject to the Company's Articles of Association, the Companies Act 2006 and any directions given by special resolution, the business of the Group will be managed by the Board, which may exercise all the powers of the Group, including powers relating to the issue and/or buying back of Shares by the Group (subject to any statutory restrictions or restrictions imposed by shareholders at the AGM). Further information on the matters considered by the Board and decisions made during the year is set out in the Corporate Governance Report on pages 118 to 119. The Schedule of Matters Reserved for the Board can be found on Burberrypc.com.

### Directors' insurance and indemnities

In accordance with section 236 of the Companies Act 2006, the Company continues to indemnify the Company's Directors against any liability incurred in respect of acts or omissions arising in the course of their office. Qualifying third-party indemnities were in force during the financial year and at the date of approval of the Financial Statements. Each Director is covered by appropriate Directors' and Officers Indemnity Insurance.

### Disclosures pursuant to UK Listing Rule 6.6.1

UK Listing Rule	Description of UK Listing Rule	Reference
6.6.1 (11) and (12)	Waivers of dividends	See Dividend paragraph on page 179

The Strategic Report from pages 2 to 105 and Directors' Report from pages 178 to 181 have been approved by the Board on 13 May 2026 in accordance with the Companies Act 2006.

By order of the Board

**Gemma Parsons**  
Company Secretary

13 May 2026  
Burberry Group plc  
Registered Office: Horseferry House, Horseferry Road,  
London SW1P 2AW  
Registered in England and Wales  
Registered number: 03458224