



Corporate governance update

16 March 2022

Your presenters today

Biographies in Annual Report and corporate website





Andy Harrison
Chairman
Chair of Nominations Committee



Sir Will Adderley

Deputy Chairman



William Reeve Senior Independent Director Chair of Remuneration Committee



Ian Bull
Non-Executive Director
Chair of Audit and Risk Committee



Kelly Devine
Non-Executive Director



Peter Ruis Non-Executive Director



Marion Sears

Designated Non-Executive Director
for colleague matters



Arja Taaveniku
Non-Executive Director



Vijay Talwar Non-Executive Director



Dawn Durrant Company Secretary



Agenda

GOVERNANCE AND STRATEGY

Plan on a page

- Purpose and ambitions
- Strategy, foundations and shared values

Approach to corporate governance

STAKEHOLDER ENGAGEMENT

Listening to our stakeholders Engaging with our colleagues Section 172 Companies Act

BOARD AND COMMITTEES

Board of Directors
Board Committees and members
Nominations Committee and
priorities
Remuneration strategy
Remuneration toolkit
Remuneration Committee and
priorities
Audit and Risk Committee and
priorities

SUSTAINABILITY

Sustainability overview
Sustainability governance
Reducing emissions and cutting waste
Circular economy
Protecting people and communities in
our supply chains
Feeling at home wherever you work
Enhanced community engagement

BOARD AREAS OF FOCUS FY22 AND BEYOND

What's on your mind?

APPENDIX

Sustainability targets Further reading



Plan on a page Purpose and ambitions

Our plan to become our Customers' 1st choice for home





To help create the joy of truly <u>feeling at home.</u>

Now and for the generations to come.

Truly feeling at home is one of the greatest joys in life. We want to help find ways to make every day home life better for our customers. To bring more contentment, comfort, belonging, fun and laugh out loud joy to people's homes. And to do it in a way where everyone feels included, and we make good long-term decisions which value our environment and future relationships



OUR AMBITIONS



Ambitious about our brand

Grow as the #1 destination for home, loved by more customers shopping more frequently. Measures include: active customers, frequency, NPS, fast & friendly, perfect order rate.

Ambitious about being a good company

A great place to work - making a positive social impact and operating sustainably in all of our communities. Measures include: carbon reduction, less throwaway, colleague engagement.

Ambitious about profitable growth

Focusing on quality of growth and long-term value creation by using our resources wisely and efficiently. Measures include: long term profit growth, cost efficiency.

Plan on a page Strategy, foundations and shared values

OUR PROPOSITION AND FOCUS AREAS

Products

that are great value, with choice, style, quality & sustainability

Services

that help from inspiration to delivery, fitting and take-back

Experiences

that are seamless physical & digital, helpful and friendly

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Sustainability

Our pathway to zero, building sustainability into all that we do and making it easy for our customers 1

Product Development

Develop our market leading product offer, supported by brilliant commercial processes 2

Customer Understanding

Deeply understand attitudes & behaviours to optimise our acquisition and retention 3

Shopping Experience

Offer the best, seamless online & in-store digital CX in the market 4

Data and Insight

Build foundational capabilities in data and accelerate customer insight 5

Post Sales Experience

Provide personal, high quality & efficient delivery, service & support

OUR FOUNDATIONS

Continuously improving

Talented colleagues

Committed suppliers

Brilliant stores

Agile and flexible technology

Expert supply chain

Building

Sustainable in everything we do

Data capability

OUR SHARED VALUES

Act Like Owners Keep Listening & Learning

Long Term Thinking Stronger Together

Approach to corporate governance

Approach

We do things properly

Open and with integrity

Intend to comply

Pragmatic - explain if necessary

Attitude

Keep things simple transparent

Challenge and support all parts of the business

Always ask 'How can the Board add value to the business and our stakeholders?'

