

BLOOMSBURY PUBLISHING PLC

Role and Responsibilities of the Chair

Approved by the Board on 18 March 2020.

The Chair's primary role is to lead the Board and is responsible for its overall effectiveness. The Chair is responsible to shareholders and reports to the Board.

Principal duties and responsibilities

1. Board

- 1.1 To ensure the effective operation of the Board and its Committees in conformity with the highest standards of corporate governance.
- 1.2 To serve on, attend and/or chair certain Board Committees.
- 1.3 To set the Board's agenda, taking into consideration the issues and concerns of all Board members and the Company Secretary. The agenda should be primarily focused on strategy, performance, value creation, culture, stakeholders and accountability, and ensure that issues relevant to these areas are reserved for Board decision.
- 1.4 To manage the Board to ensure that adequate time is available for discussion of all agenda items, in particular strategic issues) and to ensure that complex or contentious decisions are effectively dealt with, making sure in particular that Non-Executive Directors have sufficient time to consider them.
- 1.5 To ensure that the Board receives accurate, timely, high-quality and clear information, in particular about the Company's performance, to enable the Board to make sound decisions, monitor performance effectively and provide advice to promote the long-term success of the Company.
- 1.6 To promote a culture of openness and debate by encouraging active engagement by all Board members, to facilitate effective contribution of Non-Executive Directors in particular.
- 1.7 To ensure constructive relations between Executive and Non-Executive Directors.
- 1.8 To hold meetings with the Non-Executive Directors without the Executive Directors present.
- 1.9 To encourage all Board members to engage in Board and Committee meetings by drawing on their skills, experience and knowledge.

2. Stakeholders

- 2.1 To ensure that the Board as a whole has a clear understanding of the views of shareholders, the workforce, customers and the Company's other key stakeholders (particularly to ensure that the Board complies with its obligations under Section 172 of the Companies Act 2006).
- 2.2 To ensure effective communication and regular engagement with shareholders and other key stakeholders.
- 2.3 To seek regular engagement with major shareholders to understand their views and concerns, in particular discussing governance, strategy and remuneration with them and communicate these to the Board.

3. Training and Performance Evaluation

- 3.1 To ensure that all Directors participate in a full, formal and tailored induction programme when joining the Board, facilitated by the Company Secretary.
- 3.2 To ensure all Directors are aware of and able to discharge their statutory duties.
- 3.3 To provide guidance and mentoring to new Directors as appropriate.

- 3.4 To ensure that all Directors continually update their skills, knowledge and familiarity with the Company as required to fulfil their role both on the Board and the Committees.
- 3.5 To regularly review, identify and meet the training and development needs of individual Directors, and address the training and development needs of the Board as a whole with a view to enhancing the Board's overall effectiveness as a team.
- 3.6 To lead the formal and rigorous annual evaluation of the performance of the Board, its Committees and individual Directors, with support from Senior Independent Director as appropriate.
- 3.7 To act on the results of the performance evaluation by recognising the strengths and addressing any weaknesses of the Board.
- 3.8 To consider having externally-facilitated Board evaluations.

4. AGM

- 4.1 To Chair the AGM and arranging for the Chairs of the Committees to be available to answer questions at the AGM and for all Directors to attend.

5. Additional responsibilities

- 5.1 To foster relationships based on trust, mutual respect and open communication, both inside and outside the Boardroom, between Non-Executive Directors and the Executive team.
- 5.2 To develop a productive working relationship with the Chief Executive, providing support and advice, while respecting executive responsibility.
- 5.3 To shape the culture of the Boardroom.
- 5.4 To ensure effective decision-making processes and implementation of Board decisions.
- 5.5 To ensure that the Board determines the nature and extent of the significant risks the Company is willing to embrace in the implementation of its strategy.
- 5.6 To regularly consider succession planning and the composition of the Board that promotes diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
- 5.7 To ensure the Board's Committees are properly structured with appropriate terms of reference and that there is a formal schedule of matters reserved for the Board.
- 5.8 To have regard to the FRC Guidance of Board Effectiveness and the UK Corporate Governance Code when discharging his responsibilities and leading all governance matters, ensuring they are conducted in accordance with best practice.