Dear Shareholder

On behalf of the Board, I am pleased to present the Nomination Committee (the Committee) report.

The Committee has continued the work it commenced last year to address the Board succession plans in relation to Non-Executive Directors, and during the year Alison Platt was appointed as a Non-Executive Director. This appointment brings our Board gender diversity from 14.3% in 2018 to the threshold recommended by the Hampton Alexander Review.

The Committee regularly considers succession and emergency planning both for the Executive Directors and the Senior Executive Team (SET). Following the resignation of Richard Cotton, Executive Director and Chief Financial Officer, we are pleased, after a successful period as Acting Chief Financial Officer, to have appointed Paul Sandland as Chief Financial Officer and Executive Director. With over ten years’ experience in senior finance roles in Dechra, Paul brings with him a strong practical understanding of all parts of the Group and its needs, as well as an independence of mind and strong technical, strategic and commercial skills.

The Group had to utilise its emergency succession planning again this year, but unfortunately in very sad circumstances as we lost our Group Manufacturing & Supply Director, Simon Francis, due to COVID-19. I would like to take this opportunity to acknowledge that in the relatively short period that Simon was with Dechra, he brought a high level of capability and professionalism to the business and galvanised a vital area of our operations. He left behind a strong infrastructure and management team which has continued to operate and make progress under the interim leadership of Milton McCann.

The Committee believes that the Board continues to have the appropriate skills, knowledge and experience to oversee the effective delivery of our strategy. The Committee also believes that the Group has an experienced SET to lead the development and implementation of this strategy.

The following report provides an overview of the work carried out during the year under review.

Should you have any questions in relation to this report or the Committee, please contact me or the Company Secretary.

Tony Rice
Nomination Committee Chairman
7 September 2020

Tony Rice
Nomination Committee Chairman

Nomination Committee
Meetings Held

Areas of Focus this Year
- Diversity
- Board Appointments and Succession Planning
- SET Succession Planning and Leadership needs of the Group
- Board Evaluation and Committee Effectiveness

Committee Membership and Attendance

<table>
<thead>
<tr>
<th>Name</th>
<th>Joined</th>
<th>Joined</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tony Rice</td>
<td>5 May 2016</td>
<td>1 December 2016</td>
</tr>
<tr>
<td>Lawson Macartney</td>
<td>4</td>
<td>4</td>
</tr>
<tr>
<td>Julian Heslop</td>
<td>1 January 2013</td>
<td>1 February 2019</td>
</tr>
<tr>
<td>Lisa Bright</td>
<td>4</td>
<td>4</td>
</tr>
<tr>
<td>Ishbel Macpherson</td>
<td>1 February 2013</td>
<td>1 March 2020</td>
</tr>
<tr>
<td>Alison Platt</td>
<td>4</td>
<td>1</td>
</tr>
</tbody>
</table>

Dechra Pharmaceuticals PLC Annual Report and Accounts for the year ended 30 June 2020
Purpose
The purpose of the Committee is to lead the appointment process, satisfy itself that plans are in place for orderly succession for appointments to the Board and Senior Management, and oversee the development of a diverse pipeline for succession.

Membership, Meetings and Attendance
The membership of the Committee, together with appointment dates and attendance at meetings during the year, is set out above. Alison Platt joined the Committee on her appointment to the Board in March 2020. All Committee members are Non-Executive Directors, all of which we deem to be independent. Other attendees at the meetings include the Chief Executive Officer, the Group HR Director and the Company Secretary (who acts as secretary to the Committee).

The Chairman does not chair the Committee meeting if it is dealing with the appointment of his successor. The Senior Independent Director, Ishbel Macpherson, takes the chair when required.

Effectiveness of the Committee
The Committee’s performance was evaluated as part of the 2020 Board and Committee Internal Evaluation (further details of which are provided on page 104 of the Governance Report). The findings of the internal evaluation were presented to the Committee for discussion at the June 2020 meeting. The Committee considered the results and it was agreed that the Committee remained effective and was covering all areas within its remit, however acknowledged that more work on succession planning was required.

Role and Responsibilities
The role and responsibilities of the Committee are set out in the written terms of reference, which are available on the Company’s website at www.dechra.com. The Committee’s terms of reference are reviewed on an annual basis. During the 2020 financial year this took place at the February meeting and they were amended to include additional wording around the Committee’s duties and in particular the widening of their remit to include senior management. Additional wording has also been included in relation to induction and training of Directors and the requirement to consider diversity in any appointments. An overview of the terms of reference is detailed on page 94 of the Governance Report.

