



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”)

Chairman

Reporting Lines

- The Chairman reports to the Board.
- The Chairman is not responsible for executive matters regarding the Group’s business. Other than the CEO and Company Secretary, no executive reports to the Chairman other than through the Board.

Key Responsibilities

- The Chairman’s principal responsibility is the effective running of the Board.
- The Chairman is responsible for ensuring that the Board (i) as a whole plays a full and constructive part in the development and determination of the Group’s strategy and overall commercial objectives; and (ii) determines the nature, and extent, of the significant risks the Company is willing to embrace in the implementation of its strategy.
- The Chairman is the guardian of the Board’s decision-making processes.

Other Responsibilities

- Running the Board and setting its agenda.
- Ensuring that Board agendas take full account of the important issues facing the Group and the concerns of all Board members. There should be an emphasis on strategic, rather than routine, issues.
- Ensuring that all Board members are given the opportunity to share their views and participate in the business of the Board and encouraging all Board members to engage in Board and committee meetings by drawing on their skills, experience and knowledge.
- Ensuring that the Board receives accurate, timely and clear information on:
 - the Group’s performance.
 - the issues, challenges and opportunities facing the Group.
 - matters reserved to it for decision.
- Ensuring, with the advice of the Company Secretary where appropriate, compliance 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.
- Arranging informal meetings of the directors, including meetings of the non-executive directors at which the executive directors are not present, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.
- Proposing to the Board, in consultation with the CEO, Company Secretary and Committee chairmen as appropriate:
 - a schedule of matters reserved to the Board for its decision.
 - Terms of reference for each Board Committee.
 - other Board policies and procedures.
- ensuring reviews of the same at appropriate intervals.
- In conjunction with the Nomination Committee, initiating change and succession planning in Board appointments to retain and build an effective and complementary Board, and to facilitate the appointment of effective and suitable members and chairmen of Board Committees.
- Proposing, in conjunction with the Nomination Committee, the membership of Board Committees and their chairmen.
- Ensuring that there is effective communication by the Group with its shareholders, including by the CEO, CFO and other executive management, and ensuring that members of the Board develop an understanding of the views of the major investors in the Group.

- Ensuring that all directors receive a full, formal and tailored induction on joining the board, and providing guidance and mentoring to new directors as appropriate
- Taking the lead in identifying and seeking to meet the development needs both of individual directors and of the Board as a whole.
- Leading the annual evaluation of the performance of the Board, its Committees, and individual directors, acting on the results and considering having regular externally facilitated evaluations.
- Promoting the highest standards of integrity, probity and corporate governance throughout the Group and particularly at Board level.
- Chairing the Company's shareholder meetings including the AGM.
- Shaping the culture of the boardroom
- Ensuring that the board listens to the views of shareholders, the workforce, customers and other key stakeholders.