SSP GROUP PLC

DIVISION OF RESPONSIBILITIES BETWEEN CHAIR, CHIEF EXECUTIVE OFFICER AND SENIOR INDEPENDENT DIRECTOR

(adopted by the Board on 1 October 2026)

1. BACKGROUND

1.1 This document sets out the division of responsibilities between the roles of the Chair, Group Chief Executive Officer and Senior Independent Director in accordance with Provision 14 of the UK Corporate Governance Code 2024 (the "Code"). The roles and responsibilities of the Board and its committees are set out in the terms of reference of each committee and the Board Reserved Matters.

1.2 Only the Board may change any of these provisions.

1.3 In this document 'Group' means SSP Group plc (the "Company") and its subsidiary undertakings.

2. ROLE OF CHAIR

The Chair reports to the Board and is responsible for the leadership and overall effectiveness of the Board and setting the Board's agenda. The Chair is not responsible for the day-to-day management of the Group. The Chair's role includes:

2.1 setting a board agenda primarily focused on strategy, performance, value creation, culture, stakeholders and accountability, and ensuring that issues relevant to these areas are reserved for board decision;

2.2 chairing board meetings and general meetings;

2.3 ensuring the Board assesses and monitors the Group's culture, how the desired culture has been embedded in the business and its alignment with purpose, values and strategy;

2.4 shaping the culture in the boardroom;

2.5 encouraging all board members to engage in board and committee meetings by drawing on their skills, experience and knowledge;

2.6 fostering relationships based on trust, mutual respect and open communication – both in and outside the boardroom – between non-executive directors and the executive team;

2.7 developing a productive working relationship with the Group Chief Executive Officer, providing support and advice, while respecting executive responsibility;

2.8 providing guidance and mentoring to new directors as appropriate;

2.9 leading the annual board performance review, with support from the Senior Independent Director as appropriate, and acting on the results;

2.10 ensuring regular externally facilitated board performance reviews are carried out; and

2.11 maintaining a dialogue with shareholders.

3. THE CHAIR'S RESPONSIBILITIES

The Chair should ensure that:

3.1 there is adequate time available for discussion and debate of all agenda items, in particular strategic, complex or contentious issues, ensuring that directors (particularly non-executive directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they have, taking into account the nature of the matter being discussed;

3.2 there is a timely flow of accurate, high-quality and clear information, and to oversee the company secretary's responsibilities for ensuring good information flows within the board and its committees and between senior management and non-executive directors;

3.3 there is a culture of openness and debate, in particular by facilitating the effective contribution of non-executive directors, and ensuring constructive relations between executive and non-executive directors

3.4 the board determines the nature, and extent, of the significant risks the Company is willing to embrace in the implementation of its strategy;

3.5 a transparent dialogue is maintained with the Group Chief Executive Officer and the board on important and strategic issues facing the Group;

3.6 all directors are aware of and able to discharge their statutory duties;

3.7 the board listens to the views of shareholders, the workforce, customers and other key stakeholders;

3.8 all directors receive a full, formal and tailored induction on joining the board;

3.9 meetings are held with the non-executive directors without executive directors or senior management present;

3.10 board committees are properly structured with appropriate terms of reference, which should be published on the Company's website, that committee membership is periodically refreshed and that individual independent non-executive directors are not over-burdened when deciding the chairs and membership of committees;

3.11 all directors continually update their skills, knowledge and familiarity with the Company to fulfil their role both on the board and committees;

3.12 with the support of the company secretary, that the development and ongoing training needs of individual directors and the board as a whole are reviewed regularly and agreed;

3.13 the board gets the most from an externally-facilitated board performance review and that it is not approached as a compliance exercise;

3.14 there is effective communication by the Group with its workforce and other stakeholders, including discussing governance, remuneration and strategy with major shareholders, and that their views are conveyed to the board as whole;

3.15 shareholders' views are communicated to the board as a whole so that all directors develop an understanding of their views;

3.16 all directors attend the AGM and the chairs of the audit, remuneration and nomination committees are available to answer questions at the AGM; and

3.17 with the assistance of the company secretary, high standards of corporate governance, in compliance with the Code, are promoted (or where compliance with the Code is not possible, ensuring the reasons are fully understood and explained to stakeholders).

