



**ProCook Group plc**  
**(“Company” or “Group” as the context requires)**

Statement of the Division of Responsibilities between the Chairman, Chief Executive Officer (“CEO”) and Senior Independent Director (“SID”)

**Chief Executive Officer**

**Reporting Lines**

- The CEO reports to the Chairman (acting on behalf of the Board) and the Board directly.
- The CEO is responsible for all executive management matters affecting the Group. All members of the executive management report, either directly or indirectly, to the CEO.

**Key Responsibilities**

- The CEO’s principal responsibility is running the Group’s business.
- The CEO is responsible for proposing and developing the Group’s strategy and overall commercial objectives, to be done in close consultation with the Chairman and the Board.
- The CEO is responsible, with the executive team, for implementing the decisions of the Board and its Committees.

**Other Responsibilities**

- Providing input to the Board’s agenda, including that from other members of the executive team.
- Maintaining a dialogue with the Chairman on the important and strategic issues facing the Group and proposing Board agendas to the Chairman which reflect these.
- Ensuring appropriate information is provided to enable the non-executive Directors to form a view, including the views of senior management
- Ensuring that the executive team provide the Board with:
- accurate, timely and clear information in a form and of a quality and comprehensiveness that will enable it to discharge its duties;
- the necessary resources for developing and updating their knowledge and capabilities; and
- appropriate knowledge of the Company, including access to Company operations and members of the workforce.
- Ensuring, in consultation with the Chairman and the Company Secretary as appropriate, that members of the executive team comply with the Board’s approved procedures, including the schedule of matters reserved to the Board for its decision and each Committee’s terms of reference.
- Ensuring that the Chairman is alerted to forthcoming complex, contentious or sensitive issues affecting the Group.
- Providing input to the Chairman and Company Secretary on appropriate changes to the schedule of matters reserved to the Board and Committee terms of reference.
- Providing information and advice on succession planning to the Chairman, the Nomination Committee, and other members of the Board, particularly in respect of executive directors.
- Attending meetings of the Nomination Committee, at the Committee’s request, to provide input on appointments and succession planning, particularly with regard to internal talent.
- Leading the communication programme with shareholders.
- Commenting on induction programmes for new directors and ensuring that appropriate management time is made available for the process.
- Ensuring that the development needs of the executive directors and other members of the senior management team are identified and met.
- Ensuring that performance reviews are carried out at least once a year for each of the executive directors. Providing input to the wider Board evaluation process.
- Promoting, and conducting the affairs of the Group, with the highest standards of integrity, probity and corporate governance.

- Attending General Meetings to provide relevant information to shareholders.
- Setting an example to the Company's workforce and communicating expectations regarding the Company's culture to the workforce, ensuring that operational policies and practices drive appropriate behaviour, and that appropriate standards of governance permeate throughout the organisation.
- Ensuring the board is made aware of views gathered via engagement between management and the workforce.