

Bunzl plc ("the Company")

Responsibilities of the Board of Directors ("the Board")

- The primary responsibility of the Board is to promote the long-term sustainable success of the Company, generating value for shareholders and contributing to wider society.
- The Board should:
 - establish the Company's purpose, values and strategy and satisfy itself that these and the Company's culture are aligned;
 - ensure that the necessary resources are in place for the Company to meet its objectives and measure performance against them;
 - establish a framework of prudent and effective controls, which enable risk to be assessed and managed;
 - ensure effective engagement with, and encourage participation from, the Company's shareholders and stakeholders;
 - ensure that workforce policies and practices are consistent with the Company's values and support its long-term sustainable success;
 - assess and monitor culture and, where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the Company's purpose, values and strategy, it should seek assurance that management has taken corrective action;
 - understand the views of the Company's key stakeholders and describe in the Annual Report how their interests and the matters set out in section 172 of the Companies Act 2006 have been considered in Board discussions and decision-making. The Board should keep engagement mechanisms under review so that they remain effective;
 - adopt an appropriate method or methods for engaging with the Company's workforce;
 - ensure that arrangements are in place to allow the workforce to raise any matters of concern in confidence and routinely review such arrangements and the reports arising from their operation. The Board is also responsible for ensuring that arrangements are in place for the proportionate and independent investigation of such matters and for ensuring that follow-up action is taken;
 - take action to identify and manage conflicts of interest, including those resulting from significant shareholdings and ensure that the influence of third parties does not compromise or override independent judgement;
 - ensure, with support from the Company Secretary, that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently;
 - appoint one of the independent non-executive directors to be the Senior Independent Director;
 - approve the appointment and removal of the Company Secretary;
 - approve any additional significant external appointments prior to such appointments being undertaken by a director;
 - establish a Nomination Committee comprising a majority of independent non-executive directors;
 - establish formal and transparent policies and procedures to ensure the independence and effectiveness of the Company's internal and external audit functions and satisfy itself of the integrity of the Company's financial and narrative statements;
 - present a fair, balanced and understandable assessment of the Company's position and prospects;
 - establish procedures to manage risk, oversee the internal control framework and determine the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives;

- establish an Audit Committee of independent non-executive directors;
- carry out a robust assessment of the Company's emerging and principal risks and confirm in the Annual Report that it has completed this assessment;
- monitor the Company's risk management and internal control systems and, at least annually, carry out a review of their effectiveness and report on that review in the Annual Report; and
- establish a Remuneration Committee of independent non-executive directors.

The Board shall ensure that provisions regarding disclosure of its activities and responsibilities as set out in the relevant legislation, the UK Listing Rules and the UK Corporate Governance Code are fulfilled.

Approved by the Board on 5 December 2018