

Division of Responsibilities between the Chair of the Board, the Chief Executive Officer and the Senior Independent Director of The Restaurant Group plc

ROLE OF THE CHAIR

The Chair is responsible for the effective running of the Board. The Chair's main duties and responsibilities are as follows:

1. Management of the Board and Board Meetings

- Leading the Board and setting its forward agenda, with an emphasis on the longer-term strategy of the business
- Chairing Board meetings, ensuring the views of all Directors are considered and taken into account
- Setting the tone of Board discussions to ensure effective decision-making, constructive debate and substantive challenge to the executive management of the business
- Ensuring all Directors receive accurate, timely and clear information
- Providing strategic support and advice to the Chief Executive Officer as required

2. Board Evaluation and Development

- Leading the annual evaluation of the Board, its Committees and individual Directors
- With the Nomination Committee, reviewing the composition of the Board to ensure it has the necessary skills, experience and diversity
- Leading on the induction of new Directors and drafting development and training plans

3. Corporate Governance and Reporting

- Setting and overseeing high standards of corporate governance
- Working with the Company Secretary to ensure the Board, company and group subsidiaries adhere to those standards

4. Relationship with Shareholders and Other Stakeholders

- To be available for shareholder engagement and discussion
- Ensuring that shareholder views are communicated to other Directors
- Chairing the Annual General Meeting
- Ensuring the appropriate balance is maintained between the interests of shareholders and other stakeholders including employees, customers, suppliers and the wider environment and community

ROLE OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is responsible for leading the executive and senior management team and for managing the day-to-day operations of the TRG group and its constituent business divisions. The Chief Executive Officer's main responsibilities are as follows:

1. Business Strategy and Management

- Management of the group's business and delivery of its objectives
- Proposing and developing the group's strategy and overall budget, in consultation with the Chair and the Board and with other senior executives
- Ensuring effective implementation of Board decisions, in conjunction with the wider executive team
- Oversight of operational practices and policies to ensure that activities and behaviours across the business are aligned with the group's purpose, culture and values
- Ensuring the long-term sustainability of the group's business

2. Delegated Authority

- Approving investments and major contracts in accordance with authority levels delegated by Board
- Recommending to the Board any investments or major contracts that exceed the CEO's delegated authority levels

3. Communication and Board Liaison

- Reporting to the Board on progress against the group's strategic objectives
- Ensuring the Board receives regular updates via senior management on the financial and operational performance of the group's businesses
- Ensuring that the Chair and the Board are informed of all forthcoming contentious or complex issues that may affect the group
- Working with the Chair and Company Secretary to prepare for Board meetings and draft Board agendas

ROLE OF THE SENIOR INDEPENDENT DIRECTOR

The Senior Independent Director is responsible for providing support to the Chair and acts as an alternative point of contact for shareholders and the other Directors. The Senior Independent Director's main responsibilities are as follows:

1. Support for the Chair

- Acting as a sounding board for the Chair and providing support to them in delivering on their objectives and on governance issues
- Chairing Board meetings if the Chair is absent for any reason
- Chairing meetings of the Nomination Committee when it is considering the succession of the Chair of the Board
- Leading the annual evaluation of the Chair's performance

2. Assisting Other Directors

- Providing an alternative point of contact for other Directors, including the Executive Directors
- Meeting the Non-Executive Directors separately as part of the annual evaluation of the Chair

3. Shareholder and Stakeholder Engagement

- To be available to shareholders if they have concerns that cannot be communicated or addressed through usual channels

4. Other

- Assisting in the resolution of any issues that arise which cannot be addressed through the usual processes and systems

Approved by the Board of The Restaurant Group plc on 19 January 2022