

## **Renishaw plc**

### **Statement of Role and Responsibilities of the Executive Chairman** **(with special responsibility for long-term innovation)**

The Executive Chairman's primary role is to lead the Board and ensure that it operates effectively. As the Executive Chairman, Sir David McMurtry is specifically responsible for the following:

#### **1. Board and Governance**

- Ensuring the effective running of the Board and its committees.
- Setting the Board agenda.
- Ensuring adequate time is allowed for discussion of all agenda items, including in particular strategic issues.
- Ensuring Board members receive accurate, timely and clear information that is sufficient to enable the directors to fully discharge their duties.
- Ensuring constructive relations between executive and non-executive directors.
- Ensuring appropriate delegation of authority from the Board to executive management.
- 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.
- Ensuring the non-executive directors of the Company are able to meet, led by the Senior Independent Director, without the executive directors being present.
- Chairing the Nomination Committee.
- Liaising with the Remuneration Committee on proposals for the remuneration of the executive directors (other than himself).
- Regularly considering succession planning and composition of the Board.
- Acting as a sounding board for the Chief Executive, in particular in the formulation of strategy.
- Considering Board governance matters, with the Senior Independent Director as necessary and assisted by the Company Secretary.

#### **2. Shareholders and Stakeholders**

- In conjunction with the Senior Independent Director and Chief Executive, ensuring effective communication between the Board and shareholders.
- Ensuring all directors are made aware of significant shareholder and stakeholder views and concerns.
- In conjunction with the Chief Executive, to represent the Company to external stakeholders, including shareholders, customers, suppliers, regulatory and governmental authorities and the community.
- 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**

- Ensuring new directors receive a full, formal and tailored induction on joining the Board.
- 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.
- 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.
- 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.
- Ensuring the results of the annual performance evaluation are considered by the Board.

**In addition to the primary role as Executive Chairman, Sir David McMurtry is specifically responsible for the following:**

- Developing new patented and disruptive technology concepts for the long-term development of the business.
- Reviewing and critiquing key research and development projects.