The Committee provides a report to the Board on its activities at the Board’s next scheduled meeting.

Major Activities of the Committee during the Year
The Committee met four times since the last Annual Report was issued, three of these meetings were scheduled and one was ad hoc and dealt with the nomination of the Chief Financial Officer. The Committee Chairman and the Company Secretary have developed an annual programme of business. This allows the Committee to consider standing items of business alongside any exceptional matters that may arise during the course of the year.

The table below shows the other key areas of the Committee activities:

<table>
<thead>
<tr>
<th>Purpose and Function (see page 97)</th>
<th>Review of the Committee’s terms of reference</th>
<th>Review of the effectiveness of the Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Composition (see pages 97 and 98)</td>
<td>Review of Board skills, knowledge and experience</td>
<td>Recruitment of Non-Executive Director</td>
</tr>
<tr>
<td></td>
<td>Nomination of Executive Director</td>
<td></td>
</tr>
<tr>
<td>Succession (see pages 100 and 101)</td>
<td>Consideration of Non-Executive Directors’ tenure</td>
<td>Review of SET succession plans and leadership needs</td>
</tr>
<tr>
<td>Evaluation (see pages 97 and 103)</td>
<td>Review of composition of Board</td>
<td>Review of Director effectiveness</td>
</tr>
<tr>
<td>Diversity and Inclusion (see pages 101 to 103)</td>
<td>Review and approval of Diversity Policy</td>
<td>Review of the Dignity at Work Policy</td>
</tr>
</tbody>
</table>

Composition
The Board seeks to ensure that both the Board and the Committees have an appropriate composition to manage their duties effectively and manage succession issues. It supports diversity in its broadest sense and considers it an essential driver of Board effectiveness. The Board recognises it is important that its composition is sufficiently diverse and reflects a wide range of knowledge, skills and experience. The Committee reviews the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least once a year and usually at the June meeting. Both the Audit Committee and Remuneration Committee undertake an annual review of their composition, and any concerns would be reported to the Board.

Information on diversity of the Board can be found on page 101 to 103.
Governance

Composition, Succession and Evaluation

Board Skills, Knowledge and Experience

Board Appointments

The Board understands the importance of balance and refreshment in terms of its composition and keeps these matters under review. There have been the following changes at Board level over the past 12 months:

- Paul Sandland (Executive Director) joined the Board on 30 October 2019; and
- Alison Platt (Non-Executive Director) joined the Board on 1 March 2020.

Executive Director

Following the resignation of the Chief Financial Officer in April 2019, the emergency succession planning was utilised and Paul Sandland, the then DVP EU Finance Director, was appointed as the Acting Chief Financial Officer. Paul had previously acted as Interim Chief Financial Officer in 2012, and at this time he was identified as a potential future candidate for the role of Chief Financial Officer, however the Board felt he would benefit from experience outside of a central finance role.

As part of his development programme and an integral part of the succession planning, he was deployed to DVP EU, the largest sales and marketing organisation of the Company.

The Committee members undertook extensive and in depth one-to-one interviews with Paul Sandland for the permanent Chief Financial Officer role. The Committee members were unanimous in support of Paul’s appointment and agreed to proceed to the formal process of a discussion and confirmation of the appointment. In addition to the lengthy discussions Paul had with each Non-Executive Director, he had an interview with the Relationship Partner at Investec, who was also supportive of his appointment. The same feedback had been received from the External Audit Engagement Partner, and the Committee concluded that Paul had demonstrated that he was a suitable candidate for the role and would provide continuity for the Chief Executive Officer. In addition, he had clearly demonstrated a strong practical understanding of all parts of the Group and its needs, as well as having an independence of mind and strong technical, strategic and commercial skills.

The Committee members provided their feedback on the development needs and required support, which has been supplemented with suggestions provided by Paul, and a robust development plan has been put in place taking advantage of the network of the Board to enable Paul to transition into the role. The development plan was presented to the Nomination Committee for their approval and its progress has been reviewed twice by the Committee. The development programme has consisted of external training and internal mentoring, with the Audit Committee Chairman assisting with the mentoring programme.

On 29 October 2019, the Committee recommended to the Board that Paul Sandland be appointed as an Executive Director and permanent Chief Financial Officer of the Group.

