

Gamma Communications plc

Role and Responsibilities of the Chair, Chief Executive and Senior Independent Director

Adopted by the Board on 27 November 2024 and revised on 10 April 2025

This document sets out the division of responsibilities between the roles of the Chair, Chief Executive and Senior Independent Director in accordance with Provision 14 of the UK Corporate Governance Code 2024 and will be reviewed by the Board as appropriate. Only the Board may change any of these provisions.

Role of the Chair

The chair is responsible for:

1. Leadership

- i. Providing effective leadership of the Company and the board of directors (the “Board”), including, in conjunction with the chief executive, representing the Company to shareholders, financial institutions, customers, suppliers, governments, the media, the community and other stakeholders.
- ii. Demonstrating ethical leadership and promoting the highest standards of integrity, probity and corporate governance throughout the Company and particularly at Board level.
- iii. Demonstrate objective judgement and promote a culture of trust, mutual respect, open communication and debate by facilitating constructive board relations and the effective contribution of all non-executive directors.
- iv. Reporting on Board leadership and effectiveness in the Company’s annual report.

2. Meetings

- i. Chairing Board and general meetings and those of the nomination committee.
- ii. Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- iii. Setting the Board agenda, taking into account the issues and concerns of all Board members. The agenda should be forward looking, concentrating on strategy, performance, value creation, risk management, culture, stakeholders and accountability.
- iv. Shaping the culture in the boardroom.
- v. Leading the Board's periodic review of the Group's culture and its alignment with purpose and values.
- vi. Ensuring that the Board determines the nature and extent of the significant risks that the Company is willing to embrace in implementing its strategy
- vii. Ensuring that there is appropriate delegation of authority from the Board to executive management.
- viii. Ensuring that the directors receive accurate, timely and clear information, including that on the Company’s current performance, to enable the Board to

take sound decisions, monitor effectively and provide advice to promote the success of the Company.

- ix. Managing the Board to allow enough time for discussion of complex or contentious issues. The chairman should ensure that directors (particularly non-executive directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.

3. Directors

- i. Facilitating the effective contribution of non-executive directors, encouraging active engagement by all members of the Board and setting clear expectations concerning the style and tone of Board discussions.
- ii. Ensuring constructive relations between the executive and non-executive directors.
- iii. Holding meetings with the non-executive directors without the executives present.
- iv. Develop an effective and complementary Board with the appropriate balance of skills, experience, independence and knowledge.
- v. Establish a close relationship of trust with the chief executive and chief financial officer, providing support and advice while respecting executive responsibility.

4. Induction, development and performance evaluation

- i. Ensuring that new directors participate in a full, formal and tailored induction programme, facilitated by the company secretary.
- ii. Ensuring that the development needs of directors, including yourself as Chair, are identified and, with the company secretary having a key role, that these needs are met. The directors should be able to continually update their skills and the knowledge and familiarity with the Company required to fulfil their role on the Board and its committees.
- iii. Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team.
- iv. Ensuring the performance of the Board, its committees and individual directors is evaluated at least once a year and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board. Where appropriate, through the nomination committee, proposing that new members be appointed to the Board or seeking the resignation of others.
- v. Ensuring the board reviews continuously all key metrics in line with an agreed business plan and ensuring that the important, complex and contentious issues facing the Company are tested.
- vi. With assistance from the company secretary, facilitating the external evaluation of the Board at least every three years.

5. Relations with stakeholders

- i. Ensuring the Board listens to the views of shareholders, the workforce, customers and other key stakeholders.
- ii. Reviewing the effectiveness of engagement with stakeholders.
- iii. Ensuring effective and ongoing communication with shareholders.

- iv. Maintaining sufficient contact with major shareholders to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them.
- v. Ensuring that the views of shareholders are communicated to the Board as a whole so that all directors develop an understanding of their views.

6. AGM

- i. Arranging for the chairs of Board committees to make a statement on the activities of the committees over the year and be available to answer questions at the AGM and for all directors to attend.

7. Governance

- i. With the assistance of the company secretary, promote the highest standards of corporate governance, including compliance with relevance governance codes, or explanations where compliance is not possible.

Role of Chief Executive

The chief executive is accountable and reports to the Board and is responsible for running the Company's business. The chief executive is responsible for the following, with the support of the chief financial officer, and within the authority limits delegated to him by the Board:

1. Business strategy and management

- i. Developing Group objectives and strategy having regard to the Group's responsibilities to its shareholders, customers, employees and other stakeholders.
- ii. The successful achievement of objectives and execution of strategy following presentation to, and approval by, the Board.
- iii. Recommending to the Board an annual budget and five year financial plan, and ensuring their achievement following Board approval.
- iv. Managing the Group on a day-to-day basis within the authority delegated by the Board.
- v. Optimising as far as is reasonably possible the use and adequacy of the Group's resources.

2. Investment and financing

- i. Examining all trade investments and major capital expenditure proposed by subsidiary companies and the recommendation to the Board of those which, in a Group context, are material either by nature or cost.
- ii. Identifying and executing acquisitions and disposals, approving major proposals or bids.
- iii. Identifying and executing new business opportunities outside the current core activities.

3. Risk management and controls

- i. 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.
- ii. Ensuring appropriate internal controls are in place.

4. Board committees

- i. Making recommendations on remuneration policy, executive remuneration and terms of employment of the senior executive team, including the company secretary, to the remuneration committee.
- ii. Making recommendations to the nomination committee on the role and capabilities required in respect of the appointment of executive directors.

5. Communication

- i. Providing a means for timely and accurate disclosure of information, including an escalation route for issues.
- ii. Ensuring effective communication with shareholders.
- iii. Maintaining a dialogue with the chair and the Board on important and strategic issues facing the Company.
- iv. Ensuring accurate, clear and timely reports are provided to the Board as well as the necessary resources for the Board to develop and update its knowledge

and capabilities and access to Company operations and members of the workforce.

- v. Promoting open, honest and transparent dialogue and engaging in constructive challenge and debate with non-executive directors.

6. People and culture

- i. Setting an example to the Company's workforce, to communicate to them the expectations in respect of the Company's culture, and to ensure that operational policies and practices drive appropriate behaviour.
- ii. 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.

Role of the Senior Independent Director (“SID”)

The SID should act as a sounding board for the Chair, providing support in the delivery of the Chair's objectives and is responsible for:

1. Shareholders

- i. Being available to shareholders if they have concerns which contact through the normal channels of chair, chief executive or chief financial officer has failed to resolve or for which such contact is inappropriate.
- ii. When the Chair is unavailable, or when there are matters which are not appropriate to raise with the Chair, attending sufficient meetings with major shareholders to obtain a balanced understanding of the issues and concerns of such shareholders.

2. Chair

- i. Chairing the nomination committee when it is considering succession to the role of chair of the Board, unless the SID is a candidate, in which case another non-executive director would be designated at that time.
- ii. Meeting with the non-executive directors at least once a year to appraise the Chair's performance and on such other occasions as are deemed appropriate.

3. Board

- i. Assist in the maintenance of the stability of the Board and Company, particularly during periods of stress. This will involve working with the chair, directors and shareholders to resolve significant issues.
- ii. To provide feedback to the Board on the independent non-executive directors' collective views on the following:
 - a. the perceived quality of the relationship between the chair and the chief executive; and
 - b. whether all questions asked by the non-executive directors have been adequately addressed.