Board culture

Focus on our purpose, shared values and what's right for Dunelm

Low-key - out of the spotlight

Long-term - expect to live with our decisions

We care - listen to all of our stakeholders

Listening to our stakeholders

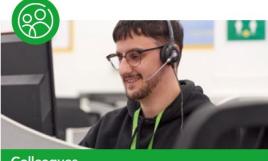
Board has regular contact with key stakeholders











Colleagues



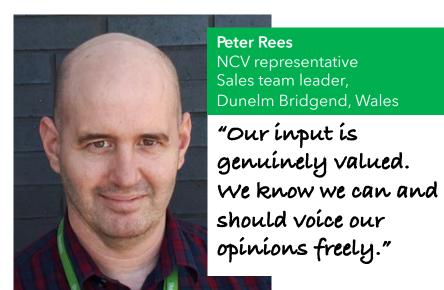
Other stakeholders

Government, taxpayers, media, regulators, landlords, neighbours, supply partners, professional advisers...

Engaging with our colleagues

- Board seeks honest, direct feedback from colleagues to help inform and improve the business.
- Colleagues represented through regional and national colleague voice (NCV) (formal employee forum); reps elected from each region and site, and support centres, and provided with training.
- 'What's on your mind? and 'Big Topic' each meeting, chosen by meeting attendees; in FY21 fair reward (including Board pay), diversity and inclusion, sustainability, investment priorities.
- Nick (CEO) and Marion (Designated NED for colleague matters) usually attend; other NEDs by rotation.
- Board has considered colleague feedback in its decisionmaking, for example on executive pay, pay and benefits to colleagues, sustainability, personal safety management.





Section 172 Companies Act (s172)

- Dunelm's shared values have always included taking long-term decisions, and maintaining strong relationships with customers, colleagues, and stakeholders, based on mutual trust and respect.
- Directors have taken matters set out in s172 into consideration for many years; relevant s172 factors considered in Board decisions and reflected in the minutes.
- **Enhanced disclosures** in FY21 Annual Report:
 - More detail on how we engage with each key stakeholder group and metrics routinely reviewed by Board.
 - Examples of how stakeholder interests were considered in major Board decisions; three shared as detailed case studies, including risks, opportunities and stakeholder 'trade-offs'.

Decision to repay UK Government support provided through the Covid-19 crisis

Investment in new warehouse capacity with a new partner

to support the growth of our home delivery business



Board of Directors

- A well functioning Board, with diverse background, skills and approach
- Agreed optimum size of 9-11 members
- Chair + four Executives/Non-Independent Directors + 4-6 Independent Non-Executive Directors

	Andy Harrison Chairman
Sir Will Adderley Deputy Chairman	Laura Carr Chief Financial Officer
Nick Wilkinson Chief Executive Officer	Marion Sears Non-Independent Non-Executive Director

Designated 'NED for employee matters'

Independent Non-Executive Directors

Ian Bull Independent Non-Executive Director	Peter Ruis Independent Non-Executive Director
Kelly Devine Independent Non-Executive Director	Arja Taaveniku Independent Non-Executive Director
William Reeve Independent Non-Executive Director	Vijay Talwar Independent Non-Executive Director

Board supported by Company Secretary, Dawn Durrant

Senior / Independent Director

Board Committees and members





Nominations Committee and priorities



Focus

- Our Board succession plan is designed to achieve a Board that:
 - Is cohesive, engaged, aligned to purpose and shared values.
 - Has diversity of nationality, ethnicity, gender, thought and skills to deliver strategy.
 - Has **strong executive** capability.
- Recent appointments reflect ambitious multichannel growth plans, mindful of best governance practices.
- Arja and Vijay joined in February and October 2021 respectively, bringing multichannel retail and digital expertise; Kelly joined March 2022 with a background in consumer and data.
- Step change in focus on **succession and talent** management across whole business, and our **approach to diversity**.

