



HELICAL PLC  
(the “Company”)

## ROLE OF CHAIRMAN

---

The Chairman is responsible for leadership of the Board. In particular he/she will:

1. Chair Board and General Meetings.
2. Demonstrate objective judgement throughout his tenure, promoting a culture of openness and debate.
3. Together with the Executive members of the Board and the Company Secretary, ensure that the Directors receive accurate, timely and clear information, including that on the Company's current performance, to enable the Board to take sound decisions, monitor performance effectively and provide advice to promote the success of the Company.
4. Set the Board agendas, taking into account the issues and concerns of all Board members. Set the style and tone of Board discussions to promote constructive debate and effective decision making, ensuring sufficient time for discussion of complex or contentious issues and encouraging active engagement and effective contributions from all members of the Board. The Chairman should ensure that Directors (particularly Non-Executive Directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.
5. Ensure that Board Committees are properly structured and corporate governance matters are appropriately addressed.
6. Ensure that new Directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary. Ensure that the development needs of Directors are identified and that these needs are met. The Directors should be able to continually update their skills and the knowledge and familiarity with the Company required to fulfil their role on the Board and its Committees. Identify the development needs of the Board as a whole to enhance its overall effectiveness as a team.
7. Together with the Chief Executive, provide advice to the Remuneration Committee in both its recommendations to the Board on the policy for the remuneration of the Executive Directors and its approval of the detailed terms of service of the Executive Directors.
8. Together with the Chief Executive, provide advice to the Board in determining the fees payable to the Non-Executive Directors (other than the Chairman).
9. Support the Chief Executive in the development of strategy and, more broadly, to support and advise the Chief Executive.
10. Facilitate the effective contribution of Non-Executive Directors and encourage active engagement by all members of the Board. Ensure effective relationships and communication between the Executive and Non-Executive Directors.

11. Hold meetings with the Non-Executive Directors without the Executives present.
12. Support the Senior Independent Director in ensuring the performance of the Board, its committees and individual Directors is evaluated at least once a year and act on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board.
13. Where appropriate, through the Nomination Committee, propose that new members be appointed to the Board or seek the resignation of others.
14. Ensure that there is appropriate delegation of authority from the Board to Executive management.
15. Ensure effective implementation of Board decisions.
16. Together with the Chief Executive, ensure effective communication with shareholders on matters relating to strategy, governance and Directors' remuneration and ensure that the views of shareholders are communicated to the Board as a whole so that all Directors develop an understanding of their views.
17. Seek regular engagement with major shareholders in order to understand their views on the Company's governance and performance against strategy.
18. Encourage effective engagement with the Company's stakeholders (including, but not limited to, shareholders, employees, occupiers(tenants/customers), partners, suppliers and contractors, local communities, government and other regulatory bodies).
19. Arrange for the Chairs of Board committees to be available to answer questions at the AGM and for all Directors to attend.
20. With the assistance of the Company Secretary, promote the highest standards of corporate governance, seeking compliance with the UK Corporate Governance Code. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders.
21. Establish a close relationship of trust with the Chief Executive and Finance Director, providing support and advice while respecting Executive responsibility.
22. In discharging all of the above leadership duties, the Chairman shall have due regard to his/her legal and regulatory obligations and shall consider the requirements of Section 172 of the Companies Act 2006 when making decisions..