

Terms of Reference

Chair of AJ Bell plc

Role title	Chair, AJ Bell plc
Role description	Leadership of the board of AJ Bell plc (Board) with responsibility for its overall effectiveness in directing AJ Bell plc.
Reports to	AJ Bell plc board (Board)
Direct report	CEO
Key responsibilities	<ul style="list-style-type: none"> • promoting a culture of openness and debate in order to facilitate constructive Board relations and the effective contribution of all directors drawing on their skills, experience and knowledge. • ensuring the Board has effective decision-making processes and applies sufficient challenge to major proposals. • ensuring all directors are aware of, and discharge, their responsibilities as a director of AJ Bell plc, including their statutory duties. • ensuring that the Board determines the nature, and extent, of the significant risks AJ Bell plc is willing to embrace in the implementation of its strategy. • holding meetings with the non-executive directors without the executive directors in order to facilitate a full and frank airing of views. • setting an agenda for discussion at Board meetings which is primarily focussed on strategy, performance, value creation, culture, stakeholders and accountability, and ensuring that issues relevant to those areas are reserved for Board decision. • ensuring that adequate time is available for discussion of agenda items, particularly those of a strategic or critical nature, and that debate is not cut short. • ensuring that all directors receive the information that is required for the proper performance of their duties in a timely manner and that such information is accurate, high quality and clear. • shaping the culture in the Boardroom and ensuring that there is sufficient diversity of opinion, expertise and experience in the Boardroom. • ensuring the Board gives appropriate consideration to environmental, social and governance (ESG) factors and maintaining oversight of ESG policies and the approach of the business to ESG matters generally. • serving on the committees of the Board as determined from time to time by the Board and attending all such committee meetings. • encouraging all Board members to engage in Board committee meetings by drawing on their skills, experience and knowledge. • fostering relationships based on trust, mutual respect and open communication, both inside and outside the Boardroom, between non-executive directors and executive directors and other members of the senior management team. • developing a productive working relationship with the CEO, providing support and advice, while respecting executive responsibility. • leading the annual evaluation of the Board, with support from the SID, as appropriate, and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the board.

- considering having regular externally facilitated Board evaluations in accordance with the UK Code.
- ensuring that the Board has a clear understanding of the views of shareholders, the workforce, customers, their advisers and other key stakeholders.
- providing guidance and mentoring to new directors as appropriate.
- ensuring that new directors participate in a full, formal and tailored induction programme.
- ensuring that the non-executive directors and CEO continually update their skills, knowledge and familiarity with AJ Bell plc to fulfil their role both on the Board and its committees.

Revised: October 2022