Non-Executive Director

During the 2018 financial year the Committee commenced the recruitment of an additional Non-Executive Director who would both further strengthen the Board and also take the lead on the Board’s responsibilities regarding Employee Engagement. The search produced two outstanding potential candidates who went through the full scrutiny process. Both were considered fully capable for the role and we were delighted in March 2019 to appoint Lisa Bright. In the 2019 financial year, when the Board and Committee were looking at Board succession given the approaching time limitation on independent Non-Executive Director service for our two Committee Chairs, we went back to the other candidate who had withdrawn late on in the
original process due to the possible time constraints of another likely role which subsequently did not materialise. That candidate was Alison Platt, and we were equally pleased to appoint her to the Board, following an additional interview process, given her range of executive and non-executive Board experience in several major companies.

The recruitment process was as follows:

1. **Nomination Committee**
   One of the criteria was that the candidates should have Human Resources experience which would be beneficial in light of the new Corporate Governance requirements around engagement with the workforce and oversight of the wider Group remuneration principles by the Remuneration Committee. In addition, they were required to have a broad business experience and be a good fit with the culture of the Company.

2. **Engage**
   Dzaleta Consulting (Dzaleta) was appointed.

3. **Meet**
   To assist Dzaleta with the understanding of the requirements of the role, they met with the Group HR Director, Chief Executive Officer and the Chairman.

4. **Consider**
   The long list of candidates was circulated to the Committee for comments before a short list was agreed.

5. **Select**
   All of the candidates had a broad range of experience from a wide range of different backgrounds including executives in blue chip FTSE organisations, partners in consulting firms and a number of candidates with an established portfolio career.

6. **Interview**
   The first interviews were with the Chief Executive Officer and Group HR Director, the second interviews were held with the Chairman, and successful interviewees met with the remaining Non-Executive Directors prior to appointment.

   Alison Platt withdraws from the process.

7. **Appoint**
   Alison Platt was appointed to the Board on 1 March 2020. Further details relating to her background and experience can be found on page 85.

8. **Induct**
   See case study on page 100.

The Committee recommended the appointment of Alison due to: her international commercial industry experience which will assist as Dechra expands its international footprint; her experience as a Chief Executive Officer which will enable her to provide challenge and advice to the Board; and her FTSE 100 experience. In addition, her appointment will provide continuity for the Board in light of the forthcoming retirements of the Audit Committee Chairman and Remuneration Committee Chairman in 2022.

Dzaleta Consulting were previously retained in 2016 in relation to the recruitment of a SET member, an Executive Director and the Chairman of the Board, and has no other connection with the Company or individual Directors.

**Induction**

Any newly appointed Directors are provided with comprehensive documentation in relation to the remit and obligations of the role, current areas under consideration for the Board and the latest equity research reports. New Directors visit the various business units in order to allow them to meet with the management teams and to be shown around the operations. Alison’s appointment unfortunately coincided with the impact of COVID-19, which placed some restrictions around her induction, however, during the initial couple of months we scheduled a number of one-to-one virtual meetings with the Senior Executive Team, Corporate Development Director, Head of Internal Audit and Risk Assurance, Group Financial Controller, Group Treasury Manager, Business Development Director and the Regulatory Affairs Director.

It is hoped that in the Autumn we will be able to recommence a more traditional induction and enable Alison to complete step four of our induction process.

**Induction Process**

1. **Understanding the Business**
   Key documentation is provided such as a schedule of Board and Committee dates, Schedule of Matters and Delegation of Authority, Programmes of Business, Articles of Association, and Group Policies and Procedures.

2. **Meeting the Management Team**
   Meet the SET informally and formally.
   Meet key management at Head Office and leadership teams at the main sites.

3. **Director and Committee Responsibilities**
   Receive induction/training on Director and Committee responsibilities (if applicable).
   Market Abuse Regulations online training course.

4. **Visit the Business**
   Visit a key site for each function (PDRA, Manufacturing, Sales and Marketing, and Head Office).
“Having joined the Dechra Board formally at the beginning of March this year, the comprehensive induction programme the Company Secretary and the team constructed for me was somewhat frustrated by the lockdown enforced by COVID-19. As the business focused on keeping operations going safely, it was terrific that colleagues all across the business shifted rapidly to home working, and the use of digital platforms to ensure the start of my education in Dechra could begin undeterred. My experience has been that this is an additional and valuable period of learning rather than a substitute for walking the patch and meeting the wider teams in person. I genuinely believe that I will be better placed now to make use of that time when it comes. I am also immensely grateful for the additional time I’ve had to capture learnings – whether that’s technical terminology, regulatory frameworks or business processes – and indeed to check back with colleagues that I have fully understood. I have no doubt that would have been harder had roads, rail and planes been involved.

