

Renishaw plc

Statement of Role and Responsibilities of the 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

- Ensuring the effective running of the Board and its Committees.
- Setting the Board agenda, primarily focusing on strategy, performance, value creation, culture, stakeholders and accountability, and ensuring that issues relevant to these areas are reserved for Board decision.
- Ensuring that the Board determines the nature, and extent, of the significant risks the Group is willing to embrace in the implementation of its strategy.
- Ensuring that adequate time is allowed for discussion of all agenda items, in particular strategic issues, and that debate is not truncated.
- Ensuring that Board members receive, on a timely basis, accurate, high-quality and clear information that is sufficient to enable the directors to fully discharge their duties.
- Ensuring that external expertise is sought when warranted.
- Fostering constructive relations based on trust, mutual respect and open communication between non-executive directors and the executive team.
- Ensuring appropriate delegation of authority from the Board to executive management.
- Shaping the culture in the boardroom, 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, drawing on their skills, experience and knowledge.
- Chairing meetings with non-executive directors without executive directors present.
- Chairing the Nomination Committee.
- Liaising with the Remuneration Committee on proposals for the remuneration of the executive directors.
- Regularly considering succession planning and the composition of the Board.
- Developing a productive working relationship with the Chief Executive Officer, providing support and advice, while respecting executive responsibility and offering constructive challenge.
- Leading all Board governance matters, assisted by the Company Secretary, to ensure that they are conducted in accordance with best practice.

2. Shareholders and Stakeholders

- Ensuring effective communication between the Board and shareholders.
- Maintaining sufficient and regular contact with major shareholders in order to understand their views on governance and performance against the Group's strategy.
- Ensuring that all directors have a clear understanding of the views of shareholders and other key stakeholders.
- Representing (in conjunction with the Chief Executive Officer, where appropriate) the Group 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 Review

- Providing guidance and mentoring to new directors as appropriate, ensuring that new directors receive a full, formal and tailored induction on joining the Board.
- Ensuring that all directors are aware of and able to discharge their statutory duties.
- Regularly reviewing and agreeing with each director their training and development needs and addressing the development needs of the Board as a whole.
- Ensuring that all directors continually update their skills, knowledge and familiarity with the Group to fulfil their role on both the Board and its Committees.
- Ensuring that the performance of individual directors, the Board as a whole and its Committees is reviewed at least once a year and commissioning regular externally facilitated board evaluations (as least as regularly as recommended by the UK Corporate Governance Code).
- Leading the annual Board performance review, with support from the Senior Independent Director and Company Secretary, as appropriate.
- Ensuring full co-operation between the Company and any external board reviewer, including access to Board and Committee papers, observation of meetings and individual meetings with directors.
- Ensuring that the Board performance review considers the balance of skills, experience, independence and knowledge on the Board, its diversity, how the Board works together as a unit, and other factors relevant to its effectiveness.
- Acting on the results of the performance review by recognising the strengths and addressing any weaknesses of the Board. Where appropriate, the Chair should propose that new members be appointed to the Board or seek the resignation of directors.