

# Role of the Chair

Oxford Biomedica plc ("the Company")

This document sets out the role and responsibilities of the Chair of the Board of Directors of the Company.

The Chair is responsible for the overall operation, governance and leadership of an effective Board, which will provide direction for the executive team within a framework of prudent and effective control.

The Chair is responsible for enabling the Directors to operate effectively as one unit to determine the strategy, risk appetite and governance structure necessary to deliver shareholder value in a transparent and responsible manner. The Chair's responsibilities include:

## The Board and Meetings

- Chairing Board and Nomination Committee meetings of the Company and encouraging effective engagement of all Board members by drawing on their skills, experience and knowledge.
- Ensure that Board meetings provide a forum that promotes a culture of openness and constructive debate and effective contributions from individual Directors with sufficient time allocated to key issues.
- Ensuring sufficient regularity and frequency of Board meetings.
- Finalising the Board meeting agenda with the help of the CEO and the Company Secretary, to be primarily focused on strategy, performance, value creation, accountability and culture.
- Ensuring Board members receive timely, accurate and clear information to enable the Board to facilitate effective discussion and make sound decisions. Once decisions are made, to ensure that there is appropriate delegation of authority to the executive.
- Ensuring Board Committees are properly structured with appropriate terms of reference.
- Managing the Board to allow enough time for discussion of complex or contentious issues.
- Chairing the Annual General Meeting and arranging for all directors to attend the meeting and for the Chairs of Board committees to be available to answer questions.

## Board dynamics, induction and performance

- Developing an effective working relationship with all executive directors, the Company Secretary and in particular, with the CEO, providing support and advice whilst recognising the need to maintain the balance between critical friendship and executive responsibility.
- Facilitating the effective contributions of Non-Executive Directors and ensuring constructive relations between Executive and Non-Executive Directors.
- Holding meetings with the Non-Executive Directors, without the Executive Directors present.
- In conjunction with the Company Secretary, ensuring that all new Directors participate in a full, formal and tailored induction programme.
- Ensuring Directors have the opportunity to continually refresh their skills and knowledge, and maintain a thorough understanding of the Company's business issues.

- Composition of the Board and succession planning of Board appointments, including addressing the development needs of the individual Directors and the Board as a whole with a view to enhancing its overall effectiveness as a team.
- Leading the annual performance evaluation of the Board and its Committees, including ensuring that the balance of skills, experience, independence, knowledge and diversity, (including gender, social and ethnic backgrounds) on the Board and the Board's effectiveness are considered, and acting on the results by recognising the strengths and addressing the weaknesses of the Board and, where appropriate, proposing new members be appointed or seeking the resignation of existing Directors.

## Relations with shareholders and stakeholders

- Encouraging effective dialogue with shareholders and other stakeholders, in order to understand their views on governance and performance against strategy.
- Ensuring that shareholder and stakeholder views are communicated to the Board as a whole, thereby facilitating the Board's understanding of their views and concerns.

## Other matters

- Ensuring that the Board determines and regularly reviews the nature and extent of significant risks that the Company is willing to embrace in the implementation of its strategy.
- With the assistance of the Company Secretary, promoting the highest standards of corporate governance, seeking compliance with the UK Corporate Governance Code. If full compliance is not appropriate, ensuring that the reasons for non-compliance are fully understood agreed by the Board and explained to shareholders.
- Ensuring an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community).
- Ensuring the long-term sustainability of the business in order to build a sustainable future for the Company and the wider community.
- Upholding the highest standards of integrity and ethical leadership, acting with integrity, leading by example and promoting the culture of openness and debate based on mutual respect, both in and outside of boardroom and in line with the Group's purpose, values, strategy and culture
- Promoting the Company's purpose, ambition and vision for equality, inclusion and diversity.
- Representing the Company as and when necessary.

Approved by the Board on 9 September 2021.