

FRANCHISE BRANDS PLC

Directors' roles and responsibilities

The roles and responsibilities of specific Directors are clearly understood:

Executive Chairman

- Lead the Board and run the Company
- Propose strategy for agreement by the Board and business plans and budgets aligned with that strategy for Board approval
- Ensure that shareholder and other key stakeholders' interests are taken into account when managing the Group's business

Chief Executive Officer

- Lead the Management Board and run the business
- Propose business plans and budgets aligned with the agreed strategy for Board approval
- Lead the implementation of Board-approved business plans and budgets, and provide transparent reporting on operational and financial performance
- Lead the integration of the business into *One Franchise Brands*

Chief Financial Officer

- Lead the Finance function and support the Executive Chairman and the CEO
- Ensure that accounting policies and practices are aligned with IFRS and other GAAP and applied consistently across the Group
- Ensure that appropriate internal financial controls are implemented and maintained
- Ensure that the Group's financial reporting is of a high quality and presents a true and fair view of business performance
- Engage with our shareholders and lending banks

Non-executive Directors

- Challenge constructively and help develop proposals on strategy
- Satisfy themselves as to the integrity of the financial reporting systems and the information they provide
- Satisfy themselves as to the robustness of the internal controls
- Ensure that the systems of risk management are robust and defensible
- Review management performance and the reporting of such performance to shareholders

The Senior Independent Director is a Non-executive Director with additional responsibilities. They are available to shareholders to discuss any matters that it may not be possible or appropriate to raise with the Executive Chairman or the CFO. In addition, they will lead Board discussions on the performance of the Executive Chairman.