As a result of the more than 20 hours of virtual meetings I have had with our leaders across the Dechra Group I am incredibly impressed with the depth of experience and commitment that each carries. The robust health of the business is no doubt a consequence of that created over many years and I look forward to building on my start.”

**Board Succession Planning**

**Non-Executive Directors**

The Committee has over the last two years factored diversity into its Non-Executive Directors succession plans. Following the appointment of Lisa Bright in February 2019 and Alison Platt in March 2020, the Board gender diversity has increased to the threshold recommended by the Hampton Alexander Review.

As reported in the previous year’s Committee report, its review in the 2019 financial year highlighted that over the forthcoming two years at least one Non-Executive Director will need to be recruited in order to have orderly succession.

During the year, an independent recruitment consultancy, Robert Walters, was retained. Robert Walters was provided with a role description, detailing the skills (both cognitive and personal strengths) and experience required for the role of Audit Committee Chairman. The Committee, in drafting the role description took into account the challenges and opportunities facing the Group and what skills and expertise was needed. In particular, it was determined that the individual should have relevant financial experience in an international company. In addition, they were required to have a broad business experience and be a good fit with the Culture and Values of the Company.

Robert Walters were previously retained in relation to the appointment of the DVP EU Finance Director following the promotion of Paul Sandland to Chief Financial Officer and has no other connection with the Company or individual Directors.

To assist Robert Walters with the understanding of the requirements of the role, they met with the Group HR Director.

<table>
<thead>
<tr>
<th>Non-Executive Directors’ Tenure as at 30 June 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tony Rice</td>
</tr>
<tr>
<td>Julian Heslop</td>
</tr>
<tr>
<td>Ishbel Macpherson</td>
</tr>
<tr>
<td>Lawson McCartney</td>
</tr>
<tr>
<td>Lisa Bright</td>
</tr>
<tr>
<td>Alison Platt</td>
</tr>
<tr>
<td>Number of Years</td>
</tr>
</tbody>
</table>
SET Succession Planning (including Executive Directors) and Leadership Needs of the Group

Two of our key risks are people focused and they are:

- the failure to retain high calibre, talented senior managers and other key roles in the business; and
- failure to recruit or develop good quality people to achieve our strategic aims.

To assist with this, the Group HR Director presents to the Committee on the Group’s succession planning annually. The Committee discusses the succession plan for the SET, which includes the Executive Directors and the Non-Executive Board. Plans are in place for sudden, unforeseen absences, for medium term orderly succession and for longer term succession as well as supporting any significant acquisitions that require full time Dechra leadership during the integration phase. For each SET member, we have either identified an internal candidate who is in the pipeline for succession, or we accept that for some roles, where we have no successor we will need to approach the open market. In these cases, we aim to build strength and depth in the team below to allow a smooth transition in the event of bringing a new leader on board where we would benefit from bringing new experience into the team. In addition, the Committee has reviewed the emergency succession planning, which clearly identified individuals capable of covering key management roles on an interim basis (whether this be due to an unanticipated absence, secondment of a key resource into a different role for a defined period or assume a key role until a successor can be identified and appointed). All these individuals will receive, or have received, the necessary coaching to assist them in obtaining the required skills to provide any critical support when needed.

This planning has facilitated the Group Supply Chain and Procurement Director for Dechra Pharmaceuticals Manufacturing & Supply (DPM&S), Milton McCann, being appointed as the interim Group Manufacturing & Supply Director. We have also accelerated changes planned for 2021 financial year to the DPM&S structure and have appointed a Group Internal Network Director who joined Dechra on 15 June 2020. In addition, an experienced interim candidate was appointed to backfill the Supply Chain Director role.

Furthermore, a forward looking review of the future anticipated shape of the organisation has been undertaken to identify any potential gaps that may emerge, and plans have been outlined to enable the organisation’s structure to remain fit for purpose.

We encourage regular contact between members of the SET and the Board, with all SET members presenting to the Board at least once a year, leading site visits of their respective businesses and attending one-to-one sessions with Non-Executive Directors to discuss specific issues when applicable.

Diversity and Inclusion

The Committee reviews the policy on diversity and its implementation every year and, during 2020 this review took place in February and again in June. The Group recognises that the diversity of teams and an inclusive culture is beneficial for the Dechra business, its processes, and its performance. Our objective is to continue to be a high performing business driven by highly skilled and committed teams. In the market in which we compete, we believe that the diversity of our workforce contributes significantly to developing strong relationships with veterinarians, a significant and growing proportion of which are women, in the many markets and cultures in which we trade.

