

Dunelm Group plc

Statement of the Board and governance responsibilities of the Chairman

1. Set the timetable and agenda for Board meetings, taking account of issues raised by Board members.
2. Ensure that Board members receive accurate, timely and clear information.
3. Chair the meetings of the Board, the AGM and any EGMs.
4. Be a member of the Remuneration Committee and the Nominations Committee and attend the Audit and Risk Committee. In the absence of a Chairman of any Committee, chair the Committee on a temporary basis.
5. Ensure sufficient Board or Committee time for discussion of complex or contentious issues, with additional informal meetings for prior discussion if necessary.
6. Oversee the balance of membership of the Board and appointments to Committees.
7. Facilitate an annual Board evaluation process, including an evaluation of Board Committees and individual Board members.
8. Identify the development needs of individual Directors, and of the Board as a whole, and facilitate appropriate training.
9. Ensure effective communication with family and external shareholders and a good understanding of shareholder views by Board members. Attend a selection of routine meetings between shareholders and executive management.
10. Ensure that appropriate engagement takes place with colleagues and other stakeholders, and that stakeholder views and interests are appropriately discussed and considered in Board discussions. Attend a selection of meetings of the National Colleague Voice throughout the year.
11. Ensure that Group policies and practices comply with corporate governance requirements and are explained to shareholders in the event of non-compliance.
12. Ensure that the Board receives corporate risk reports and is updated of significant risks as they arise. Chair a full-Board risk review at least once a year.
13. Ensure that the Board establishes, and regularly reviews, Company strategy.
14. Maintain regular contact in an informal way with the CEO to provide a confidential sounding board.

Last reviewed June 2021