Priorities for FY22

- CFO succession
- Planning for **Chair succession**
- Continuing to oversee
 succession and talent
 management, and diversity

Remuneration strategy



Applies throughout the business

	Strategy	Examples of approach and structure
1	To pay fairly for an individual's roles and responsibilities	 All roles benchmarked. Base salary and benefits at median, with competitive benefits at all levels. Increased focus on reducing gender pay gap.
2	To reward strong performance	 Executive Directors: variable pay >2/3rd of maximum opportunity Annual bonus at median, LTIP at upper quartile Annual bonus awards linked to Company and personal performance, LTIP to Company performance. Malus and clawback for Executive Directors and senior management.
3	To focus on long-term, sustainable value creation	 Annual bonus targets driven by sales and profit growth and longer-term strategic measures, including ESG. LTIP at upper quartile, based on consistent profit growth with stretching targets, and ESG targets from FY22-24 award.
4	To align Executive Directors and management with shareholders through share ownership	 Executive Directors: share purchase on arrival plus LTIP and 'Lifetime lock-in' - 2/3 of performance pay in shares, and two- year post-employment holding requirement. LTIP and restricted stock schemes in place for senior managers. Shareholding targets for senior managers. Group-wide Sharesave scheme with high participation rates.

Remuneration toolkit

Summary of Executive pay

Base pay

Median or below

Pension

• Aligned to workforce average, 3%

Benefits

Median

Annual cash bonus

- 125% of pay
- Linked to performance: profit, strategic/ESG, personal

LTIP

- Up to 200% of salary
- Three-year performance
- Two-year retention
- Linked to profit and strategic/ESG targets

Shareholding targets

- 1 x salary after three years
- 2 x salary after five years
- Two-year post termination holding requirement

Lifetime lock-in

- 2/3 of bonus and LTIP outcome
- Retained in shares for duration of employment

Clawback and malus provisions

On bonus and LTIP

Remuneration principles

Consistent, simple, transparent



Aligned to shared values and ownership structure



Applied consistently throughout organisation



Enshrined in Directors' Remuneration Policy 2020



Reflect Board's desire to reward sustainable, profitable growth over the longer term



Remuneration Committee and priorities



Roles, responsibilities and focus

- Last Remuneration Policy approved in 2020 with over 99% votes in favour.
- Commitment to **align Executive Director pension** to workforce average, including incumbents by end 2022; specific temporary incentive arrangements for FY20 and FY21- cash bonus temporarily replaced with deferred share scheme to **increase shareholder alignment**.
- Challenge of balancing fair reward and performance during Covid-19 crisis, spanning FY20 and FY21.
- **Voluntary pay cut** and low bonus outcome in FY20; strong financial performance in FY21 gave rise to 80%+ annual bonus **supported** by shareholders.
- Investor and colleague views, reputational impact and wider stakeholder experience considered in determining pay outcome: strong customer and colleague engagement scores during crisis, colleague pay increase and 'thank you' bonus, local community support, positive NCV feedback.
- Executive **Directors voluntarily brought forward** alignment of their pension entitlement to August 2021.

Priorities for FY22

- Ensuring variable pay outcomes align to underlying business performance and stakeholder experience
- Responding to inflationary pressures
- Continuing engagement with stakeholders
- Input into CFO recruitment

Audit and Risk Committee and priorities



Roles, responsibilities and focus

- Supports Board with oversight of audit, internal controls and risk management; focus on effectiveness and integrity.
- **Twice-yearly review** of risk management and internal controls, complemented by management-led 'Risk & Resilience Committee'.
- Focus on understanding and implementing audit governance and reporting developments, including: TCFD, BEIS reforms.
- In FY21, Committee set **objectives** and **targets** to improve effectiveness over next three years.

Priorities for FY22

- TCFD implementation.
- Continuing to monitor and prepare for audit governance reform.
- CFO transition.
- Preparing for external audit tender in FY24.

Overseeing internal and external auditors

Internal auditor KPMG

- Appointed in FY20
- Carried out 'internal health check'
- Full reports completed on:
 - Payrol
 - Finance and IT controls
 - Cyber security
 - Stock management
 - Next focus: Supplier payments, GDPR

PwC (external auditor)

- Committee holds relationship, agrees audit fee and oversees audit process
- Reviews and monitors effectiveness, independence and provision of additional services
- **Scheduled discussion** between Committee and advisers in the absence of management at each meeting

Sustainability overview



CARBON REDUCTION

Pathway to zero emissions

Reducing GHG emissions (Scopes 1, 2, 3)

Cutting waste

Recycling, landfill diversion and food waste





CIRCULAR ECONOMY

Being more circular

Product circularity
Product design and longevity
Take back, repair and
upcycling

More responsible materials

Cotton, timber, plastics and packaging, palm oil, animal-derived products, Pausa food and drink