4. ROLE OF GROUP CHIEF EXECUTIVE OFFICER

The Chief Executive Officer reports to the Chair and to the board directly and is responsible for all executive management matters of the Group. All members of executive management report directly to the Chief Executive Officer or one of his direct reports.

5. THE GROUP CHIEF EXECUTIVE OFFICER'S RESPONSIBILITIES

The Group Chief Executive Officer's responsibilities include:

5.1 managing the Group on a day-to-day basis within the authority delegated by the board;

5.2 developing and proposing Group strategy, annual budgets and business plans and commercial objectives to the board, having regard to the Company's responsibilities to its shareholders and the Group's responsibilities to its suppliers, clients, customers, employees and other stakeholders;

5.3 leading the executive management team in the day-to-day management of the Group to pursue the Group's commercial objectives and execute and deliver Group strategy, as approved by the board;

5.4 ensuring the board knows the views of the executive management team on business issues in order to improve the standard of discussion in the boardroom and, prior to a final decision on an issue, explain in a balanced way any divergence of view;

5.5 setting an example to the Company's workforce, communicating to them the expectations in respect of the Company's culture, and ensuring that operational policies and practices drive appropriate behaviour;

5.6 supporting the Chair to make certain that appropriate standards of governance permeate through all parts of the organisation;

5.7 ensuring the board is made aware of views gathered via engagement between management and the workforce;

5.8 identifying and executing strategic opportunities for the Group;

5.9 managing the Group's risk profile, with the Group Chief Financial Officer, in line with the extent of risk identified as acceptable by the board and ensuring that appropriate internal controls are in place;

5.10 reviewing regularly the Group's operational performance and strategic direction;

5.11 ensuring, with the executive management team, that board decisions are implemented effectively and that significant decisions made by the executive management team are communicated to the board in line with authority proposals;

5.12 ensuring that management fulfils its obligation to provide board directors with (i) accurate, timely and clear information in a form and of a quality and comprehensiveness that will enable it to discharge its duties; (ii) the necessary resources for developing and updating their knowledge and capabilities; and (iii) appropriate knowledge of the Company, including access to Company operations and members of the workforce;

5.13 maintaining a dialogue with the Chair and the board on important and strategic issues facing the Group;

5.14 ensuring the Chair is alerted to potential contentious or sensitive issues affecting the Group;

5.15 making recommendations on remuneration policies, executive remuneration and terms of employment for the executive management team;

5.16 advising and making recommendations in respect of board nominations and succession planning and ensure that the Company and Group develop strategies and make plans for the succession and replacement of key personnel;

5.17 ensuring, with the support of the company secretary, that the executive team complies with the terms on which matters are delegated by the board, and the terms of reference of board committees, and ensuring matters outside the authority of the executive team are escalated to the board;

5.18 ensuring that the development needs of the executive directors and senior management are identified and met;

5.19 ensuring effective communication with shareholders and that appropriate, timely and accurate information is disclosed to the market, with issues escalated promptly to the Board where appropriate; and

5.20 overseeing the development of Group policies for board approval and implementation of them, including the anti-bribery and corruption policy and share dealing code.

6. THE ROLE OF THE SENIOR INDEPENDENT DIRECTOR

The Senior Independent Director should act as a sounding board for the Chair, providing support in the delivery of the Chair's objectives.

7. THE SENIOR INDEPENDENT DIRECTOR'S RESPONSIBILITIES

The Senior Independent Director should:

7.1 lead the performance review of the Chair on behalf of the other directors, including leading a meeting of the non-executive directors, without the Chair present, typically at least annually to appraise the Chair's performance, and on other occasions as necessary;

7.2 be available to shareholders if they have concerns that contact through the normal channels of the Chair, Group Chief Executive Officer or other executive directors has failed to resolve or for which such contact is inappropriate;

7.3 be responsible for an orderly succession process for the Chair; and

7.4 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, for example:

7.5 in the event of a dispute between the Chair and the Group Chief Executive Officer;

7.6 where the shareholders or non-executive directors have expressed concerns that are not being addressed by the Chair or the Group Chief Executive Officer;

7.7 where the strategy being followed by the Chair and the Group Chief Executive Officer is not supported unanimously by the board;

7.8 where the relationship between the Chair and the Group Chief Executive Officer is particularly close;

a. where decisions are being made without the approval of the full board; or

7.9 where succession planning is being ignored.