

**CLINIGEN GROUP PLC ("COMPANY")**  
**CORPORATE GOVERNANCE**  
**ROLE OF THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer is accountable and reports to the board and is responsible for running the business of the Company's group (the "**Group**").

**Part A**

The Chief Executive Officer is responsible for the following, within the authority limits delegated to them by the board:

**1. Business strategy and management**

- (a) Developing Group objectives and strategy having regard to the Group's responsibilities to its shareholders, customers, employees and other stakeholders.
- (b) The successful achievement of objectives and execution of strategy following presentation to, and approval by, the board.
- (c) Recommending to the board the Group's budgets and financial plans and being responsible for their implementation and delivery following board approval.
- (d) Optimising as far as is reasonably possible the use and adequacy of the Group's resources.

**2. Investment and financing**

- (a) Examining all major investments and capital expenditure proposed by Group companies and, if supported, the recommendation to the Group board of those which, in a Group context, are material either by nature or cost.
- (b) Identifying acquisitions and disposals, approving major proposals or bids.
- (c) Leading geographic diversification initiatives.
- (d) Identifying and executing new business opportunities outside the current core activities.

**3. Risk management and controls**

- (a) Managing the Group's risk profile, in line with the extent and categories of risk identified as acceptable by the board.
- (b) Ensuring appropriate internal controls are in place.

**4. Board committees**

- (a) Making recommendations on remuneration policy, executive remuneration and terms of employment of the Executive Management Team to the remuneration committee.
- (b) Making recommendations to the nomination committee on the role and capabilities required in respect of the appointment of executive directors.

**5. Communication**

- (a) Providing a means for timely and accurate disclosure of information, including an escalation route for issues.
- (b) Ensuring effective communication with shareholders.

**6. Other**

The development of and succession planning for the Executive Management Team and approving the appointment and termination of employment of members of that team.

**Part B**

**The duties which derive from these responsibilities include:**

- (a) Leading the Executive Management Team in the day to day running of the Group's business, including chairing the Executive Management Team and communicating its decisions/recommendations to the board.
- (b) Ensuring effective implementation of board decisions.
- (c) Regularly reviewing the operational performance and strategic direction of the Group's business.
- (d) Regularly reviewing the Group's organisational structure and recommending changes as appropriate.
- (e) Formalising the roles and responsibilities of the Executive Management Team, including clear delegation of authorities.
- (f) Supervising the activities of subsidiary companies' most senior executives and ensuring succession planning.
- (g) Being responsible for the implementation by the Group of its Group wide corporate policies.
- (h) Together with the Chairman, providing coherent leadership of the Company, including, representing the Group to customers, suppliers, government, shareholders, financial institutions, employees, the media, the community and the public.
- (i) Keeping the Chairman informed on all important matters.

**5 November 2020**