Protecting people and communities in our supply chains

Ethical standards, human rights and anti-slavery



COMMUNITY

Colleagues - feeling at home wherever you work

Fair employment and reward Inclusion and diversity Engagement and development H&S, wellbeing and security

Caring about our communities

Enhanced community engagement

Acting legally, fairly and honestly

Shared values, culture and core policies
Anti-bribery and modern slavery
Tax and supplier payments

Sustainability governance

Championed by:
Nick Wilkinson
Chair of Pathway to
Zero Steering Group



Supported by:

Dawn Durrant Company Secretary



Christina Downend Head of Climate Change





Executive Board responsibility:Laura Carr, CFO



Executive Board responsibility: Faye Atkins, Commercial Director



Executive Board responsibility: Terri Westlake, Customer Director

Dawn Durrant (Health and Safety & Anti-Bribery) Amanda Cox People & Stores Director (Colleague and HR matters)

Underpinned by best practice governance, shared values, processes and policies

Pathway to zero priority objectives



Also used as RCF and LTIP targets for Directors and senior management

50% reduction in
Dunelm's greenhouse
gas emissions by 2030
against a 2019 base, in
line with the Science
Based Targets Initiative
1.5 degrees scenario



All own brand cotton products to meet Dunelm's 'More Responsibly Sourced' standard by 2025



20% reduction in plastic packaging of own brand products by 2024



Provision of a customer take-back service for 50% of our products by 2024



See Appendix for our other targets

Reducing emissions and cutting waste

- Published **10-year GHG reduction targets** in 2021; reduction target in **sustainability-linked RCF.**
- Reduction of Scope 3 emissions is greatest opportunity and toughest challenge; focus on textile supply chain, customer initiatives and outsourced logistics.
- Joined industry group Textiles 2030 and committed to their targets; work with logistics partners/industry groups to support development of low-carbon infrastructure and vehicles.
- Providing more: sustainable product choices; care and repair information; and take-back and recycling options.
- Priority to minimise generated waste, recycle where possible, and send to landfill sites as last resort.
- Work with waste management partners to identify further opportunities to minimise and reprocess waste; also helping colleagues to segregate and recycle.

Reducing GHG emissions

Scope 1 focus

 Replace gas with electric heating run on purchased renewable energy; replace harmful refrigeration; optimise home deliveries; trial low-emissions fuels; move to electric-/hybrid-only company car fleet

Scope 2 focus

- Emissions already at 'zero' under a market-based approach (REGOqualifying electricity)
- Continue to reduce usage through monitoring and use of automation

Scope 3 focus

- > 85% of carbon footprint attributed to sourcing and manufacture of products
- 50% of own brand volumes = textiles
- Customer and logistics initiatives





Circular economy



Reuse/recycle

 Vegetable bags, beeswax wraps, kitchen storage, garden composters

Upcycling

• Replaceable chair legs, furniture paint range, haberdashery

Life hacks

• Blogs and 'how-to' videos

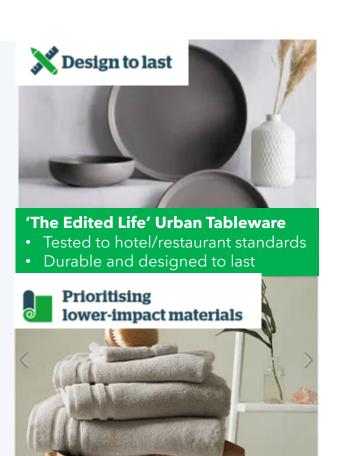
Expanding range of take-back services

- Promote WEEE tack-back scheme
- In-store take-back for textiles, quilts
 & pillows rolled out December 2021
- Work with partners for homewares and bulky items
- Take-back targets in Directors' LTIP and sustainability-linked RCF

We are increasingly designing products for the longer term, prioritising materials that have less impact and developing helpful end of life product options for our customers.







