

Bunzl plc

Responsibilities of the Senior Independent Director

- The primary responsibility of the Senior Independent Director is to act as a sounding board for the Chairman, providing him/her with support in the delivery of the Chairman's objectives and leading the evaluation of the Chairman on behalf of the other directors.
- The Senior Independent Director should:
 - be available to shareholders if they have concerns which contact through the normal channels of Chairman, Chief Executive Officer or Chief Financial Officer has failed to resolve or for which such contact is inappropriate;
 - meet with the other non-executive directors, without the Chairman present, at least annually to appraise the Chairman's performance, and on other occasions as necessary;
 - be available to the other directors should they have any concerns which are not appropriate to raise with the Chairman or which have not been satisfactorily resolved by the Chairman;
 - work with the Chairman and other directors, and/or shareholders, to resolve any significant issues;
 - when called upon to do so, meet a sufficient range of major shareholders in order to develop a balanced understanding of their views;
 - take responsibility for an orderly succession process for the Chairman, working closely with the Nomination Committee; and
 - serve on Committees of the Board to improve his/her knowledge of the Company's governance.

Approved by the Board on 11 December 2019