

# SSP GROUP PLC

## DIVISION OF RESPONSIBILITIES BETWEEN CHAIR, CHIEF EXECUTIVE OFFICER AND SENIOR INDEPENDENT DIRECTOR

(agreed by the board on 24 September 2019)

### 1. BACKGROUND

1.1 This document sets out the division of responsibilities between the roles of the Chair, Chief Executive Officer and Senior Independent Director in accordance with Provision 14 of the UK Corporate Governance Code. The roles and responsibilities of the board and its committees are set out in the terms of reference of each committee and the board reserved matters.

1.2 Only the board may change any of these provisions.

1.3 In this document 'Group' means the Company and its subsidiary undertakings.

### 2. ROLE OF CHAIR

The Chair reports to the board and is responsible for the leadership and overall effectiveness of the board and setting the board's agenda. The Chair is not responsible for the day-to-day management of the Group. The Chair's role includes:

2.1 setting a board agenda primarily focused on strategy, performance, value creation, culture, stakeholders and accountability, and ensuring that issues relevant to these areas are reserved for board decision;

2.2 shaping the culture in the boardroom;

2.3 encouraging all board members to engage in board and committee meetings by drawing on their skills, experience and knowledge;

2.4 fostering relationships based on trust, mutual respect and open communication – both in and outside the boardroom – between non-executive directors and the executive team;

2.5 developing a productive working relationship with the Chief Executive Officer, providing support and advice, while respecting executive responsibility;

2.6 providing guidance and mentoring to new directors as appropriate;

2.7 leading the annual board evaluation, with support from the Senior Independent Director as appropriate, and acting on the results; and

2.8 considering having regular externally facilitated board evaluations.

### 3. THE CHAIR'S RESPONSIBILITIES

The Chair should ensure that:

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5.14 To ensure the Chair is alerted to potential contentious or sensitive issues affecting the Group.

5.15 To make recommendations on remuneration policies, executive remuneration and terms of employment for the executive management team.

5.16 To advise and make recommendations in respect of board nominations and succession planning and ensure that the Company and Group develop strategies and make plans for the succession and replacement of key personnel.

5.17 To ensure, with the support of the company secretary, that the executive team complies with the terms on which matters are delegated by the board, and the terms of reference of board committees, and to ensure matters outside the authority of the executive team are escalated to the board.

5.18 To ensure that the development needs of the executive directors and senior management are identified and met.

5.19 To ensure effective communication with shareholders and that appropriate, timely and accurate information is disclosed to the market, with issues escalated promptly to the Board where appropriate.

5.20 To oversee the development of Group policies for board approval and implementation of them, including the anti-bribery and corruption policy and share dealing code.

## **6. THE ROLE OF THE SENIOR INDEPENDENT DIRECTOR**

The Senior Independent Director should act as a sounding board for the Chair, providing support in the delivery of the Chair's objectives.

## **7. THE SENIOR INDEPENDENT DIRECTOR'S RESPONSIBILITIES**

The Senior Independent Director should:

- 7.1 lead the performance evaluation of the Chair on behalf of the other directors;
- 7.2 be available to shareholders if they have concerns that contact through the normal channels of the Chair, Chief Executive Officer or other executive directors has failed to resolve or for which such contact is inappropriate;
- 7.3 be responsible for an orderly succession process for the Chair; and
- 7.4 assist in the maintenance of the stability of the board and Company, particularly during periods of stress. This will involve working with the Chair, directors and shareholders to resolve significant issues, for example:
  - a. in the event of a dispute between the Chair and the Chief Executive Officer;
  - b. where the shareholders or non-executive directors have expressed concerns that are not being addressed by the Chair or the Chief Executive Officer;
  - c. where the strategy being followed by the Chair and the Chief Executive Officer is not supported unanimously by the board;

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- d. where the relationship between the Chair and the Chief Executive Officer is particularly close;
- e. where decisions are being made without the approval of the full board; or
- f. where succession planning is being ignored.

A handwritten signature in blue ink, appearing to be 'L. J. ...', is centered on the page. The signature is fluid and cursive, with a large initial 'L' and a trailing flourish.