So Soft Bamboo Towels

• Bamboo is renewable, grown with a low-water footprint and pesticide-free

Protecting people and communities in our

supply chains

- Suppliers must provide safe, legal working conditions for people who work for them; **no exploitation tolerated**.
- All suppliers sign up to Ethical Code of Conduct (aligned to international labour standards, with enhanced section on Modern Day Slavery).
- Audit own brand suppliers for compliance with Code; take action to rectify non-compliance; delist if compromised.
- **Tier 1 own brand suppliers** must provide low-to medium-risk graded ethical audit (< two years old); expanding programme.
- Use third-party expert to assess, grade and monitor social and ethical supply chain performance.
- Potential wrongdoing can be reported via 'Speak Up'
 programme, run by an independent third party.



'Speak up' whistleblowing helpline

- For colleagues and workers on premises, and suppliers
- Anonymous
- Run independently
- Report sent directly to H&S Manager and Company Secretary who track cases through to resolution

Feeling at home wherever you work

- **Engagement with colleagues through** National Colleague Voice, twice-yearly survey (eNPS) with feedback acted upon.
- We pay and incentivise our colleagues fairly; aim to reduce gender gap further, no evidence of significant ethnicity pay gap; ongoing monitoring.
- Group-wide focus on inclusion and diversity: launched
 'This is me' campaign; established four colleague networks; trained over 300 leaders; ran series of Board education and discussions.
- Strong focus on **personal wellbeing** (physical, mental and financial health).
- Internal promotions complemented by external expertise; graduate/intern and apprenticeship programmes aligned to long-term business needs.
- Training focused on skills/development, compliance (privacy, security, H&S, modern slavery).





Enhanced community engagement

- Store Facebook groups set up to support local initiatives, vulnerable individuals and to understand local sentiment during Covid-19 crisis.
- Realised potential to use social media to develop more meaningful connections with local communities.
- Actively strengthened 176 Facebook groups one for every store; by FY21 >700,000 Facebook followers.
- Selected Pausa cafes opened in the evenings to local community groups and as safe spaces; also promote local businesses.
- Reinvigorate colleague volunteering post lockdown (annual paid day off for charity support/volunteering).
- **Mind** chosen as **corporate charity** (two-year cycle); store link ups and fundraising initiatives.





Board areas of focus FY22 and beyond

- Succession for key Board roles CFO and Chair.
- Welcoming our newest Board members.
- Continued oversight of succession, talent management and diversity.
- Further developing our **sustainability agenda** and capability.
- TCFD reporting.
- Building on our stakeholder engagement.
- Monitoring and implementing audit governance reform.
- Responding to cost of living and inflationary pressures
- Remuneration Policy renewal in 2023.



What's on your mind?

 We are keen to use the meeting to discuss your views and priorities, to help us to shape our own.







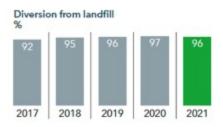


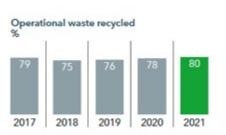
Carbon reduction

Metrics and targets

	Carbon intensity	Scope 1 commitment (direct emissions in operations)		Scope 2 commitment (purchased energy)		Scope 3 (supply chain emissions)	Operatio	Operational waste	
Metric	tCO2e/£1m Group revenue (Scopes 1 and 2)	Scope 1 (direct emissions in operations)	Natural gas emissions	Company car fleet emissions	Like-for- like electricity consumpti on	Purchase 100% renewable electricity.	Absolute supply chains emissions	Diversion from landfill for all operational waste	Operational waste recycled
Target	Reduce year on year in line with 2030 target	Reduce emissions by 50% in absolute terms by FY30 (using FY19 as a baseline).	8% decrease in FY22 (using FY19 as a baseline).	Reduce by 2% each to FY25	Maintain at or below FY19 levels	Maintain at100%	Reduce by 50% by FY30 (using FY19 as a baseline)	98% in FY22	80% over the medium term
Performance FY21	FY21 11.8 tCO2e/£1m (FY20: 14.8 tCO2e/£1m)	New	New	(33)%	27 (FY20: 31)	77%	New	96% (FY20: 97%)	80% (FY20: 78%)

Performance to FY21





ABSOLUTE GHG EMISSIONS FROM OUR OWN OPERATIONS, CO₂E TONNES

	FY19	FY21	
	Location- based	Location- based	Market- based
Scope 1	7,260	7,936	7,936
Scope 2	11,002	7,866	245
Total	18,262	15,802	8,181

Note: FY21 emissions are compared against our FY19 baseline emissions level. Market-based Scope 2 emissions reflect the purchase of REGO-qualifying electricity. Our SECR disclosure and further commentary on our GHG emissions can be found on page 176.

