

## **RECKITT BENCKISER GROUP PLC**

### **DIVISION OF RESPONSIBILITIES BETWEEN THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

The Board believes that there should be a clear division of responsibilities between the Chairman, who has responsibility for running the Board and the Chief Executive, who has responsibility for running the Company's business. This document sets out their responsibilities and was approved by the Board of Reckitt Benckiser Group plc on 6 November 2015.

#### **Role of the Chairman**

The Chairman is responsible for the overall operation, leadership and governance of the Board.

The Chairman is responsible for leading the Board and 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. His responsibilities include:

- Chairing Board meetings and ensuring that they provide a forum that encourages open and constructive debate and effective contributions from individual Directors with sufficient time allocated to key issues;
- Ensuring sufficient regularity and frequency of Board meetings;
- Ensuring Board members receive timely, accurate and high quality information to enable the Board to facilitate effective discussion and make sound decisions;
- Managing the Board to allow enough time for discussion of complex or contentious issues;
- Developing an effective working relationship with the CEO 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;
- Sponsoring and promoting the highest standards of governance and ethical practices;
- Overseeing the comprehensive induction of all new Directors and ensuring they have the opportunity to continually refresh their skills and knowledge;
- Composition of the Board and succession planning of Board appointments, including addressing the development needs of 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;
- Finalising the Board meeting agenda developed by the CEO and the Company Secretary; and
- Encouraging effective dialogue between the Company and its Shareholders and other stakeholders, ensuring that their views are communicated to the Board as a whole and facilitating the Board's understanding of Shareholders' and other stakeholders' concerns.

**Role of the Chief Executive Officer**

The CEO is responsible for the executive management of RB's business consistent with the strategy and commercial objectives agreed by the Board and subject to the limits of authority established by the Board. The CEO chairs the Executive Committee and, together with the CFO, certain Group functional heads and Area EVPs he appoints to the Committee, provides the day-to-day management of the Company. His responsibilities include:

- Formulating and proposing the strategic direction of the Company to the Board;
  - Keeping the Chairman informed on all important matters;
  - Effective development and implementation of strategy and commercial objectives agreed by the Board and reporting to the Board on progress in delivering strategic objectives;
  - Providing a means for timely and accurate disclosure of information as well as ensuring effective communication with shareholders;
  - Providing clear leadership in responsible business conduct across all areas of the Company's business;
  - Delegating the day-to-day management of the business of the Company to each of the Officers of the Executive Committee, acting individually or as a group or sub-committee;
  - Providing advice on succession planning, making recommendations in particular on the role and capabilities required in respect of the appointment of Executive Committee Members and Executive Directors;
  - Promoting and conducting the affairs of the Company with the highest standards of integrity, probity and corporate governance; and
  - Representing the Company and furthering its best interest with the business community, investors and analysts, the media, customers, suppliers and the public.
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