

CARCLO PLC
(Company)

ROLE OF THE CHIEF EXECUTIVE

The Chief Executive is accountable and reports to the Board and is responsible for running the Group's business.

The Chief Executive is responsible for the following, within the authority limits delegated to them by the Board:

1. Business strategy and management

- 1.1 Developing Group objectives and strategy having regard to the Group's responsibilities to its Shareholders, customers, employees and other stakeholders.
- 1.2 The successful achievement of objectives and execution of strategy following presentation to, and approval by, the Board.
- 1.3 Recommending to the Board an annual budget and 3 year financial and strategic plan and ensuring their achievement following Board approval.
- 1.4 Optimising as far as is reasonably possible the use and adequacy of the Group's resources.

2. Investment and financing

- 2.1 Examining all trade investments and major capital expenditure proposed by subsidiary companies and the recommendation to the Group board of those which, in a Group context, are material either by nature or cost.
- 2.2 Identifying and executing acquisitions and disposals, approving major proposals or bids.
- 2.3 Leading geographic diversification initiatives.
- 2.4 Identifying and executing new business opportunities outside the current core activities.

3. Risk management and controls

- 3.1 Managing the Group's risk profile, including the health and safety performance of the business, in line with the extent and categories of risk identified as acceptable by the Board.
- 3.2 Ensuring appropriate internal controls are in place.

4. Board Committees

- 4.1 Making recommendations on remuneration policy, executive remuneration and terms of employment of the senior executive team, including the Company Secretary to the Remuneration Committee.
- 4.2 Making recommendations to the Nomination Committee on the role and capabilities required in respect of the appointment of Executive Directors.

5. Communication

- 5.1 Providing a means for timely and accurate disclosure of information, including an escalation route for issue.
- 5.2 Ensuring effective communication with Shareholders.

6. Other

- 6.1 Setting Group HR policies, including management development and succession planning for the senior executive team and approving the appointment and termination of employment of members of that team.

7. The duties which derive from these responsibilities include:

- 7.1 Leading the Executive Directors and the senior executive team in the day to day running of the Group's business, including chairing the Executive Committee and communicating its decisions/recommendations to the Board.
- 7.2 Ensuring effective implementation of Board decisions.
- 7.3 Regularly reviewing the operational performance, including associated reporting of metrics and strategic direction of the Group's business. Developing, maintaining and reporting an appropriate set of KPIs.
- 7.4 Regularly reviewing the Group's organisational structure and recommending changes as appropriate.
- 7.5 Formalising the roles and responsibilities of the senior executive team, including clear delegation of authorities.
- 7.6 Supervising the activities of subsidiary companies' most senior executives.
- 7.7 Developing senior teams within subsidiaries and ensuring succession planning.
- 7.8 Developing key policies for Board approval and then implementing them.
- 7.9 Ensuring that all Group policies and procedures are followed and conform to the highest standards.
- 7.10 Together with the Chair, providing coherent leadership of the Company, including, representing the Group to customers, suppliers, government, Shareholders, financial institutions, employees, the media, the community and the public.
- 7.11 Keeping the Chair informed on all important matters.

Adopted by the Board on 28 November 2022

Version control

Version	Date Approved	Approved By	Description
1	13 November 2019	Board	Annual Review
2	28 November 2022	Board	Annual Review/Board Structure Change