Circular economy

Metrics and targets

	Take-back	Plastics and packaging						
Metric	Own brand products for which we offer an easy-to-use take- back service	Own brand plastic packaging	Recycled content in own brand plastic packaging	Own brand cardboard packaging	Own brand packaging.	Plastic packaging take-back scheme by FY25	Full-closed packaging loop, reproducing Dunelm packaging	
Target	50% by 2024	Reduce by 10% by FY22 and by 20% by FY24.	To contain average 30% recycled content by FY22 and 50% by FY25	To be from 100% sustainable sources by FY25	To be 100% recyclable by FY25	Launch by FY25	In place by FY30	
Performance FY21	New	New	New	n/a	n/a	New	New	
Policies		Plastics and Packaging Policy						

	Responsible sourcing							
	Cotton	Timber		Palm oil	Ethical assessment			
Metric	Own brand cotton products to meeting our 'More Responsibly Sourced Cotton' standard	Timber from legally harvested sources	Timber products used in Dunelm own brand product to meet our 'More Responsibly Sourced Timber' standard	Dunelm and Pausa own brand products that contain palm oil	Tier 1 factory base for own brand products with audit no more than two years old.	Low- or medium- risk audits		
Target	80% by FY24	100%	50% by FY25	100% sustainably sourced (RSPO).	100%	90%		
Performance FY21	6%	86%	10%	94%	89%	n/d		
Related policies	Responsible Cotton Policy	Responsible Timber Policy		Ethical Code of C Responsible Slav	Conduct ery and Human Traffic	king Statement		

Community

Metrics and targets

	Customers	Colleagues	Store communities	Health and safety	Anti-bribery, Anti- fraud and Tax evasion
Metric	Unique active customer growth Net promoter score (NPS)	Colleague engagement score (eNPS)	Group and colleagues' fundraising and Group cash charity contributions	Number of reportable accidents (under RIDDOR)1	Targeted training completed relating to anti-bribery, anti-fraud and tax evasion.
Target	Year on year growth	Improve year on year	Exceed previous year	Reduce each year	100%
Performance FY21	Active customer base +8.5% Net promoter score + 4.2%	eNPS +1%	£580k (FY20: £638k)	27 (FY20: 31)	77%
Related policies	Privacy policy	Equality and Diversity Policy, Whistleblowing Policy, Slavery and Human Trafficking Statement, Ethical Code of Conduct		Health & Safety Policy Statement	Anti-Corruption and Anti-Bribery Policy, Code of Business Conduct, Group Tax Strategy

Performance to FY21



Net promoter score (NPS) Year-on-year improvement %pts





Employee net promoter score (eNPS) Year-on-year improvement %pts







Group and colleagues fundraising and Group cash charity contributions (£k)

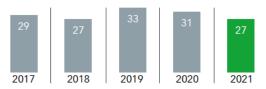








Number of reportable accidents under RIDDOR1



^{1.} Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013 (RIDDOR).

Further reading

- FY21 Annual Report and Accounts

 https://corporate.dunelm.com/media/2990/dunelm-ar21.pdf
- Policies and statements
 https://corporate.dunelm.com/about-us/policies-and-statements/
- 2021 ESG datasheet https://corporate.dunelm.com/media/3019/dunelm-esg-data-sheet_oct21.pdf
- Commitments
 https://corporate.dunelm.com/about-us/commitments/
- **Gender pay report**https://corporate.dunelm.com/media/2935/gpg-2021.pdf
- TCFD progress report

 https://corporate.dunelm.com/media/3080/dunar21_tcfd_extract_oct21.pdf
- Sustainability overview 2022
 https://corporate.dunelm.com/media/3120/dunelm-sustainability-overview-january-2022.pdf







