

## **Bunzl plc (“the Company”)**

### **Responsibilities of the Chairman and the Chief Executive Officer**

- The Chairman is primarily responsible for the leadership of the Board of Directors of the Company (“the Board”) and ensuring its effectiveness in all aspects of the Board’s responsibilities while the Chief Executive Officer is responsible for the leadership and the operational and performance management of the Company within the strategy agreed by the Board.
- The Chairman is viewed by investors as the ultimate steward of the business and the guardian of the interests of all the shareholders.
- The Chairman should:
  - take overall responsibility for the composition and capability of the Board and its Committees;
  - consult regularly with the Chief Executive Officer and be available on a flexible basis for providing advice, counsel and support to the Chief Executive Officer; and
  - ensure corporate governance is conducted in accordance with current best practice, as appropriate to the Company.
- The Chief Executive Officer should:
  - manage the executive directors and the Group’s management and day-to-day activities;
  - prepare and present to the Board the strategy for growth in shareholder value;
  - set the operating plans and budgets required to deliver the agreed strategy;
  - ensure that the Company has in place appropriate risk management and control mechanisms; and
  - communicate with the Company’s shareholders and analysts on a day-to-day basis as necessary (subject to an overview of such matters by the Chairman).

Approved by the Board on 11 December 2019