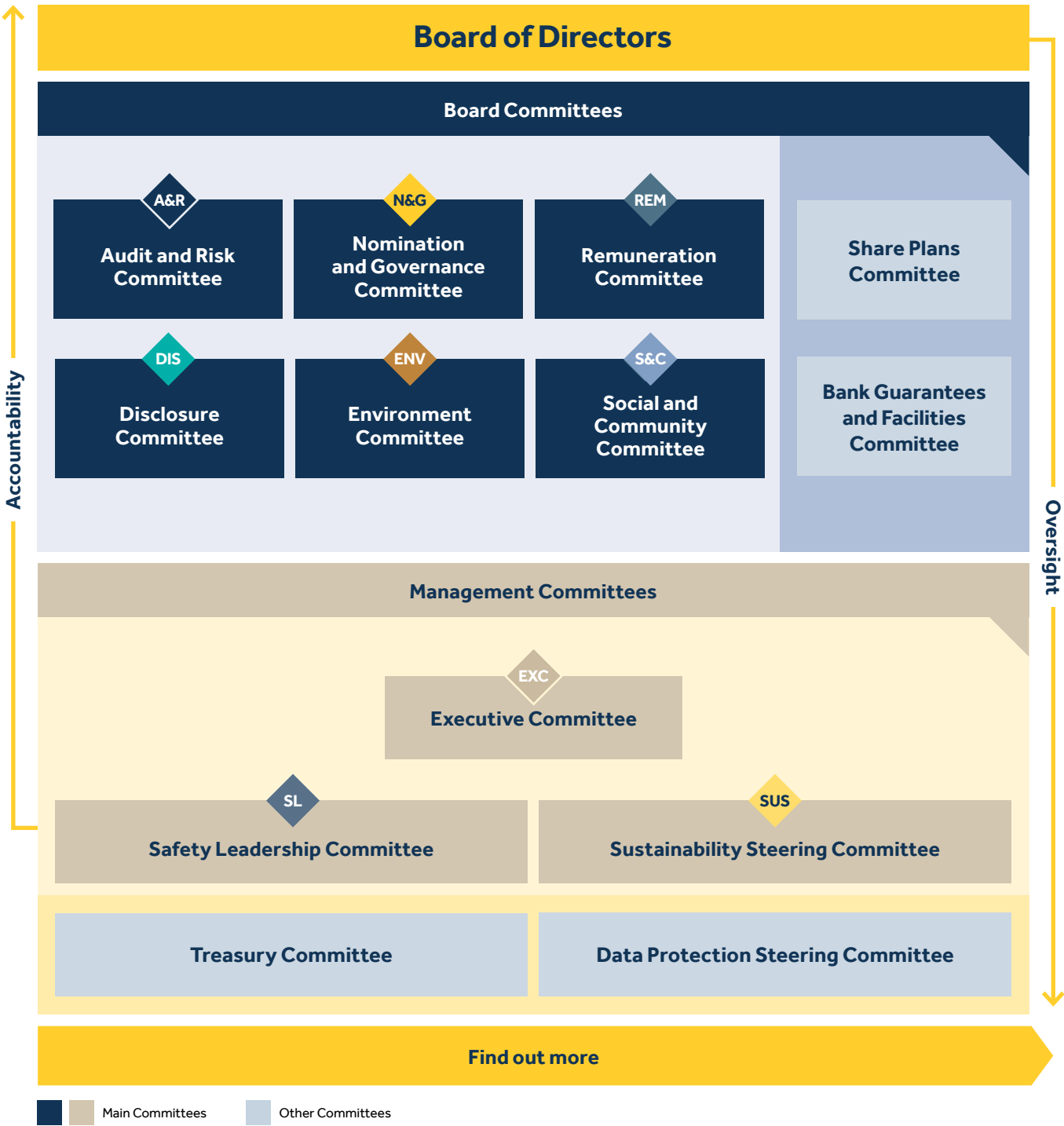


# Governance framework

The Board is appointed by shareholders, who are the owners of the company. The Board’s principal responsibility is to act in the best interests of shareholders as a whole, within the legal framework of the 2006 Act and taking into account the interests of all stakeholders, including employees, customers, suppliers and communities. Ultimate responsibility for the management and long-term success of the Group rests always with the Board, notwithstanding the delegated authorities framework detailed below.



## Board

### Develops

strategy, grows shareholder value, provides oversight and corporate governance, and sets the tone from the top.

