



## **Wickes Group plc**

### **Chairman, CEO and Senior Independent Director responsibilities**

#### **Responsibilities of the Chairman**

The Chairman's principal responsibility is the leadership of the Board and ensuring its effectiveness.

#### **Meetings**

- Set the timetable and agenda for Board meetings, concentrating on strategic matters and taking account of issues raised by Board members.
- 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.
- Chair the meetings of the Board and General Meetings.
- Ensure sufficient Board and Committee time for discussion of complex or contentious issues, with additional informal meetings for prior discussion if necessary. The Chairman should ensure that directors have sufficient time to obtain answers to questions or concerns and are not faced with unrealistic deadlines for decision making.
- Direct all discussions towards arriving at a conclusive view and summarise such discussions so that directors understand what has been agreed.

#### **Directors**

- 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.
- Meet with the non-executive directors without executives present from time to time.

#### **Performance and Evaluation**

- 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.
- 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.
- Consider having a regular externally facilitated Board evaluation at least every three years and act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the Board.

#### **Induction and Development**

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

#### **Relations with Stakeholders**

- Ensure consideration of an appropriate balance between the interests of all stakeholders in the Company.
- Ensure effective communication with shareholders and maintain sufficient contact with major shareholders to understand their issues and concerns including their views on governance and performance against the Company's strategy. Ensure that shareholder views are communicated to the Board so that all members develop an understanding of these.

#### **Governance**

- Lead the Board in establishing and periodically reviewing the Group's culture, values and behavioural standards.
- Ensure the Board has regular training on their duties and obligations under the Listing Rules, Disclosure Guidance and Transparency Rules and the Market Abuse Regulation.
- Ensure that the Board establishes and regularly reviews company strategy.
- 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.
- 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.
- 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.

## **Responsibilities of the CEO**

The Chief Executive's principal responsibility is running the business.

### **Strategy**

- Provide coherent leadership of the Company, including having a thorough understanding of the Company's business sectors, building connections with and representing the Group to stakeholders.
- Ensure the effective communication of the Group's Mission, Vision and Values and the application of behavioural standards.
- Identify new business opportunities and develop Group strategy having regard to the interests of the Group's stakeholders.
- Make proposals to the Board on strategy, annually or as and when required.
- Execute the strategy and other decisions approved by the Board and provide periodic updates to the Board.
- Present proposals on major investments or divestments to the Board and thereafter ensure a periodic Board review.
- Lead the presentation of strategy and financial results to analysts, investors and potential investors.

### **Operations**

- 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 Board and communicate its decisions and recommendations to the Board.
- Present annually to the Board for approval, an annual budget, and ensure that company performance is reviewed monthly against the budget. Review capital expenditure proposals in line with capital expenditure approval criteria and procedures.
- 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.
- Ensure that the company complies with legal and regulatory responsibilities.
- 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).
- Optimise the use of the Group's resources.
- Ensure that accurate, timely and clear information is provided to the Board and keep the chairman informed on all important matters.

### **Organisation and Systems**

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

### **Colleagues**

- Ensure appropriate succession plans are in place for key managerial positions, including a suitable management trainee programme.
- Ensure effective development and application of appropriate personnel and training policies, including annual appraisals.
- Make recommendations to the Nominations Committee on the role and capabilities required in respect of the appointment of executive directors.
- Make recommendations to the Remuneration Committee on salary and other remuneration elements for senior management.

## **Responsibilities of the Senior Independent Director**

### **Shareholders**

- The Senior Independent Director will be available to and act as an intermediary for the Company's shareholders if they have concerns which contact through the normal channels of the Chairman, the Group Chief Executive or other executive directors have failed to resolve or for which such contact is inappropriate.
- 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.

### **Chairman**

- The Senior Independent Director will act as a sounding board for the Chairman of the Board, providing support for the Chairman in the delivery of his or her objectives.
- The Senior Independent Director will act as an intermediary for the other directors.
- The Senior Independent Director will, when appropriate, work with the Chairman and other directors and shareholders (as necessary) to resolve any significant issues.
- The Senior Independent Director will chair the Nominations Committee when it is considering the succession to the role of Chairman of the Board.
- The Senior Independent Director will ensure that they maintain their independence.
- The Senior Independent Director will meet with the non-executive directors at least once a year to appraise the Chairman's performance and on such other occasions as are deemed appropriate. The Chairman shall not be present during the appraisal process.

Approved by the Wickes Group plc Board on 23 March 2021