



Responsibilities of the Board of Directors (the “Board”)

Bunzl plc (the “Company”)

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.

Purpose, values, strategy, and culture

The Board shall:

- establish the Company’s purpose, values and strategy and satisfy itself that these and the Company’s culture are all aligned;
- assess and monitor culture and how the culture has been embedded. Where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the Company’s purpose, values and strategy, the Board shall seek assurance that management has taken corrective action;
- determine the Company’s Sustainability Strategy and oversee its implementation;
- ensure that the necessary resources, policies and practices are in place for the Company to meet its objectives and measure performance against them;
- ensure effective engagement with, and encourage participation from, the Company’s shareholders and stakeholders;
- 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 and, where relevant, in the work of Board-level committees. The Board shall 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 workforce policies and practices are consistent with the Company’s values and support its long-term sustainable success; and
- 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.

Establishment of Committees

The Board shall:

- establish an Audit Committee of independent non-executive directors;
- establish a Board Sustainability Committee of independent non-executive directors;
- establish a Nomination Committee comprising a majority of independent non-executive directors; and
- establish a Remuneration Committee of independent non-executive directors.

Risk management and internal controls

The Board shall:



- establish and maintain an effective risk management and internal control framework, and determine the nature and extent of the principal risks the Company is willing to take in order to achieve its strategic objectives (its 'risk appetite');
- 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, including a description of its principal risks, what procedures are in place to identify emerging risks, and an explanation of how these are being managed or mitigated;
- with assistance from the Audit Committee, monitor the Company's risk management and internal control framework and, at least annually, carry out a review of its effectiveness which covers all material controls, risk management systems and other key financial, operational, reporting, compliance, and other controls and provide a description of that review in the Annual Report;
- following a recommendation by the Audit Committee, provide in the Annual Report a declaration of the effectiveness of the material controls as at the balance sheet date, including a description of any material controls which have not operated effectively as at the balance sheet date, the action taken, or proposed, to improve them and any action taken to address previously reported issues;
- review and approve the Material Controls Policy and any changes thereto;
- monitor systems and controls for the prevention of bribery and money laundering and non-compliance therewith; and
- oversee the Company's cyber and information security systems, and procedures for detecting fraud.

Other oversight and operational responsibilities

The Board shall:

- approve the appointment and removal of the Company Secretary;
- 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 any additional significant external appointments prior to such appointments being undertaken by a director;
- 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;
- oversee the Company's environmental, social and governance reporting;
- 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; and
- 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 10 December 2025 and effective from 1 January 2026