

TRUSTPILOT GROUP PLC
(the “Company”)

SCHEDULE OF RESPONSIBILITIES OF THE CHAIR AND CEO

Approved by the Board on 22 March 2021

1. BACKGROUND

- 1.1 This document sets out the responsibilities of each of the chair (the “**Chair**”) of the board of directors (the “**Board**”) of the Company and the chief executive officer of the Group (the “**CEO**”). In this document, “**Group**” means the Company and its subsidiary undertakings from time to time.
- 1.2 This document was approved by the Board on 22 March 2021 and may be amended from time to time by resolution of the Board.
- 1.3 A copy of this document shall be published on the Company’s website.

2. KEY ASPECTS OF THE CHAIR’S ROLE

2.1 The Chair:

- (a) leads the Board and is responsible for its overall effectiveness in directing the Group;
- (b) shapes the culture in the boardroom and promotes a culture of openness and debate, while demonstrating objective judgment throughout his/her tenure;
- (c) creates the conditions for overall Board and individual director effectiveness, setting clear expectations concerning the style and tone of Board discussions;
- (d) sets the Board’s agenda (primarily focused on strategy, performance, value creation and preservation, culture, values, stakeholders and accountability), and ensures that issues relevant to these areas are reserved for Board decision, as well as matters referred to in the Schedule of Matters Reserved for the Board; and
- (e) demonstrates ethical leadership and promotes the highest standards of integrity, probity and corporate governance.

3. THE CHAIR’S RESPONSIBILITIES

Board decision-making and governance

- 3.1 To establish policies and processes to enable the proper functioning of the Board, including effective decision making processes, and in particular to ensure that there is a timely flow of accurate, high-quality and clear information between the Board and executive team responsible for the day-to-day management of the Group, including the executive directors and other senior managers with the assistance of the Company Secretary, as needed.

- 3.2 To ensure that adequate time is available for discussion of all agenda items, in particular strategic issues and/or matters for which Board approval is required pursuant to the Schedule of Matters Reserved for the Board, and that sufficient challenge is applied to major proposals.
- 3.3 To ensure that they are fully informed about all issues on which the Board will have to make a decision, through briefings with the CEO, the Company Secretary, and members of the executive management as appropriate.
- 3.4 To ensure that the Board determines the nature, and extent, of the significant risks the Group is willing to embrace in the implementation of its strategy.
- 3.5 To ensure that Board committees are properly structured with appropriate terms of reference and that committee membership is periodically refreshed.
- 3.6 To consult the senior independent director on Board matters in accordance with the UK Corporate Governance Code.
- 3.7 To review periodically, with the assistance of the Company Secretary, whether the Board and the Group's governance processes are fit for purpose, and consider any improvements or initiatives that could strengthen the governance of the Group.

Directors' engagement and relationships

- 3.8 To facilitate constructive Board relations and the effective contribution of all non-executive directors, including by holding meetings with the non-executive directors without the executive directors present.
- 3.9 To encourage all Board members to engage in Board and committee meetings by drawing on their and others' respective skills, experience and knowledge.
- 3.10 To foster relationships based on trust, mutual respect and open communication inside and outside the boardroom between non-executive directors and the executive directors and other officers and senior managers.
- 3.11 To develop a productive working relationship with the CEO, providing support and advice, while respecting executive responsibility.

Directors' induction and training

- 3.12 To ensure that all directors receive a full, formal and tailored induction on joining the Board.
- 3.13 To ensure that all directors are aware of and able to discharge their statutory duties.
- 3.14 To ensure that all directors continually update their skills, knowledge and familiarity with the Group to fulfil their role both on the Board and committees.
- 3.15 To provide guidance and mentoring to new directors as appropriate.

Board evaluation

- 3.16 To lead the annual Board evaluation, with support from the senior independent director, as appropriate.
- 3.17 To determine with the nomination committee whether the Board evaluation should be externally facilitated.
- 3.18 To act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the Board.

Board appointments and succession planning

- 3.19 To chair the nomination committee (but the Chair shall not act in relation to the appointment of his/her successor) and seek to build and/or maintain an effective and complementary Board and to ensure the continual improvement in the quality and calibre of the executives.

Engagement with key stakeholders

- 3.20 To arrange for all directors to attend the Company's annual general meeting and for the chairs of the audit, remuneration and nomination committees to be available to answer questions on matters within the relevant committee's area of responsibility.
- 3.21 To seek regular engagement with a sufficient range of major shareholders in order to understand their views on governance and performance against the strategy, in addition to formal general meetings.
- 3.22 To ensure that the Board as a whole has a clear understanding of and listens to the views of shareholders, the workforce, customers and other key stakeholders.
- 3.23 To lead, with the CEO, the Group's relationships with governments, authorities and regulators.

4. ROLE OF THE CEO

- 4.1 The CEO reports to the Chair and to the Board and is responsible for the executive management of the Group, with support from the other executive director(s) and senior management. All members of executive management report directly to the CEO except as varied from time to time. The Company Secretary reports to the Chair on all Board governance matters.

5. THE CEO'S RESPONSIBILITIES

- 5.1 To manage the Group on a day-to-day basis, with the support of the other members of executive management and others, within the authority delegated by the Board and with reference to the Group's delegation of authority document.

- 5.2 To be responsible for developing Group strategy, plans and commercial and other objectives and for making proposals to the Board.
- 5.3 To be responsible for implementing and delivering approved strategy, plans and objectives agreed by the Board.
- 5.4 To manage and mitigate the Group's emerging and principal risks in line with the assessment made by the Board and the Group's risk management and internal control systems (including financial, operational and compliance controls).
- 5.5 To maintain a dialogue with the Chair and the Board on important and strategic issues facing the Group.
- 5.6 To ensure the Chair is alerted to potentially complex, contentious or sensitive issues affecting the Group.
- 5.7 To ensure, with the assistance of the Company Secretary, that the executive team complies with the terms on which matters are delegated by the Board, and the terms of reference of Board committees, and to ensure matters included in the Schedule of Matters Reserved for the Board are escalated appropriately.
- 5.8 To ensure that the development needs of the executive directors and senior management are identified and met.
- 5.9 To ensure that the Group develops strategies and has plans in place for the succession and replacement of key personnel.
- 5.10 To lead communications with shareholders and other stakeholders.
- 5.11 To ensure that appropriate, timely and accurate information is disclosed to the market, with issues escalated promptly to the Disclosure Committee as appropriate.
- 5.12 To develop Group policies and codes for Board approval and implement them.
- 5.13 To set an example to the Group's workforce and other key stakeholders and to be responsible for communicating to them expectations in respect of the Company's culture, and for ensuring that operational policies and practices drive appropriate behaviour.
- 5.14 To be responsible for supporting the Chair to make certain that appropriate standards of governance apply through all parts of the Group.
- 5.15 To ensure the Board is made aware of the views of the workforce, customers and other key stakeholders.
- 5.16 To ensure the Board is made aware of the views of senior management on business issues.

5.17 To ensure that management fulfils its obligation to provide the Board with:

- (a) accurate, timely and clear information in a form and of a quality and comprehensiveness that will enable it to discharge its duties;
- (b) the necessary resources for developing and updating directors' knowledge and capabilities; and
- (c) appropriate knowledge of the Group, including access to business operations and members of the workforce.