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

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<th>Chairman</th>
<th>Chief Executive Officer</th>
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| • Create the conditions for overall Board and individual Director effectiveness both inside and outside the boardroom both between all Directors and the executive team;  
• Run the Board including Board meetings and set its agenda, style and tone of discussions to promote effective decision making and constructive debate;  
• 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;  
• Ensure effective implementation of Board decisions;  
• Ensure effective communication with shareholders and that all Directors develop an understanding of the views of the major investors;  
• Oversee a properly conducted induction programme for new Directors;  
• Take the lead in identifying and meeting the development needs of individual Directors;  | • Ensure the Company has an effective strategy;  
• Report regularly to the Board with appropriate, timely and quality information so the Board can discharge its responsibilities effectively;  
• Inform and consult the Chairman on all matters of significance to the Board so that the Chairman and Board can properly discharge their responsibilities;  
• Provide direction and leadership to all employees;  
• Develop and deliver the strategic and business objectives agreed with the Board;  
• Ensure appropriate budgets are set and effectively monitor overheads;  
• Recommend to the Board significant operational changes and major capital expenditures where these are beyond its delegated authority;  
• Oversee the sustainability of current business and development of new business;  
• Assign responsibilities clearly to senior management and oversee the establishment of effective operational |
- Ensure the performance of individual Directors, the Board as a whole and its Committees is conducted at least once a year;
- Build an effective and complemental Board, initiating change and planning succession in Board appointments, subject to Board shareholders' approval;
- Promote the highest standards of corporate governance and compliance with the provisions of the Combined Code wherever possible;
- Ensure clear structures for and the effective running of Board committees;
- Establish a close relationship of trust with the Chief Executive Officer providing support and advice while respecting executive responsibility; and
- Provide coherent leadership of the Company, including representing the company and understanding the views of the shareholders.

and support functions including finance and human resources, risk management and control systems;
- 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;
- Communicate throughout the Company the strategic objectives of the Company agreed with the Board, and ensure that these are achieved in practice;
- Provide leadership to enable the Company to evolve in response to the social/economic environments within which it operates; and
- Manage the Company's relationship with its shareholders.

**Note:** Where the Chairman is unavailable, the Deputy Chairman will assume the responsibilities of the Chairman.