

**TalkTalk Telecom Group PLC**  
**(the "Company")**

**Division of Responsibilities between Chairman and Chief Executive Officer**  
**(The UK Corporate Governance Code - Provision A.2.1)**

July 2018

<b>Chairman</b>	<b>Chief Executive Officer</b>
<ul style="list-style-type: none"> <li>• Create the conditions for overall Board and individual Director effectiveness both inside and outside the boardroom both between all Directors and the executive team;</li> <li>• Run the Board including Board meetings and set its agenda, style and tone of discussions to promote effective decision making and constructive debate;</li> <li>• Ensure all Directors receive accurate, timely and clear information about the Company's performance to enable the Board to take sound decisions, monitor effectively and provide advice;</li> <li>• Ensure effective implementation of Board decisions;</li> <li>• Ensure effective communication with shareholders and that all Directors develop an understanding of the views of the major investors;</li> <li>• Oversee a properly conducted induction programme for new Directors;</li> <li>• Take the lead in identifying and meeting the development needs of individual Directors;</li> </ul>	<ul style="list-style-type: none"> <li>• Ensure the Company has an effective strategy;</li> <li>• Report regularly to the Board with appropriate, timely and quality information so the Board can discharge its responsibilities effectively;</li> <li>• Inform and consult the Chairman on all matters of significance to the Board so that the Chairman and Board can properly discharge their responsibilities;</li> <li>• Provide direction and leadership to all employees;</li> <li>• Develop and deliver the strategic and business objectives agreed with the Board;</li> <li>• Ensure appropriate budgets are set and effectively monitor overheads;</li> <li>• Recommend to the Board significant operational changes and major capital expenditures where these are beyond its delegated authority;</li> <li>• Oversee the sustainability of current business and development of new business;</li> <li>• Assign responsibilities clearly to senior management and oversee the establishment of effective operational</li> </ul>

<ul style="list-style-type: none"> <li>• Ensure the performance of individual Directors, the Board as a whole and its Committees is conducted at least once a year;</li> <li>• Build an effective and complementary Board, initiating change and planning succession in Board appointments, subject to Board shareholders' approval;</li> <li>• Promote the highest standards of corporate governance and compliance with the provisions of the Combined Code wherever possible;</li> <li>• Ensure clear structures for and the effective running of Board committees;</li> <li>• Establish a close relationship of trust with the Chief Executive Officer providing support and advice while respecting executive responsibility; and</li> <li>• Provide coherent leadership of the Company, including representing the company and understanding the views of the shareholders.</li> </ul>	<p>and support functions including finance and human resources, risk management and control systems;</p> <ul style="list-style-type: none"> <li>• Oversee the recruitment, development and retention of talented people to work in the Company and in particular establish a strong management team which is fairly and fully evaluated;</li> <li>• Communicate throughout the Company the strategic objectives of the Company agreed with the Board, and ensure that these are achieved in practice;</li> <li>• Provide leadership to enable the Company to evolve in response to the social/economic environments within which it operates; and</li> <li>• Manage the Company's relationship with its shareholders.</li> </ul>
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**Note: Where the Chairman is unavailable, the Deputy Chairman will assume the responsibilities of the Chairman.**