



Executive Chair Role Statement

Governance:

- Perform the role of an Executive Director of the Company, in accordance with Company policy and procedures and the appropriate legal and regulatory framework
- Perform the duties of Chairman:
 - Chair the Board and general meetings
 - Promote the highest standards of corporate governance
 - Consult with the Senior Independent Director as appropriate, in accordance with the UK Corporate Governance Code
 - Run the Board:
 - a. Set the Board agenda, taking into account the issues and concerns of all Board members
 - b. Ensure that there is appropriate delegation of authority from the Board to executive management
 - c. Ensure that the directors receive accurate, timely and clear information
 - d. Ensure enough time for discussion of complex or contentious issues
 - e. Ensure clear structure for and enable the effective running of the Board Committees
 - f. With the Nomination and Governance Committee, initiate change and plan for succession at the Board (except for the role of Chairman)
 - Ensure Board effectiveness
 - a. Facilitate the effective contribution of all directors
 - b. Ensure constructive relations between the executive and non-executive directors
 - c. Hold meetings with the non-executive directors without the executives present
 - d. Ensure that directors are appropriately inducted, their development needs are identified and met, and that they have appropriate knowledge of the Company and access to its operations and staff
 - e. Ensure the performance of the Board, its Committees and individual directors is evaluated
 - f. Ensure the effective implementation of the Board's decisions
 - g. Ensure the delivery of action points raised by the Board and the Board Committees
 - Communicate with shareholders
 - a. Maintain sufficient contact with major shareholders to understand their issues and concerns, particularly relating to governance, strategy and remuneration
 - b. Ensure that the views of shareholders are communicated to the Board
 - c. Ensure appropriate arrangements for shareholder meetings, including director attendance and committee chair preparation

Strategy:

- In conjunction with the Chief Executive, develop the Group's strategy for consideration by the Board
- Oversee the Chief Executive's activities in relation to:
 - Ensuring the delivery of the Group's strategic objectives
 - Identifying and executing acquisitions and disposals
 - Leading geographic diversification initiatives
 - Identifying and executing new business opportunities

Leadership:

- Ambassador for the Group
- Transition the chair of the Executive Committee to the Chief Executive
- Lead the Group's approach to:
 - Defence
 - Major/class 1 transactions
 - Venture capital
- In conjunction with the Chief Executive,
 - Recommend an appropriate annual budget and five years business plan to the Board each year
 - Make recommendations to the Remuneration Committee on remuneration policy, executive remuneration and terms of employment of the senior executive team



- Make recommendations to the Nomination and Governance Committee on the role and capabilities required in respect of the appointment of executive directors
- Determine the executive leadership team, their roles, reporting lines, development and performance assessment
- Maximise the key relationships with investors, regulator, governmental bodies, and pharmaceutical peers
- In collaboration with the Chief Executive, present the preliminary and interim results to investors

Oversight:

- Oversee the Chief Executive's activities in relation to all key functions under his Leadership.
- In conjunction with the Board, evaluate the performance of the Chief Executive.

Direct Reports:

- Chief Executive
- Company Secretary
- Office Manager and Executive Assistant

Approved by the Nomination and Governance Committee: April 2023



Chief Executive Officer Role Statement

Board and Committees

- Perform the role of an Executive Director of the Company, in accordance with Company policy and procedures and the appropriate legal and regulatory framework
- Perform the duties of Chief Executive and as a director in accordance with the matters reserved to the Board
- After a transitional period working with the Executive Chairman, chair the Executive Committee
- Communicate Executive Committee decisions and recommendations to the Board
- Ensure the effective implementation of the Board's decisions
- Ensure the delivery of action points raised by the Board and the Board Committees

Strategy:

In conjunction with the Executive Chairman, develop the Group's strategy for consideration by the Board

- Ensure the delivery of the Group's strategic objectives, as approved by the Board
- Identify and execute acquisitions, mergers and disposals
- Lead geographic diversification initiatives
- Identify and execute new business opportunities

Risk Management:

- Ensure that risk appetite and control environment remain appropriate for the Group and make enhancement recommendations to the Board
- Manage the group's risk profile in line with the risk appetite
- Ensure appropriate internal controls are in place

External Relations:

- In conjunction with the Executive Chairman,
 - maximise the key relationships with investors, regulator, governmental bodies, and other key stakeholders
 - present the preliminary and interim results to investors
- Ensure appropriate and constructive external relations with all parties, including regulators, investors, finance providers, et al
- Ensure that the Group meets its obligations arising from being a listed company.

Operations:

- Lead the day to day running of the Group's business
- Optimise the use of the Group's resources in line with the strategic objectives
- Lead the integration of acquisitions into the Group
- Supervise the activities of group entities and their most senior executives
- Supervise significant contentious issues with external parties

Finance and Investment:

- In conjunction with the Executive Chairman, recommend an appropriate annual budget and 5 years business plan to the Board each year
- Direct the finance function to delivering the strategic objectives and ensuring that the Group has appropriate capital resources and can meet its obligations as they fall due
- Ensure that appropriate and timely financial performance information is made available to the Board
- Ensuring the achievement of the approved annual budget and 5 years business plan
- Manage material trade investments and capital expenditure and make recommendations to the Board as appropriate

Executive Remuneration:

- In conjunction with the Executive Chairman:
 - Make recommendations to the Remuneration Committee on remuneration policy, executive remuneration and terms of employment of the senior executive team
 - Make recommendations to the Nomination and Governance Committee on the role and capabilities required in respect of the appointment of executive directors



- Lead the executive leadership team, decide on their roles, development and performance assessment
- Direct the HR function to delivering the strategic objectives and maximising return from human capital
- Ensure succession planning for key executive roles
- Develop senior teams within major subsidiaries

Direct Reports

Operational:

Head/lead executive of:

- Branded Division
- Generics Division
- Injectables Division

Group Functions:

- Head/lead executive of:
- Legal
- Finance
- Human Resources
- Corporate Development (BD/M&A)
- Investor Relations
- Quality Compliance
- IT

Approved by the Nomination and Governance Committee: April 2023



Senior Independent Director Role Statement

The Senior Independent Director will be appointed by the Board from among the independent Non-Executive Directors of the Company.

The responsibilities of the Senior Independent Director include:

- Involvement in setting the Board agenda, agreeing actions points and the minutes.
- Leading the Board in matters of board succession, composition, effectiveness and evaluation.
- Providing a communication channel between the Chairman and Chief Executive and the Non-Executive Directors.
- Meeting with Non-Executive Directors at least once a year to assess the appropriateness of the governance structure.
- Acting as an alternate point of contact for shareholders and maintaining contact with principal investors and representative bodies.

Approved by the Nomination and Governance Committee: April 2023



Employee/Workforce Engagement Representative Role Statement

The Employee/Workforce Engagement Representative will be appointed by the Board from among the independent Non-Executive Directors of the Company.

The responsibilities of the Employee/Workforce Engagement Representative include:

- Listening to the views of employees and the wider workforce to provide independent insight to the Board on employee/workforce perspectives, understanding and reactions to company initiatives as an addition to those of management.
- Support an appropriate focus being placed on workforce considerations during relevant Board deliberations.
- Work with management to establish mechanisms that provide exposure to employees/workforce and the opportunity for dialogue.
- Participate in existing employee/workforce engagement activities, providing updates to the Board on activities undertaken.
- Encourage other Board Members to participate in engagement activities.
- The Employee/Workforce Engagement Representative should not be involved in the Company's whistleblowing procedures.

Approved by the Nomination and Governance Committee: April 2023