

Saga plc  
**Division of Responsibilities**  
 adopted by the Board on 27 January 2023

Role	Responsibilities
Chair	<ul style="list-style-type: none"> <li>• Leading and ensuring overall effectiveness of the Board of directors (the <b>Board</b>) of Saga plc (the <b>Company</b>).</li> <li>• Ensuring clarity of the Company’s strategic direction (including Saga touchstones), challenging management's thinking and proposals, and ensuring alignment on priorities.</li> <li>• Maintaining a strong relationship with the Group Chief Executive Officer (<b>Group CEO</b>), based on a mutual understanding of each other's roles and responsibilities. Providing honest, constructive and open counsel and challenge, as well as being an active coach and mentor.</li> <li>• Holding the Group CEO to account for the execution and delivery of agreed business plans, strategy and performance of those holding key strategic roles.</li> <li>• Working with the chair of the Nomination Committee, Group CEO and Chief People Officer (<b>CPO</b>) to ensure the quality of succession planning for the senior levels.</li> <li>• Influencing key opinion leaders that could impact the Company’s performance and reputation and keeping the Board informed of the actions taken in that role.</li> <li>• Enabling the Board to be an open, collegiate, high performing team with a shared sense of purpose.</li> <li>• Managing Board discussions effectively (including around M&amp;A activity) and ensuring that the frequency of meetings is appropriate.</li> <li>• Setting an agenda which is forward-looking, reflects the important issues facing the Company and its subsidiaries (the <b>Group</b>), and is strategically focussed.</li> <li>• Working with the Group CEO and the Board to ensure the Company’s strategy is reviewed regularly and adapts to changes in the commercial and external environment.</li> <li>• Attending regular meetings with the Group CEO and members of the Executive Leadership Team to discuss growth and innovation.</li> <li>• Promoting a culture of openness and debate - facilitating the effective contribution of non-executive directors and enabling constructive relations between executive and non-executive directors.</li> <li>• Ensuring the Board receives accurate, clear and timely information to support sound decision-making.</li> <li>• Overseeing the Company Secretary’s (<b>Secretary</b>) responsibilities to ensure good information flows within the Board, its committees (<b>Board Committees</b>) and between senior management and non-executive directors, as well as facilitating Director inductions and ongoing training.</li> <li>• Holding meetings with the non-executive directors without executive directors or senior management present.</li> <li>• Ensuring that new directors are provided with a full, formal and tailored induction (with the support of the Secretary).</li> <li>• Working with the Senior Independent Director (<b>SID</b>) to ensure effective communication with shareholders (including discussing strategy with major shareholders) and to keep the Board informed of such discussions.</li> <li>• Setting an example and communicating the Group's purpose, culture, values and behaviour to the Group’s employees .</li> <li>• Promoting high standards of corporate governance, in compliance with the UK Corporate Governance Code (the <b>Code</b>), with the support of the Secretary.</li> </ul>

