



WATCHES OF SWITZERLAND GROUP PLC

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# ROLES OF THE CHAIR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY: DIVISION OF RESPONSIBILITIES

MAY 2022

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# WATCHES OF SWITZERLAND GROUP

## ROLES OF THE CHAIR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY: DIVISION OF RESPONSIBILITIES

### I. REPORTING LINES

Chair	Chief Executive Officer
1.1 The Chair reports to the Board (the "Board") and is independent upon appointment.	The Chief Executive Officer reports to the Chair (acting on behalf of the Board) and to the Board directly.
1.2 The Chair is responsible for ensuring that the Board delegates responsibility for the executive management matters to the Chief Executive Officer, whilst retaining sufficient oversight to ensure the agreed strategy is delivered, objectives are met, and Board decisions are implemented.  Other than the Chief Executive Officer and the Company Secretary, no executive reports to the Chair, other than through the Board.	The Chief Executive Officer is responsible for all executive director matters affecting the Company and its subsidiaries (the "Group"). All members of executive management report, either directly or indirectly, to him.

### 2. KEY RESPONSIBILITIES

2.1 The Chair is responsible for the effective running of the Board.	The Chief Executive Officer is responsible for managing the Group's business.
2.2 The Chair is responsible for ensuring that the Board as a whole plays a full and constructive part in the development and determination and approval of the Group's purpose, values and long-term strategy and overall objectives.	The Chief Executive Officer in consultation with the Chair, will ensure the Board establishes the Company's purpose, values and strategy, and satisfy itself that these and its culture are aligned.
2.3 The Chair is the guardian of the Board's decision-making processes, and for ensuring that the Board reviews implementation of key decisions.	The Chief Executive Officer is responsible, for implementing the decisions of the Board and its Committees and delivering against the agreed strategy and objectives.
2.4 The Chair is responsible for the overall composition of the Board, paying particular attention to diversity, and will primarily discharge this responsibility through the Nomination Committee.  The Chair will encourage the Board to engage in board and committee meetings by drawing on their skills, experience and knowledge.	The Chief Executive Officer will give input and advice to the Chair on all matters concerning Board composition paying particular attention to diversity of the Board.
2.5 The Chair applies objective judgement and promotes a culture of openness and debate	

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### 3. OTHER RESPONSIBILITIES

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Chair	Chief Executive Officer
3.1 Running the Board and setting its agenda.	Providing input to the Board's agenda from himself and other executive directors.
3.2 Ensuring that Board agendas take full account of the important issues facing the Group and the concerns of all Board members. There should be an emphasis on strategic issues and important operational matters where the Board can add value.	Ensuring dialogue is maintained with the Chair on the important and strategic issues facing the Group, and proposing Board agendas to the Chair which reflect these.
3.3 Ensuring that the Board receives accurate, timely, and clear information on: <ul style="list-style-type: none"><li>– the Group's performance;</li><li>– the issues, challenges and opportunities facing the Group; and</li><li>– matters reserved to it for decision.</li></ul>	Ensuring that he and the executive directors give appropriate priority to providing reports to the Board which contain accurate, timely and clear information.
3.4 Ensuring, with the advice of the Company Secretary where appropriate, compliance with the Board's approved procedures, including the Schedule of Matters Reserved for the Board for its decision and each Committee's Terms of Reference.	Ensuring, in consultation with the Chair and the Company Secretary as appropriate, that he and the executive directors comply with the Board's approved procedures, including the Schedule of Matters Reserved for the Board for its decision and each Committee's Terms of Reference.
3.5 Arranging informal meetings of the directors, including meetings of the non- executive directors at which the executive directors are not present, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.	Ensuring the Chair is alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which he might not otherwise be aware.
3.6 Proposing to the Board, in consultation with the Chief Executive Officer, Company Secretary and Committee Chairs as appropriate: <ul style="list-style-type: none"><li>– a Schedule of Matters Reserved for the Board for its decision;</li><li>– Terms of Reference for each Board Committee; and</li><li>– other Board policies and procedures.</li></ul>	Providing input to the Chair and Company Secretary on appropriate changes to the Schedule of Matters Reserved for the Board and Committee Terms of Reference.
3.7 Chairing the Nomination Committee, and, in that role, initiating change and succession planning in Board appointments to retain and build an effective and complementary Board, and to facilitate the appointment of effective and suitable members and Chairs of Board Committees.	Providing information and advice on succession planning to the Chair and the Nomination Committee, and other members of the Board, particularly in respect of executive directors.
3.8 Proposing, in conjunction with the Nomination Committee, the membership of Board Committees and their Chairs.	If so appointed by the Board, serving on the Nomination Committee.

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### 3. OTHER RESPONSIBILITIES (CONTINUED)

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Chair	Chief Executive Officer
3.9 The Chair will, from time to time, consult with major shareholders directly and will ensure that there is effective communication by the Group with its stakeholders to understand their views on governance and performance against the strategy.	Leading the communication programme with shareholders.
3.10 The Chair will ensure that the Board as a whole has a clear understanding of the views of stakeholders.	Working with the Chair to ensure effective engagement mechanisms are in place for communicating with stakeholders.
3.11 Taking the lead in providing a properly constructed induction programme for new directors, facilitated by the Company Secretary.	Commenting on induction programmes for new directors and ensuring that appropriate management time is made available for the process.
3.12 Taking the lead in identifying and seeking to meet the development needs both of individual directors and of the Board as a whole, assisted by the Company Secretary.	Ensuring that the development needs of the executive directors and other senior management reporting are identified and met.
3.13 Ensuring that the performance of the Board as a whole, its Committees, and individual directors is formally and rigorously evaluated at least once a year and an externally facilitated review at least every three years.	Ensuring that performance reviews are carried out at least once a year for each of the executive directors. Providing input to the wider Board evaluation process.
3.14 Promoting the highest standards of integrity, probity and corporate governance throughout the Group and particularly at Board level.	Promoting, and conducting the affairs of the Group with the highest standards of integrity, probity and corporate governance.
3.15 Arranging for the Chairs of the audit, remuneration and nomination committees to be available to answer questions at the Annual General Meeting and for all directors to attend.	In addition to the Board, arranging for other appropriate senior management team members to attend the Annual General Meeting.

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### 4. STATUS OF THIS STATEMENT

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- 4.1 Any amendments to this statement are a Matter Reserved for the Board.
- 4.2 This statement is to be annexed to the Chief Executive Officer's Job Description. In the event of any conflict between this statement and the Chief Executive Officer's Job Description in so far as they may relate to his role as Group Chief Executive Officer, this statement shall take precedence.
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Approved by the Board of Watches of Switzerland Group PLC on 5 May 2022.











