BLOOMSBURY PUBLISHING PLC

Role and Responsibilities of the Deputy Chair and Senior Independent Director

Approved by the Board on 7 September 2026.

The Deputy Chair and Senior Independent Director acts as a sounding board for the Executive Chair of the Board and as an intermediary for the other Directors and shareholders as necessary.

<u>Principal duties and responsibilities</u>

1. Board and Committees

1.1 To serve on, attend and/or chair certain Board Committees (to be the Chair of the Nomination Committee).

1.2 To set the Board's agenda jointly with the Executive Chair, taking into consideration the issues and concerns of all Board members and the Company Secretary. The agenda should be primarily focused on strategy, performance, value creation, culture, stakeholders and accountability, and ensure that issues relevant to these areas are reserved for Board decision.

1.3 To ensure constructive relations between Executive and Non-Executive Directors.

1.4 To provide guidance and mentoring to new Directors as appropriate.

1.5 To hold meetings with the Non-Executive Directors without the Executive Directors present.

1.6 To convene and chair any meeting of the Board or part of a Board meeting at which the Executive Chair may be conflicted or unavailable.

1.7 Ensure that the Nomination Committee regularly considers the structure of the Board's Committees (and their membership) and ensures that they have appropriate terms of reference.

1.8 To have appropriate regard to the FRC Guidance of Board Effectiveness and the UK Corporate Governance Code when discharging his responsibilities and leading all governance matters.

2. Succession Planning

2.1 As Chair of the Nomination Committee, lead the process for the search for a new CEO.

2.2 Ensure that the Nomination Committee regularly considers succession planning for the Board, its Committees and senior management positions in accordance with the Committee's terms of reference.

3. Training and Performance Evaluation

3.1 Ensure that the Nomination Committee:

- organises for all Directors to participate in a full, formal and tailored induction programme when joining the Board, facilitated by the Company Secretary;

- ensures that all Directors continually update their skills, knowledge and familiarity with the Company as required to fulfil their role both on the Board and the Committees; and

- regularly reviews, identifies and meets the training and development needs of individual Directors, and address the training and development needs of the Board as a whole with a view to enhancing the Board's overall effectiveness as a team.

3.2 To lead the formal and rigorous annual evaluation of the performance of the Board, its Committees and individual Directors. This will include meeting with the Non-Executive Directors at least once a year to lead the evaluation of the Executive Chair's performance and on such other occasions as are deemed appropriate.

3.3 To act on the results of the performance evaluation by recognising the strengths and addressing any weaknesses of the Board.

3.4 To consider having externally-facilitated Board evaluations.

4. Shareholders

4.1 To be available to shareholders if they have any concerns which contact through the normal channels of the Executive Chair and Chief Financial and Operating Officer has failed to resolve, or for which such contact is inappropriate.

4.2 To attend sufficient meetings a sufficient range of major shareholders in order to gain a balanced understanding of their views.

5. Additional responsibilities

5.1 To jointly propose with the Executive Chair to the Board any changes from time to time to the schedule of matters reserved to the Board.

5.2 To jointly propose with the Executive Chair to the Board any changes from time to time to the roles and responsibilities of the Executive Chair and Deputy Chair and Senior Independent Director and any future split of roles and responsibilities between a CEO and Executive Chair.

6. Issues

6.1 To work with the Executive Chair and other directors and/or shareholders to resolve significant issues in order to maintain Board stability. Examples might include where:

- Shareholders or Non-Executive Directors have expressed concerns that are not being addressed by the Executive Chair;

- The strategy is not supported by the entire Board;

- Decisions are being made without the approval of the full Board; or
- Succession planning is not being implemented.