



## Statement of Board Responsibilities

The board of directors (the “Board”) of the PZ Cussons plc group of companies (the “Group”) has approved the following statement of board responsibilities which incorporates the written statement of the division of responsibilities between the chair of the Board (the “Chair”) and the chief executive officer (“CEO”) along with the statement of responsibilities of the senior independent director (“SID”).

### **The Chair of the Board**

The Chair is responsible for ensuring overall board and individual director effectiveness and for creating and embedding the right governance framework within the Board. Specifically it is the responsibility of the Chair to:

- ensure the effective running of the Board including setting the Board’s agenda and ensuring that the Board plays a full and constructive part in the approval of the Group’s strategy and overall commercial objectives;
- ensure that the members of the Board receive accurate, timely and clear information, in particular in relation to monitoring the Group’s performance and delivery of its strategy, in order to enable the Board to make sound decisions and promote the long term success of the Group;
- ensure there is effective communication with the Group’s shareholders and other stakeholders (with particular focus on the Board’s obligations under s.172 of the Companies Act 2006) and that members of the Board develop an understanding of the views of major investors;
- ensure that the performance of the Board as a whole, its committees, and individual directors is formally evaluated at least once a year and at least once every three years is independently evaluated by an external facilitator;
- regularly meet with the non executive directors without management present;
- ensure, with the assistance of the Nominations Committee, an appropriate balance is maintained between executive and non executive directors with the skills, experience and expertise to provide guidance, challenge and oversight to the Board and executive management;
- evaluate and assess, with the assistance of the Nominations Committee where relevant, the performance of the CEO;
- ensure that there is appropriate delegation of authority from the Board to executive management in order to enable the efficient running of the Group; and
- Promote high standards of integrity and corporate governance throughout the Group, particularly at Board level.

### **Chief Executive Officer**

The CEO is accountable to the Chair and the Board for providing timely, accurate and clear information in relation to the Group’s performance and delivery of its strategy and overall commercial objectives. In addition the CEO is responsible for:

- developing the Group’s objectives and strategy for approval by the Board, and with regard for the Group’s shareholders, customers, employees and other stakeholders;
- the successful achievement of objectives and execution of the Group’s strategy;
- managing the Group’s risk profile in line with the risk appetite endorsed by the Board;

- ensuring effective communications with shareholders;
- ensuring, with the Board, that effective internal controls are in place;
- ensuring the effective implementation of Board decisions;
- executive management matters affecting the Group and leading the executive leadership team;
- promoting and conducting the affairs of the Group with standards of integrity and corporate governance that align to the Group's integrity and purpose;
- advising and making recommendations in respect of management succession planning and to make recommendations on the terms of employment and remuneration of the executive leadership team;
- ensuring open, honest and transparent dialogue between the Board and the executive leadership team;
- ensuring, with the support of the Company Secretary, that the executive leadership team comply with their delegated authority and the matters reserved for the Board;
- leading and overseeing the development and implementation of good governance policies relating to whistleblowing, insider dealing, disclosure, anti-corruption, safety and sustainability;
- promoting an entrepreneurial and ethical culture which welcomes and supports a diverse workforce; and
- Championing the Group's values and behaviours.

### **Senior Independent Director**

The SID is responsible for:

- acting as a sounding board for the Chair and serving as intermediary for the other directors when necessary;
- being available for confidential discussions with other non executive directors;
- leading the annual evaluation of the Chair's performance ensuring that each of the non executive directors' and executive directors' views are taken into account;
- chairing meetings of the non executive directors or other meetings where appropriate;
- at least once every three years ensuring that an independent evaluation of the performance of the Chair is completed by an external evaluator;
- being available to shareholders if they have concerns which contact through the normal channels has failed to resolve or for which such contact is inappropriate; and

### **Non Executive Directors**

The Non Executive directors are responsible for:

- contributing to the development of the Group's strategy;
- promoting and supporting the Group's values and commitment to high standards of corporate governance; and
- review, oversight and constructive challenge to the executive leadership team on the delivery of the Company's objectives and strategy.

Approved by the Board of Directors on 20 July 2023