The Board believes that everyone should be recruited and promoted on the basis of their personal ability, contribution and potential. This belief is supported by our employment policies and practices which reflect a culture where people decisions are made solely on the basis of individual capability and potential in relation to the needs of the business practices. The Board is committed to promoting and supporting a culture of fairness, respect and equal opportunity across the Group.

Hampton and Alexander Review

Dechra excludes the Executive Directors from the Senior Management data as per guidance from Hampton Alexander. However, the data includes their direct reports.

Direct reports will cover employees at various grades of the Group and will cover managers and junior professionals.
Progress on Diversity Policy

Dignity at Work

During the year, a Dignity at Work Policy was launched within the UK followed shortly by a global version. In accordance with the Dechra Values, we believe that our position on diversity and inclusion is key to providing a place of work that is free from bullying and harassment, and which is characterised by respect, collaboration, openness, safety and equality. One of our aims is to promote a climate in which employees feel able to raise complaints of harassment, bullying or discrimination without fear of victimisation.

For this reason we have chosen to incorporate the following within our Dignity at Work Policy:

- Diversity and Inclusion
- Bullying and Harassment
- Employment of Relatives and Relationships at Work

In tandem with this, a comprehensive face to face training programme for line managers was delivered over four days to 44 managers. A further four days had been scheduled for a second cohort, which is now being moved online. The training programme covered some key elements including understanding our policies and procedures, essential managers skills, tackling unacceptable behaviours, having difficult conversations and mental health in the workplace. Similar programmes will follow for our international businesses.

We encourage all employees to speak out and report any direct or indirect discrimination, harassment or bullying. This is supported by our Grievance Policy and our How to Raise a Concern Handbook. All reports are investigated and acted upon.

Fair Pay

In the UK, only one of our subsidiaries, Dechra Limited, has to report under the Gender Pay Gap regulation. Dechra Limited employees sit within our UK manufacturing, product development and regulatory affairs businesses.

We are pleased to report that as a result of our proactive management, the gender pay gap has reduced from 17.7% in 2017 to 9.2% in 2018 and further again to 7.4% in 2019. This is something that we are looking to continue to build upon as we continue to make Dechra an increasingly attractive place to work. Over the last 12 months in particular, we have focused efforts around our talent development and organisational design, and in particular we have:

- continued to develop our engineering department leveraging our talent;
- created a new role and employed a training co-ordinator to maintain our standards and focus in delivering skills fit for the future; and
- reviewed and updated our enhanced parental leave policies.

Applicant Tracking System

We are planning to launch a new applicant tracking system in the forthcoming financial year, with the aim of using the insight to improve our application process and enable us to reach a wider and more diverse pool of talent.

The applicant tracking system will allow us to create a baseline report on the levels of recruitment and the pools from which we are attracting our talent. From this baseline we will be able to assess voluntary diversity statistics provided to us by candidates which will allow us to set and assess clear objectives in relation to our diversity agenda and maintain reporting capability on this.

In addition, we are aiming to recruit a Group Talent Partner who, in conjunction with the Group Head of HR and Group HR Director, will set and lead the recruitment strategy of our Company, be responsible for maintaining the Group Applicant Tracking System (ATS) and reporting on the KPIs set.

UK Employee Ethnicity by Grade

![UK Employee Ethnicity by Grade](chart.png)

More details of our actions can be found in the Corporate Social Responsibility report on page 56
The Board is generally opposed to the idea of stated gender quotas; however, since the 2018 Annual Report it has addressed a low representation of female Directors (14.3%) on the Board, and following the appointment of Alison Platt in March 2020, the female representation at Board level increased to 33%. Female representation below Board level is 27.3% of the Senior Executive Team (including the Executive Directors) and 52% of the overall workforce.

### Evaluation

#### Annual Evaluation

The Board undertakes an annual evaluation of its performance and that of its Committees to monitor that they remain fit for purpose, details of which can be found on page 104. This year’s evaluation was internal.

The Committee’s review of the structure, size and composition of the Board can found above on page 97.

#### Effectiveness of Directors

Following the internal evaluation, which concluded that the Board is dynamic, robust and challenging (further details of which, including the outcomes and actions, are provided on pages 97 and 98 of the Governance Report), the Committee has concluded that each of the Directors continues to perform effectively and demonstrates commitment, not only in respect of their roles and responsibilities, but also in relation to the Group and its shareholders. At the forthcoming Annual General Meeting, Alison Platt, who was appointed to the Board on 1 March 2020, will offer herself for election, and all of the remaining Directors will retire and offer themselves for re-election.

