
Bridgepoint Group plc (the “Company”) Statement of Division of Responsibilities between the Chair, the Chief Executive Officer and Senior Independent Director

Role of Chair

The Chair’s primary role is to lead the Board and ensure that it operates effectively.

The Chair is specifically responsible for the following:

1. Board and governance

1. Ensuring the effective running of the Board and its committees.
2. Setting the Board agenda.
3. Ensuring adequate time is allowed for discussion of all agenda items, including in particular strategic issues.
4. Ensuring Board Members receive accurate, timely and clear information that is sufficient to enable the directors to fully discharge their duties.
5. Ensuring constructive relations between executives and non-executive directors.
6. Ensuring appropriate delegation of authority from the Board to executive management.
7. Promoting a culture of openness and debate by encouraging active engagement by all members of the Board and facilitating the effective contribution of non-executive directors.
8. Ensuring the non-executive directors of the Company are able to meet without the executive directors being present.
9. Liaising with the Remuneration Committee on proposals for the remuneration of the executive directors.
10. Regularly considering succession planning and composition of, and training for, the Board.
11. Constructively challenging and contributing to the development of the group’s strategy alongside the Chief Executive Officer and executive management.
12. Considering Board governance matters, with the Chief Executive Officer as necessary and assisted by the Company Secretary.
13. Developing working relationships with executive directors and

providing support, advice and a sounding board for the Chief Executive Officer.

2. Shareholders and stakeholders

1. In conjunction with the Chief Executive Officer, ensuring effective communication between the Board and the shareholders.
2. Ensuring all directors are made aware of significant shareholder and stakeholder views and concerns.
3. In conjunction with the Chief Executive Officer, representing the Company to external stakeholders, including shareholders, customers, suppliers, regulatory and governmental authorities and the community.
4. Arranging for the chairs of the Board committees to be available to answer questions from shareholders at the Company's annual general meeting and for all directors to attend the annual general meeting.

3. Board training and performance evaluation

1. Ensuring new directors receive a full, formal and tailored induction on joining the Board.
2. Reviewing the directors' training and development needs and addressing the development needs of the Board as a whole to ensure directors regularly update their skills and knowledge.
3. Ensuring the performance of individual directors, the Board as a whole and its committees are evaluated at least once a year and that there is an externally facilitated evaluation every three years.
4. Ensuring the evaluation of the Board considers the balance of skills, experience, independence and knowledge of the Company, its diversity (including gender), how the Board works together as a unit, and other factors relevant to its effectiveness.
5. Ensuring the results of the annual performance evaluation are considered by the Board.

Role of Chief Executive Officer

The Chief Executive Officer's primary role is to run the Group's day-to-day business in a manner consistent with the strategy and commercial objectives agreed by the Board. The Chief Executive Officer is specifically responsible for the following:

1. Board and governance

1. Proposing the Group's strategy and delivering the strategy in close consultation with the Chair and the Board.
2. Ensuring executive management fulfils its obligation to provide the Board with:
 - accurate, timely and clear information in a form and of a quality and comprehensiveness that will enable the Directors to discharge their duties;
 - the necessary resources for developing and updating their knowledge and capabilities; and
 - appropriate knowledge of the Group, including access to Group operations and members of the workforce.
3. Ensuring the Board knows the views of executive management on business issues and, prior to a final decision on an issue, explaining in a balanced way any divergence of view.
4. Encouraging non-executive directors to test the proposals of executive directors in light of their wider experience outside the Group.

2. Shareholders and stakeholders

1. Communicating to the workforce expectations in respect of the Group's culture and ensuring that operational policies and practices drive appropriate behaviour.
2. Ensuring that the Board is made aware of views gathered via engagement between executive management and the workforce.
3. Supporting the Chair to ensure appropriate standards of governance permeate through all parts of the organisation.

Role of Senior Independent Director

The Senior Independent Director (the “SID”) shall be appointed by the Board from among the independent non-executive directors. As part of the role, the SID shall:

1. Provide a sounding board for the Chair and serve as an intermediary for the other directors and shareholders when necessary;
2. Be available to shareholders if they have concerns about contact through the normal channels with the Chair or any executive directors or if such contact has failed to resolve the relevant issues;
3. Attend sufficient meetings with and listen to the views of major shareholders to help to develop a balanced understanding of the issues and concerns of major shareholders;
4. Lead meetings of the non-executive directors without the Chair present at least annually to appraise the Chair’s performance, taking into account the view of executive directors, and on such other occasions as are deemed appropriate;
5. Be responsible for an orderly succession process for the Chair; and
6. 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:
 - A. in the event of a dispute between the Chair and the Chief Executive Officer;
 - B. where the shareholders or non-executive directors have expressed significant concerns that are not being addressed by the Chair or the Chief Executive Officer;
 - C. where the relationship between the Chair and the Chief Executive Officer is particularly close and decisions are being made without the approval of the full Board; or
 - D. where succession planning is being ignored.

As approved by the Board on 17 July 2024.