



Role of Chairman

1. Definitions

Company means Worldpay Group PLC

Group means the Worldpay group of companies, being the subsidiaries of the Company

Board means the board of directors of Worldpay Group PLC

2. Relationship of the Chairman and the Chief Executive Officer

2.1 The roles of Chairman and Chief Executive Officer must be complementary and shall not be occupied by the same individual. The Chairman is responsible for the leadership, management and effectiveness of the Board whilst the Chief Executive Officer runs the business within the authority delegated by the Board. The Chairman and the Chief Executive Officer must ensure that each is appropriately informed of the other's current areas of activities. They must (and be seen to) work closely together as a team;

2.2 Their relationship must be based on mutual respect and trust. It must be frank and open, with problem areas being addressed openly;

2.3 The Chairman has direct access to senior executives, as he deems necessary;

2.4 The Chairman and the Chief Executive Officer must agree on their respective roles in setting major tasks and in taking new initiatives;

2.5 There should be shared vision to promote the long-term success of the Group;

2.6 These guiding principles will only be modified by mutual agreement between the Chairman and the Chief Executive Officer and with the prior approval of the Board.

3. Responsibilities

3.1 The duties of the Chairman, which is a non-executive role, arise from his position as the senior officer of the Company and his responsibility for presiding over the official business of the Company and the Board.

3.2 The Chairman's responsibilities include:

3.2.1 leadership of the Board and ensuring its effectiveness on all aspects of its role and that meetings are held with appropriate frequency;

3.2.2 managing the business of the Board and chairing both Board and shareholder meetings;

3.2.3 setting the agenda for discussion at Board meetings and ensuring that the agenda is forward-looking and reflects the important issues facing the Group and that adequate time is available for discussion of agenda items, particularly those of a strategic nature;

3.2.4 seeking to ensure that relationships between the directors are of a positive nature, and that Board members work as a team to ensure that at all times the outcome of interactions will contribute to the long-term success of the company;

3.2.5 facilitating resolution of any differences of opinion or approach between directors and ensuring that directors have the opportunity, and are encouraged, to participate in open and frank debate and discussion in Board meetings and otherwise and to work to prevent any differing factions emerging and dividing the Board. If despite endeavours, factions amongst the Board do develop, they must be dealt with at the discretion of the Chairman in the best interests of the Company and its long-term success;

3.2.6 fostering a culture of openness and engagement; by facilitating the effective contribution of all directors, in particular non-executive directors and ensuring constructive relations between executive and non-executive directors;

3.2.7 ensure that the Board adopts a prompt and constructive approach to making decisions;

3.2.8 ensuring that all directors receive the information that is required for the proper performance of their duties, and in particular, ensuring that non-executive directors are kept fully informed of strategic or important developments effecting the Company in a timely manner;

3.2.9 ensuring, with the assistance of the Company Secretary, that new directors are provided with a full, formal and tailored induction programme on joining the Board and that the development and ongoing training needs of individual directors and the Board as a whole are reviewed at least annually and agreed;

3.2.10 keeping under review with the Board the general progress and long-term development of the Company and ensuring that effective strategic planning for the Company is undertaken by the Chief Executive Officer and endorsed by the Board after discussion, consistent with creating shareholder value and promoting the long-term success of the Company for the benefit of its stakeholders as a whole;

3.2.11 ensuring the submission to the Board by the Chief Executive Officer of objectives, policies and strategies for the Company, including the Company business plan and the annual budget;

3.2.12 monitoring progress towards the timely and effective achievement and implementation of the objectives, policies and strategies set by the Board and ensuring that appropriate decisions are taken promptly by or on behalf of the Board;

3.2.13 ensuring that the corporate governance of the Company is maintained in line with appropriate practice policies agreed by the Board;

3.2.14 formally appraising the performance of the Chief Executive Officer and making appropriate recommendations to the Remuneration Committee;

3.2.15 as appropriate, reviewing with the Chief Executive Officer his conclusions and recommendations to the Remuneration Committee on the performance and remuneration of any other executive director and the Executive Committee;

3.2.16 providing advice to the Chief Executive Officer on the allocation of duties to individual directors and assignment of ad hoc responsibilities or special tasks to executives;

3.2.17 participating with the Chief Executive Officer, as appropriate, in corporate relations, including relations with the Company's shareholders, customers, government, other public organisations, other companies, the media and stakeholders generally and ensuring that the Board as a whole are kept up to date with the views expressed by such shareholders;

3.2.18 leading the process for the Board's annual performance evaluation and the evaluation of individual directors as part of that process and ensuring that appropriate action, if required, is taken on the results of such evaluation;

3.2.19 with the assistance of the Company Secretary, monitoring the observance of relevant regulations, and conducting the affairs of the Group in accordance with the highest standard of integrity, probity and applicable principles and rules of the UKLA and the Company's Articles of Association, Board-approval procedures and the resolutions of the Board from time to time and to also have regard to the UK Corporate Governance Code;

3.2.20 deciding on urgent issues which lie within the authority of the Board and where the Board could not meet or where there is insufficient time to execute a written resolution. In such circumstances the Chairman of the Board shall subsequently brief the Board without delay; and

3.2.21 holding meetings with the non-executive directors without the executive directors being present.

Document control

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