

FRASERS GROUP PLC

SCHEDULE OF RESPONSIBILITIES

NON-EXECUTIVE CHAIRMAN

Reviewed: 4 December 2020

- (1) The Chairman has responsibility for the leadership of the Board, for ensuring its effectiveness on all aspects of its role and for ensuring that all Directors, Executives and Non-Executive alike, are enabled to play their full part in its activities.
- (2) The Chairman's duties are:
 - (a) To run, and chair all meetings of the Board, having set in advance the agenda which should take full account of the issues and concerns of all Board members. Agendas should be forward looking focusing on strategy, performance value creation and accountability rather than formulate approvals of proposals which can be the subject of appropriate delegated powers of management.
 - (b) Making certain that the Board determines the nature, and extent of the significant risks the Company is willing to embrace in the implementation of its strategy, and that there are no "no go" areas which prevent Directors from operating effective oversight in this area.
 - (c) To ensure effective communication with shareholders and other stakeholders and in particular ensure that the members of the Board develop an understanding of the views of major investors.
 - (d) To ensure that, through the Company Secretary, all necessary and appropriate information is available in good time to all members of the Board and that they are properly briefed on the issues arising at Board meetings, and that sufficient time is allowed for the discussion of complex or contentious issues, (including, but not limited to, strategy, performance, controls, risk, health and safety and other business critical items) where appropriate arranging for informal meetings beforehand to enable thorough preparation for the Board discussion. It is particularly important that Non-Executive Directors have sufficient time to consider critical issues and are not faced with unrealistic deadlines for decision making.
 - (e) To ensure that the Company's strategy is fully considered and adopted by the Board, and is successfully implemented.
 - (f) To ensure that the Board has effective decision making processes and applies sufficient challenge to major proposals.

- (g) To ensure that the performance of individual Board members, including each executive Director, and of the Board as a whole is evaluated at least once a year and that strong management and Board succession is at all times developed and plans therefore are in place.
- (h) To be available for consultation with the Executive and Non-Executive team on relevant issues raised by any of them and to provide advice and support while respecting executive responsibility.
- (i) To encourage all Board members to engage in Board and Committee meetings by drawing on their skills, experience, knowledge and where appropriate independence
- (j) To foster relationships founded on mutual respect and open communication, both inside and outside the boardroom between the Non-Executive Directors and executive team.
- (k) To handle, with the Chief Executive, the relationships with governments, authorities, regulators and “stakeholders”.
- (l) To take the lead in providing a properly constructive comprehensive, formal and tailored induction programme to new directors.
- (m) To take the lead in identifying and meeting the development needs of individual directors including his own, and ensuring that the directors continually update their knowledge and capabilities, with the Company Secretary having a key role in facilitating provision. It is the responsibility of the Chairman to address the development needs of the Board as a whole with a view to enhancing its overall effectiveness as a team.
- (n) To promote the highest standards of corporate governance and seek compliance with the UK Governance Code wherever possible.
- (o) To ensure that the committees of the Board, including the Remuneration Committee, Audit Committee and Nomination Committee, are properly structured with appropriate terms of reference and to chair the Nomination Committee.
- (p) To preside over all general meetings of the Company.
- (q) To act on the results of the Board evaluation.