

Renishaw plc

Statement of Role and Responsibilities of the Chairman

The Chairman's primary role is to lead the Board and ensure that it operates effectively. The Chairman 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 company is willing to embrace in the implementation of its strategy.
- Ensuring adequate time is allowed for discussion of all agenda items, including 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 constructive relations between executive and non-executive directors.
- 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 (other than himself).
- Regularly considering succession planning and composition of the Board.
- Developing a productive working relationship with the chief executive, providing support and advice, while respecting executive responsibility.
- Leading all Board governance matters, assisted by the Company Secretary, to ensure 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 strategy.
- Ensuring all directors are made aware of significant shareholder and stakeholder views and concerns.
- In conjunction with the Chief Executive, where appropriate, 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

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