	<p>Monitoring compliance with relevant regulations, applicable principles and rules of the FCA, the Company's Articles of Association (<b>Articles</b>), Board-approval procedures and the resolutions of the Board. Ensuring the affairs of the Group are conducted with the highest standard of integrity and probity.</p> <ul style="list-style-type: none"> <li>• Reviewing complaints and concerns regarding the Group CEO and any other member of the Group Executive with the Speak Up Champion, as reported under the Company's Speak up procedures.</li> </ul>
<p><b>Group Chief Executive Officer</b></p>	<ul style="list-style-type: none"> <li>• Developing, proposing and regularly reviewing Group strategy, annual plans and commercial objectives to the Board, having regard to the Company's responsibilities to its shareholders and to its customers, employees and other stakeholders.</li> <li>• Leading the executive team in the day-to-day management of the Group, to pursue the Group's commercial objectives and to execute Group strategy, as approved by the Board.</li> <li>• Managing the Group's risk profile, including the health and safety performance of the business, in line with the extent of risk appetite accepted by the Board, through ensuring that appropriate internal controls are in place.</li> <li>• Ensuring Board decisions are implemented effectively.</li> <li>• Ensuring significant decisions and important matters (including complex, contentious or sensitive issues) are communicated to the Board.</li> <li>• Ensuring the executive team gives appropriate priority to providing accurate, clear and timely reports to the Board.</li> <li>• Making recommendations on remuneration policies, executive remuneration and terms of employment for senior employees.</li> <li>• Advising and making recommendations in respect of Board nominations and succession planning, and taking responsibility for the replacement of key senior management.</li> <li>• Ensuring that the Group acts with the highest standard of integrity and probity; in line with applicable principles and rules of the FCA and the Company's constitution, and with further regard to the Code (with support from the Secretary). Ensuring that the executive team complies with the terms on which matters are delegated by the Board, and the terms of reference of Board Committees, and to ensure matters outside the authority of the executive team are escalated to the Board.</li> <li>• Ensuring that the development needs of the executive directors and senior management are identified and met.</li> <li>• Ensuring effective communication with shareholders, including disclosure of appropriate, timely and accurate information to the market, with issues escalated promptly to the Market Disclosure Committee where appropriate.</li> </ul>
<p><b>Senior Independent Director</b></p>	<ul style="list-style-type: none"> <li>• Being available to shareholders if they have concerns, where contact through the normal channels (the Chair, Group CEO or executive directors) has failed to resolve or where such contact is inappropriate.</li> <li>• Ensuring effective communication by the Group with its shareholders, including contacting major shareholders proactively when appropriate to discuss governance and strategy.</li> <li>• Maintaining a strong relationship with the Chair and Group CEO, based on a mutual understanding of each other's roles and responsibilities and allowing sufficient time to provide honest, constructive and open counsel or challenge.</li> <li>• Acting as a sounding board for the Chair and as an intermediary for the other directors.</li> <li>• Meeting with non-executive directors without the Chair present, at least once a year, to appraise the Chair's performance, taking into account the views of executive directors.</li> </ul>

<p><b>Board Committee Chairs</b></p>	<ul style="list-style-type: none"> <li>• Providing high quality reporting to the Board on Board Committee activities, including escalation of and identification of solutions to issues and concerns identified, and be responsible for the overall effectiveness of the relevant committee including but not limited to:             <ul style="list-style-type: none"> <li>(a) ensuring that the committee acts, and meetings are held, in accordance with the relevant terms of reference;</li> <li>(b) setting the agenda and ensuring there is sufficient time to discuss agenda items (with the support of the Secretary);</li> <li>(c) ensuring that the committee operates effectively as a team - engaging and supporting individual members to enhance committee activities and discussion;</li> <li>(d) managing discussion and ensuring that it is relevant, productive and professional, whilst achieving closure on issues;</li> <li>(e) ensuring appropriate flow of timely and high-quality information to the committee and its members, allowing the committee to provide appropriate assurance to the Board on the issues within its terms of reference;</li> <li>(f) ensuring the committee members receive appropriate induction and ongoing training; and</li> <li>(g) ensuring that minutes are complete, accurate and are reviewed at the next meeting.</li> </ul> </li> <li>• Providing leadership and ensuring committee members are aware of their obligations to allow the committee to comply with its responsibilities.</li> <li>• Acting for the committee between formal meetings in accordance with the committee's terms of reference.</li> <li>• Attending the Company's Annual General Meeting (<b>AGM</b>), prepared to respond to shareholder questions on committee activities and responsibilities.</li> <li>• Engaging with shareholders on significant matters related to the committee's areas of responsibility.</li> <li>• Ensuring the committee produces a report of its activities to be included in the Company's annual report.</li> </ul>
<p><b>Non-Executive Director – People Champion</b></p>	<ul style="list-style-type: none"> <li>• Ensuring that employee views and opinions are communicated to the Board, allowing all directors to develop an understanding of the perspective of the Company's workforce.</li> <li>• Attending the People Committee at least twice a year to observe the discussion relating to:             <ul style="list-style-type: none"> <li>○ Remuneration, reward and recognition</li> <li>○ Employee engagement</li> <li>○ Development, training and talent</li> <li>○ Working environment</li> <li>○ The Saga Way</li> <li>○ Communication</li> <li>○ Responsible business activities</li> <li>○ Employee benefits</li> </ul> <p>and to answer any questions that the employee representatives may have.</p> </li> <li>• Meeting with the CPO regularly to receive feedback arising from People Committee meetings.</li> <li>• Providing guidance to management in preparing a response to questions which may be asked by employees about the structure of workforce remuneration.</li> <li>• Providing a sounding Board for those responsible for implementing all aspects of employee engagement across the Group, and serving as an intermediary for the business.</li> </ul>