



## **BRIDGEPOINT GROUP PLC (“THE COMPANY”)**

### **STATEMENT OF ROLE AND RESPONSIBILITIES OF THE EXECUTIVE CHAIRMAN AND THE SENIOR INDEPENDENT DIRECTOR**

#### **ROLE OF EXECUTIVE CHAIRMAN**

The Executive Chairman’s primary role is to lead the Board and ensure that it operates effectively. The Executive Chairman is specifically responsible for the following:

##### **1. BOARD AND GOVERNANCE**

- 1.1 Ensuring the effective running of the Board and its committees.
- 1.2 Setting the Board agenda.
- 1.3 Ensuring adequate time is allowed for discussion of all agenda items, including in particular strategic issues.
- 1.4 Ensuring Board Members receive accurate, timely and clear information that is sufficient to enable the directors to fully discharge their duties.
- 1.5 Ensuring constructive relations between executives and non-executive directors.
- 1.6 Ensuring appropriate delegation of authority from the Board to executive management.
- 1.7 Promoting a culture of openness and debate by encouraging active engagement by all members of the Board and facilitating the effective contribution of non-executive directors.
- 1.8 Ensuring the non-executive directors of the Company are able to meet, led by the Senior Independent Director, without the executive directors being present.
- 1.9 Liaising with the Remuneration Committee on proposals for the remuneration of the executive directors (other than himself).
- 1.10 Regularly considering succession planning and composition of, and training for, the Board.
- 1.11 Formulating strategy alongside the group chief financial officer and executive management.
- 1.12 Considering Board governance matters, with the Senior Independent Director as necessary and assisted by the Company Secretary.

##### **2. SHAREHOLDERS AND STAKEHOLDERS**

- 2.1 In conjunction with the Senior Independent Director, ensuring effective communication between the Board and the shareholders.
- 2.2 Ensuring all directors are made aware of significant shareholder and stakeholder views and concerns.
- 2.3 In conjunction with the chief financial officer, to represent the Company to external stakeholders, including shareholders, customers, suppliers, regulatory and governmental authorities and the community.
- 2.4 Arranging for the chairs of the Board Committees to be available to answer questions from shareholders at the Company’s annual general meeting and for all directors to attend the annual general meeting.

### 3. **BOARD TRAINING AND PERFORMANCE EVALUATION**

- 3.1 Ensuring new directors receive a full, formal and tailored induction on joining the Board.
- 3.2 Reviewing the directors' training and development needs and addressing the development needs of the Board as a whole to ensure directors regularly update their skills and knowledge.
- 3.3 Ensuring the performance of individual directors, the Board as a whole and its committees are evaluated at least once a year and that there is an externally facilitated evaluation every three years.
- 3.4 Ensuring the evaluation of the Board considers the balance of skills, experience, independence and knowledge of the Company, its diversity (including gender), how the Board works together as a unit, and other factors relevant to its effectiveness.
- 3.5 Ensuring the results of the annual performance evaluation are considered by the Board.

### 4. **ROLE OF SENIOR INDEPENDENT DIRECTOR**

The Senior Independent Director (the “**SID**”) shall be appointed by the Board from among the independent non-executive directors. As part of their role, the SID shall:

- 4.1 provide a sounding board for the Executive Chairman and serve as an intermediary for the other directors and shareholders when necessary;
- 4.2 be available to shareholders if they have concerns about contact through the normal channels with the Executive Chairman or other executive directors or if such contact has failed to resolve the relevant issues;
- 4.3 attend sufficient meetings with and listen to the views of major shareholders to help to develop a balanced understanding of the issues and concerns of major shareholders;
- 4.4 lead meetings of the non-executive directors without the Executive Chairman present at least annually to appraise the Executive Chairman's performance, taking into account the view of executive directors, and on such other occasions as are deemed appropriate;
- 4.5 be responsible for an orderly succession process for the Executive Chairman; and
- 4.6 assist in the maintenance of the stability of the Board and Company, particularly during periods of stress. This will involve working with the Executive Chairman, directors and shareholders to resolve significant issues, for example:
  - (a) where the shareholders or non-executive directors have expressed concerns that are not being addressed by the Executive Chairman;
  - (b) where the strategy being followed by the Executive Chairman is not supported unanimously by the Board;
  - (c) where the relationship between the Executive Chairman and the Chief Financial Officer is particularly close and decisions are being made without the approval of the full Board; or
  - (d) where succession planning is being ignored.

As approved by the Board on 12 July 2021.