

## ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board is collectively responsible for the leadership, oversight, control, development and long-term success of Kenmare group of companies (“the Group”). It works with management to set corporate vision and develop strategy, with the aim of creating long term sustainable value for its shareholders, while recognising and discharging wider responsibilities to other stakeholders, including employees, customers, suppliers and the communities in which it operates, and to the environment.

The Board should constructively challenge and hold to account the management team, in regard to both operational and financial performance of the Group and wider sustainability goals. It is also responsible for ensuring that accurate and understandable information is provided about the Group to shareholders and finance providers and other stakeholders on a timely basis.

The Board’s responsibilities include:

- Ensuring that appropriate management, development and succession plans are in place;
- Reviewing the environmental and health and safety performance of the Group;
- Approving the appointment of Directors and their remuneration and severance;
- Ensuring that satisfactory dialogue takes place with shareholders;
- Understanding the views of the Company’s other key stakeholders and keeping engagement mechanisms under review so that they remain effective;
- Assessing the basis on which the Company generates and preserves value over the long-term;
- Assessing and monitoring culture;
- Providing a means for the workforce to raise concerns in confidence and reviewing its operation;
- Carrying out a robust assessment of the company’s emerging and principal risks; and
- Monitoring the company’s risk management and internal control systems and reviewing their effectiveness

The Board has delegated responsibility for management of the Group to the Managing Director and the management team.

The Board has delegated some of its responsibilities to four Committees of the Board: Audit & Risk, Remuneration, Nomination and Sustainability. Each Committee has written terms of reference that set out its authorities and responsibilities. These terms of reference are available for review at the Company’s registered office and on the Company’s website.

The Board has a formal schedule of matters specifically reserved for its decision available [here](#).

Approved by the Board of Directors

23 March 2021