



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”)

Senior Independent Director

Reporting Lines

- The SID reports to the Board.

Key Responsibilities

- The SID's principal responsibility is acting as a sounding board for the Chairman and serving as an intermediary for the other directors and shareholders.

Other Responsibilities

- Assisting in the maintenance of the stability of the Board and Company, particularly during periods of stress. This will involve working with the Chairman, directors and shareholders to resolve significant or sensitive issues.
- Taking responsibility for an orderly succession process for the Chairman, working closely with the Nomination Committee.
- Being available to shareholders should they have concerns that contact through the normal channels of the Chairman, CEO or other executive directors has failed to resolve or for which such contact is inappropriate.
- Leading the performance evaluation of the Chairman on behalf of the other directors; leading a meeting of the non-executive directors, without the Chairman present, typically annually to appraise the Chairman's performance, and on other occasions as necessary.
- Attending General Meetings to provide relevant information to shareholders.