

Role and Responsibilities of the Chairman

This document sets out the role and responsibilities of the Chairman of Burberry Group plc (the “Group”).

Role

The role of the Chairman is to lead an effective Board which will provide direction for the executive team within a framework of prudent and effective control.

Principal duties and responsibilities:

1. Meetings

- a. Chairing the Board and Nomination Committee meetings and encouraging effective engagement of all Board members by drawing on their skills, experience and knowledge.
- b. Setting the Board agenda, taking into account the issues and concerns of all Board members and the Company Secretary. The agenda should be primarily focused on strategy, performance, value creation, culture and accountability.
- c. Ensuring Directors receive accurate, timely and clear information to enable the Board to take sound decisions, monitor performance effectively and provide advice to promote the long-term success of the Group.
- d. Ensuring that the Board as a whole has a clear understanding of the views of shareholders, workforce, customers and other key stakeholders.
- e. Promoting a culture of openness to promote effective decision making, constructive debate and effective challenge. Managing Board meetings to allow enough time for discussion of all agenda items, in particular any complex or contentious issues.

2. Directors

- a. Holding meetings with the non-executive Directors without the executives present.
- b. Ensuring that new Directors participate in a full, formal and tailored induction programme.
- c. Ensuring Directors are aware of and able to discharge their statutory duties.
- d. Ensuring that the development needs of Directors are identified and that these needs are met.
- e. Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team.
- f. Ensuring the performance of the Board, its Committees and individual Directors is evaluated internally at least once a year and acting on the results of such evaluation.

3. Relations with stakeholders

- a. Ensuring effective communication and regular engagement with shareholders and other stakeholders.
- b. Maintaining sufficient contact with major shareholders and wider stakeholders to understand their views and concerns, in particular discussing governance, strategy and remuneration with them.

4. Annual General Meeting (the “AGM”)

- a. Chairing the AGM and arranging for the Chairs of Board Committees to be available to answer questions at the AGM and for all Directors to attend.

5. Additional duties and responsibilities

- a. Upholding the highest standards of integrity and probity and ethical leadership, act with integrity, leading by example and promoting the culture of openness and debate based on mutual respect, both in and outside of boardroom and in line with the Group's purpose, values and strategy.
- b. Fostering relationships founded on mutual respect and open communication, both inside and outside the boardroom, between the non-executive Directors and the executive team.
- c. Developing productive working relationships with executive Directors, and the Chief Executive Officer in particular, providing support whilst respecting executive responsibility.
- d. Ensuring effective decision-making processes and implementation of Board decisions.
- e. Regularly considering succession planning and composition of the Board that promotes diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
- f. Ensuring the Board's committees are properly structured with appropriate terms of reference.
- g. Ensuring the Board determines the nature and extent of the significant risks the Group is willing to embrace in the implementation of its strategy.
- h. With the assistance of the Company Secretary, promoting the highest standards of corporate governance, seeking compliance with the Corporate Governance Code. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders.
- i. Ensuring an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community).
- j. Ensuring the long-term sustainability of the business.

Approved by the Board 9 May 2019