In addition, the Board has evaluated and determined that each Non-Executive Director has sufficient time to meet their Board responsibilities and any proposed new appointments are disclosed to enable the Board to assess whether there are any conflicts of interest or time. The Committee has noted that prior to last year’s Annual General Meeting there were some concerns that Lisa Bright was overboarded. Lisa Bright holds an executive director equivalent role at Intercept Pharmaceuticals, Inc. and, including her role at Dechra, two Non-Executive Directorships. Therefore, this is within the best practice limits in relation to overboarding, and the Committee is satisfied that she has sufficient time to meet her Board and Committee responsibilities.

The Chair, at the time of his appointment on 5 May 2016, met the independence criteria as set out in the Code.

**Tony Rice**  
Nomination Committee Chairman  
7 September 2020
Composition, Succession and Evaluation continued

Board Evaluation
The Chairman manages the Board and oversees the operation of its Committees with the aim of monitoring that they operate effectively by utilising the diverse range of skills and experience of the various Board members. The effectiveness of the Board is imperative for the success of the Group and the Board undertakes an annual evaluation of its performance and that of its Committees to ensure that they remain fit for purpose. The last external evaluation was in 2018.

The 2019 Internal Board Evaluation
The findings of the internal evaluation were discussed at the June 2019 Board meeting. Overall, the review indicated that the Board operates effectively and is robust and challenging, but noted some areas for improvement. The actions which were taken are shown in the table below:

<table>
<thead>
<tr>
<th>Action</th>
<th>Progress</th>
</tr>
</thead>
<tbody>
<tr>
<td>Succession Planning</td>
<td>The Board agrees that there is still some work to be undertaken on succession but the open and well informed nature of the dialogue means that the quality of these discussions are good and continue to improve.</td>
</tr>
<tr>
<td>Employee Engagement</td>
<td>Lisa attended a meeting of the Works Council in Skipton where she had the opportunity to discuss a range of topics that are key to both the Board and our employees. A follow up meeting was held in July with the Site Director and the HR Business Partner to review what actions had been taken since the initial meeting and how they had been received by the employees, further details of which can be found on page 90.</td>
</tr>
</tbody>
</table>

The 2020 Internal Board Evaluation
Following the external evaluation in 2018, it was agreed to undertake an internal evaluation for the 2020 financial year, focusing on the following areas: (i) Board composition; (ii) strategy review and delivery process; (iii) the format of Board meetings and the decision process; (iv) training and development; (v) the performance of the Board and the individual Directors; (vi) Corporate Governance; (vii) leadership and culture; and (viii) risk assessment.

The internal evaluation process is detailed below and took the format of a questionnaire, which was distributed to all of the Board, with the survey results presented on an anonymous basis. The responses were received in April, and were discussed with the individual Directors. In addition, the Senior Independent Director discussed the performance of the Chairman with the Directors in April and the Chairman in May.

Internal Board Evaluation Process
The process of the Internal Evaluation of the Board and its Committees were as follows:

1 Preparation
The questionnaires were updated to reflect the 2018 Corporate Governance Code requirements.

2 Questionnaire
Questionnaires were made available electronically for online completion and submission. One was in relation to the effectiveness of the Audit Committee and one in relation to the Remuneration and Nomination Committees, and were forwarded to both the members of the Committees and the regular attendees which included Group HR Director, Head of Internal Audit and Risk Assurance and the Company Secretary. The third questionnaire related to the Board and was sent to the Board members only.

3 Interviews
The survey results were presented on an anonymous basis to the Chairman and the Senior Independent Director for discussion with the individual Directors. The Senior Independent Director discussed the performance of the Chairman with the Directors in April and the Chairman in May.

4 Review
A presentation was provided to:
- each of the Committees, to allow them to discuss their effectiveness; and
- the Board in relation to the various findings and suggested actions.

5 Outcomes
Following an initial review of the responses, the Chairman discussed with the Executive and Non-Executive Directors at the June 2020 Board meeting the general themes raised by the survey, and any other survey-related points they wished to discuss.

Overall, the review once again indicated that the Board operates effectively but noted the following focus areas:
- Succession; and
- Strategy.

Progress made on these action points during the forthcoming year will be reported in next year’s Annual Report. The Board has agreed that an external evaluation will be undertaken during the 2021 financial year. The results of the 2021 internal Board evaluation will be reported in next year’s Annual Report.