



FULLER, SMITH & TURNER P.L.C.

BOARD ROLES AND RESPONSIBILITIES

References to:

- **"Board"** shall mean the Board of Directors of Fuller, Smith & Turner P.L.C.
- **"Group"** shall mean the Company and its subsidiaries

THE BOARD

Chairman

The Chairman leads the Board and maintains a culture of openness, debate and constructive challenge.

- Sets the agenda, style and tone of Board meetings.
- Monitors the Board's effectiveness.
- Ensures effective communication with the Group's shareholders and other stakeholders.

Chief Executive

The Chief Executive is responsible for the day-to-day management of the business of the Group.

- Develops and implements the Group's strategy agreed by the Board.
- Delivers the Group's sustainability strategy.
- Ensures effective communication with the Group's shareholders and other stakeholders.

Finance Director

The Finance Director manages the Group's financial affairs and supports the Chief Executive in the management of the Group.

- Oversees the implementation of strategy and monitors the performance of the business.
- Provides regular updates to the Board on all financial matters of significance.

Retail Director

Manages the Group's operational affairs and supports the Chief Executive in the management of the Group.

- Oversees the implementation of strategy and monitors the performance of the business.
- Provides regular updates to the Board on all operational matters of significance.

People & Talent Director

Manages the Group's people and talent agenda including recruitment, training and development and succession planning.

- Leads the safety programme.
- Provides regular updates to the Board on all matters relating to team members, diversity and inclusion, culture and organisational change.

Senior Independent Director

Acts as a sounding board to the Chairman and an intermediary for Non-Executive Directors when necessary.

- Available to shareholders if they wish to raise concerns outside of the usual communication channels.
- Evaluates the Chairman's performance as part of the annual Board performance review.

Non-Executive Directors

Provide independent judgement, knowledge, and commercial experience to discussions and decision making.

- Provide oversight of the Group's strategy.
- Provide constructive challenge to the Executive Directors and scrutinise their performance against agreed performance objectives.

Non-Executive Director responsible for employee engagement

Facilitates two-way communication between the Board and the workforce through various employee engagement initiatives.

- Ensures that information feeding into the Boards decision-making process reflects the views of employees.

Company Secretary

Advises the Board on all corporate governance matters and ensures good governance practices are followed throughout the Group.

- Supports the Chairman and Non-Executive Directors with their responsibilities.
- Responsible for communications with shareholders and organisation of the AGM.
- Provides advice to all Directors as required.

BOARD COMMITTEES

Audit and Risk Committee

Monitors the integrity of the financial reporting for the Group, manages the relationship with the external auditor, and oversees the effectiveness of the risk management and internal control systems.

Members of the Audit and Risk Committee are:

- Juliette Stacey (Chair)
- Robin Rowland
- Jane Bednall

Nominations Committee

Responsible for leading the process of appointment of Directors for approval by the Board, succession planning, reviewing the structure, size and composition of the Board and overseeing diversity and inclusion initiatives.

Members of the Nominations Committee are:

- Michael Turner (Chair)
- Juliette Stacey
- Sir James Fuller Bt
- Robin Rowland
- Jane Bedhall

Remuneration Committee

Sets the Remuneration Policy for the Chairman and the Executive Directors and reviews the remuneration framework for other senior management.

Members of the Remuneration Committee are:

- Robin Rowland (Chair)
- Juliette Stacey
- Jane Bedhall

Executive Committee

The Chief Executive is supported by the Executive Team consisting of the Executive Directors, the Marketing Director, the People & Talent Director and the Property Director. They meet on a weekly basis and are responsible for all day-to-day operational matters and execution of the strategy agreed by the Board. This includes monitoring financial results, customer and market trends, reviewing people and talent initiatives, approving capital expenditure in the estate and overseeing health and safety and IT matters.

Approvals Committee

Responsible for reviewing and approving central costs, Support Centre staffing changes and material supplier contracts.

Investment Committee

Responsible for reviewing and approving capital related projects and investments.

Sustainability Committees

Responsible for developing the Group's sustainability strategy around our people, communities and the planet and providing oversight and monitoring of the key sustainability initiatives, targets and objectives.