

HomeServe plc

Role of the Chairman

Reporting

- i. The Chairman reports to the Board
- ii. The Chairman is not responsible for executive matters regarding the Group's business and other than the CEO will have no executive reports other than through the Board.
- iii. The CEO will report directly to the Chairman who will set his short and long term objectives and monitor his performance against them.

Key responsibilities

- iv. The Chairman's principal responsibility is the effective running of the Board; setting its agenda and presiding over meetings of the Board and general meetings of the Company.
- v. The Chairman is responsible for ensuring that the Board as a whole plays a full and constructive part in the development and determination of the Group's strategy and overall commercial objectives.
- vi. The Chairman is the guardian of the Board's decision-making process and should ensure that Board agendas take full account of the important issues facing the Group and the concerns of all Board members. There should be an emphasis on strategic, rather than routine, issues.

Other responsibilities

- vii. The Chairman should challenge board members, in particular the CEO, as appropriate, on the day to day trading performance of the business, its forecast and plans and proposed future investments including acquisitions. It is intended that the Chairman will sit on the Investment Committee which reviews potential acquisitions of a certain size across the Group.
- viii. Ensuring that the Board receives accurate, timely and clear information on:
 - a. the Group's performance;
 - b. the issues, challenges and opportunities facing the Group; and
 - c. matters reserved to the Board for its decision.
- ix. Ensuring, with the assistance of the Company Secretary, compliance with the Board's approved procedures, including the schedule of matters reserved to the Board and each Committee and that there is appropriate delegation of authority from the Board to executive management.
- x. Arranging informal meetings of the Directors (including meetings of the Non-Executive Directors only) as required, to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.
- xi. Proposing to the Board, in consultation with the CEO, the Company Secretary and Committee Chairs:
 - a. a schedule of matters reserved to the Board and its Committees; and
 - b. other Board policies and procedures.
- xii. Chairing the Nomination Committee and initiating change and succession planning in Board appointments to retain and build an effective and complementary Board and to facilitate the appointment of suitable members and chairs of Board Committees.

- xiii. Taking the lead in providing a properly-constructed induction programme for new Directors, assisted by the Company Secretary.
- xiv. Taking the lead in identifying and seeking to meet the development needs both of individual Directors and of the Board as a whole, assisted by the Company Secretary.
- xv. Ensuring that the performance of the Board as a whole, its committees and individual Directors is formally and rigorously evaluated on a periodic basis.
- xvi. Ensuring that there is effective communication by the Group with its shareholders and ensuring that members of the Board develop an understanding of the views of the major investors.
- xvii. Building relationships with major shareholders, attending meetings with shareholders on request and reviewing investor relations activity.
- xviii. Promoting the highest standards of integrity, probity and corporate governance throughout the Group, particularly at Board level.