

## TRAVIS PERKINS plc

### Chair, CEO & Senior Independent Director Responsibilities

#### 1. Chair's Responsibilities

##### a. Meetings

- i. Set the timetable and agenda for Board meetings, concentrating on strategic matters and taking account of issues raised by Board members.
- ii. Ensure that Board members receive accurate, timely and clear information to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the Company.
- iii. Chair the meetings of the Board and General Meetings.
- iv. Chair the Nominations Committee and (if necessary) the Defence Committee.
- v. Ensure sufficient Board and committee time for discussion of complex or contentious issues, with additional informal meetings for prior discussion if necessary. The Chair should ensure that Directors have sufficient time to obtain answers to questions or concerns and are not faced with unrealistic deadlines for decision making.

##### b. Directors

- i. Promote constructive relations between Non-executive Directors and Executive Directors and facilitate open debate, active engagement and effective contribution by all members of the Board.
- ii. Meet with the Non-executive Directors, including the Senior Independent Director, without executives present from time to time.

##### c. Performance and Evaluation

- i. In conjunction with the Nominations Committee, oversee the balance of membership of the Board and appointments to its Committees, and ensure that an appropriate succession planning process is in place.
- ii. Facilitate a formal and rigorous annual Board evaluation process, including the evaluation of Board Committees and individual Board members, and ensure that appropriate actions are taken.

##### d. Induction and Development

- i. Facilitate a comprehensive tailored induction programme for new Directors, and committee members.
- ii. Identify the development needs of individual Directors, and of the Board as a whole, to enable them to continually update their skills and the knowledge and familiarity with the Company required to fulfil their roles on the Board and its Committees and facilitate appropriate training.

##### e. Relations with Stakeholders

- i. Ensure consideration of an appropriate balance between the interests of all stakeholders in the Company.
- ii. In conjunction with the CEO, provide coherent leadership of the Company, including representing the Company to stakeholders.

- iii. Ensure effective communication with shareholders and maintain sufficient contact with major shareholders to understand their issues and concerns.
- iv. Ensure that shareholder views are communicated to the Board so that all members develop an understanding of these.
- v. Arrange for the chairs of Board Committees to be available to answer questions at the AGM and for all Directors to attend the AGM.

**f. Governance**

- i. Lead the Board in establishing and periodically reviewing the Group's culture, values and behavioural standards.
- ii. Ensure that corporate governance requirements are properly addressed. If full compliance with the UK Corporate Governance Code is not possible, ensure the reasons are fully understood and explained to stakeholders.
- iii. Ensure that the Board determines the nature and extent of the significant risks facing the Group, and receives regular reports in accordance with a process which is regularly reviewed.
- iv. Ensure that the Board has appropriate Matters Reserved, that its Committees have appropriate terms of reference and that there is appropriate delegation of authority from the Board to executive management.
- v. Ensure compliance with the Board's approved policies and procedures, including its schedule of Matters Reserved to the Board and each Board Committee's terms of reference.
- vi. Ensure that the Board establishes and regularly reviews company strategy.
- vii. Ensure effective implementation of Board decisions.

**2. CEO's Responsibilities**

**a. Strategic**

- i. In conjunction with the Chair, provide coherent leadership of the Company, including having a thorough understanding of the Company's business sectors, building close connections with suppliers and customers and representing the Group to stakeholders, including customers, suppliers, government, shareholders, financial institutions, employees, the media, the community and the public.
- ii. Ensure the effective communication of the Group's Mission, Vision and Values and application of the Business Principles, and/or other behavioural standards.
- iii. Identify new business opportunities and develop Group strategy having regard to the interests of the Group's stakeholders.
- iv. Present proposals on major investments or divestments to the Board and thereafter ensure a periodic Board review.
- v. Make annual proposals to the Board on strategy, including the three year strategic and financial plan.
- vi. Execute the strategy approved by the Board regularly review operational performance and strategic direction and provide periodic updates to the Board.
- vii. Lead the presentation of strategy and financial results to analysts, investors and potential investors.

**b. Operations**

- i. Ensure effective implementation of Board decisions.
- ii. Lead the Executive Directors and senior executive team in the day-to-day running of the Group's business, ensuring clear delegation authorities. Chair

the Executive Committee and communicate its decisions and recommendations to the board.

- iii. Present annually to the Board for approval, an annual operating plan, and ensure that company and business unit performance is reviewed monthly against the annual operating plan. Review capital expenditure proposals in line with capital expenditure approval criteria and procedures.
- iv. Ensure that the company complies with legal and regulatory responsibilities.
- v. Ensure implementation of, and compliance with, policies set by the Board and establish other relevant operational policies and procedures (together with their application and periodic review).
- vi. Ensure that all reasonable measures and processes are in place to protect the health and safety of the Group's employees and third parties who come into contact with the Group's operations.
- vii. Optimise the use of the Group's resources.
- viii. Ensure that accurate, timely and clear information is provided to the Board and keep the Chair informed on all important matters.

**c. Organisation and Systems**

- i. Regularly review the organisational structure of the company.
- ii. Manage the Group's risk profile in line with the risk appetite and processes approved by the Board.
- iii. Ensure regular review by the Executive Committee of major risks affecting the business, and procure reporting of such risks to the Board.
- iv. Ensure appropriate internal controls are in place.
- v. Ensure that management information systems accurately reflect trading performance and provide appropriate management information.
- vi. Ensure that IT development plans support the company's activities, including computer disaster recovery arrangements.
- vii. Establish business continuity plans in the event of a major disaster.

**d. Colleagues**

- i. Ensure effective communication of the Group's Mission, Vision and Values and promote high standards of conduct throughout the business including application of the Business Principles, and/or other behavioural standards.
- ii. Ensure appropriate succession plans are in place for key managerial positions, including a suitable management trainee programme.
- iii. Ensure effective development and application of appropriate personnel and training policies, including annual appraisals.
- iv. Make recommendations to the Nominations Committee on the role and capabilities required in respect of the appointment of Executive Directors.
- v. Make recommendations to the Remuneration Committee on salary and other remuneration elements for senior management.

**3. Senior Independent Director's Responsibilities**

**a. Shareholders**

- i. The Senior Independent Director will be available to the Company's shareholders if they have concerns which contact through the normal channels of the Chair, the Group Chief Executive or other Executive Directors have failed to resolve or for which such contact is inappropriate.
- ii. The Senior Independent Director will attend sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.

**b. Chair**

- i. The Senior Independent Director will act as a sounding board for the Chair of the Board, providing support for the Chair in the delivery of his or her objectives. The Senior Independent Director will, when appropriate, work with the Chair and other Directors and shareholders (as necessary) to resolve any significant issues.
- ii. The Senior Independent Director will chair the Nominations Committee when it is considering the succession to the role of Chair of the Board.
- iii. The Senior Independent Director will meet with the Non-executive Directors at least once a year to appraise the Chair's performance and on such other occasions as are deemed appropriate.

**Approved by the Board of Directors of Travis Perkins plc  
3 December 2020**