### Provides

entrepreneurial leadership of the Group, driving it forward for the benefit, and having regard to the views, of its shareholders and other stakeholders.

### Governs

the Group within a framework of prudent and effective controls, which enable risks to be assessed and managed to an appropriate level.

### Approves

the Group's strategic objectives.







### Ensures

that sufficient resources are available to the Group to enable it to meet strategic objectives.

The Board delegates authority to manage the business to the Chief Executive Officer (CEO) and also delegates other matters to its committees and management as appropriate. The Board has formally adopted a schedule of matters reserved to it for its decision, which is available on our website. Details about the principal decisions the Board made during the year can be found on page 85.

The CEO in turn chairs the Executive Committee for day-to-day management matters and delegates other matters to various Management Committees.

## Main Board Committees

Committees	Remit	Membership	Quorum
 <b>Audit and Risk Committee</b>	Oversight of the Group's financial and non-financial reporting, risk management (including TCFD) and internal control procedures and the work of its internal and external auditor.	Independent Non-executive Directors (NEDs)	Two
 <b>Nomination and Governance Committee</b>	Review of the composition of the Board and senior management, and plans for its progressive refreshing with regard to balance and structure as well as succession planning, taking account of evolving legal and regulatory requirements as well as stakeholders' expectations.  Responsibility for governance matters.	Chairman and independent NEDs	Two
 <b>Remuneration Committee</b>	Framework, policy and levels of remuneration of the Executive Directors and senior executives.	Independent NEDs	Two
 <b>Disclosure Committee</b>	Inside information determination and advice on scope and content of disclosures to the market.	Any two Directors (including CEO or Chief Financial Officer) and the Group Company Secretary and Legal Advisor	Two
 <b>Environment Committee</b>	Oversight of the Board's responsibilities in relation to environmental matters, including climate-related matters and TCFD.	Independent NEDs and CEO	Two
 <b>Social and Community Committee</b>	Understanding of the key concerns of the workforce and wider stakeholders, apart from shareholders.	Independent NEDs and CEO	Two

The terms of reference for each of the Main Board Committees are reviewed on an annual basis and can be found on our website ([www.keller.com](http://www.keller.com)).

## Other Board Committees

Committees	Remit	Membership	Quorum
<b>Share Plans Committee</b>	Consideration of administrative matters related to the provision of share-based employee benefits for the company and its subsidiaries.	All Directors and the Group Company Secretary and Legal Advisor	Two
<b>Bank Guarantees and Facilities Committee</b>	Consideration of matters related to the provision of bank guarantees and facilities for the company and its subsidiaries.	All Directors and the Group Company Secretary and Legal Advisor	Two

The terms of reference for each of these Other Board Committees can be found on our website ([www.keller.com](http://www.keller.com)).

## Main Management Committees

Committees	Remit	Membership	Chair	Quorum
 <b>Executive Committee</b>	Day-to-day management	CEO, CFO, Group Company Secretary and Legal Advisor and any other officers as invited by the CEO. Minimum of six.	CEO or Chief Financial Officer (CFO) in CEO's absence	Four (including CEO or CFO)
 <b>Safety Leadership Committee</b>	Safety culture	CEO, Divisional Presidents of Europe, North America and AMEA, Group HSEQ Director, Group Company Secretary and Legal Advisor and any other direct reports as required by the CEO. Minimum of six.	CEO	Four (including CEO or Group HSEQ Director)
 <b>Sustainability Steering Committee</b>	Mostly climate-related and environmental matters, but also people, community, governance and reputational matters.	A minimum of six representatives of each division and the Group's relevant functions.	Group Engineering and Operations Director	Four (including Group Engineering and Operations Director)

## Other Management Committees

Committees	Remit	Membership	Chair	Quorum
<b>Treasury Committee</b>	Management of the company's financial risks in accordance with the objectives and policies approved by the Board.	CFO, Group Financial Controller, Group Head of Treasury, Group Head of Tax.	Group Head of Treasury	Two (including CFO)
<b>Data Protection Steering Committee</b>	Implementation of Keller's strategy for compliance with data protection laws.	Legal representatives from each division (Europe, North America, AMEA), Group Company Secretariat and Group IT.	n/a	n/a

## Organisational and reporting structure for climate governance

The Environment Committee provides oversight of TCFD activities on behalf of the Board. The committee is supported by the TCFD working group on TCFD matters. The Sustainability Steering Committee has a wider remit than the TCFD working group and feeds through sustainability matters to the Executive Committee, the Environment Committee, the Social and Community Committee and the Board.

