

## Terms of Reference

# Senior Independent Non-Executive Director of AJ Bell plc

<b>Role title</b>	Senior Independent Non-Executive Director (NED)
<b>Role description</b>	To constructively challenge the decisions of the Board, act as a sounding board for the Chair and intermediary for shareholders and other directors when necessary, and help develop proposals on priorities, risk mitigation, values, standards and strategy.
<b>Reports to</b>	AJ Bell plc board (Board)
<b>Direct reports</b>	None
<b>Principal Accountabilities</b>	<ul style="list-style-type: none"> <li>• Promoting the long-term success of the Group.</li> <li>• Long-term growth and increase in shareholder value.</li> <li>• Business performance, ensuring that key financial and business targets are met.</li> <li>• Risk Management, ensuring that an appropriate and proportionate Risk Management culture is embedded throughout the Group.</li> <li>• Taking account of the interests of all stakeholders.</li> <li>• Financial efficiency of the business.</li> </ul>
<b>Responsibilities</b>	<ul style="list-style-type: none"> <li>• Acting as a liaison for shareholders and other members of the Board, if required.</li> <li>• Constructively challenging and contributing to the development of the Group's strategy.</li> <li>• Scrutinising the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.</li> <li>• Ensuring that financial reporting is accurate and that financial controls and systems of risk management are robust.</li> <li>• Leading on particular responsibilities where the Chair cannot act, for example where they are conflicted (including the matter of evaluating the Chair's performance).</li> <li>• Serving on the committees of the Board as determined from time to time by the Board and attending all such committee meetings.</li> <li>• Attending all meetings of the Board as required and ensure sufficient preparation time is devoted to each meeting.</li> <li>• Establishing a constructive relationship with the members of the Executive Management Board, providing support and guidance, while respecting executive responsibility.</li> <li>• Executing properly the responsibilities of a company director.</li> <li>• Meeting with the other NEDs at least once a year in the absence of the Chairperson to appraise the Chairperson's performance.</li> </ul>

Revised: October 2022