

MOONPIG GROUP PLC

(the Company)

DIVISION OF RESPONSIBILITY BETWEEN THE CHAIR AND CHIEF EXECUTIVE OFFICER

The table below sets out the division of responsibility between the chair (the **Chair**) and the chief executive officer (**Chief Executive Officer**) of the Company in accordance with Principle G of the UK Corporate Governance Code (the **Code**).

The responsibilities cover the Company and its direct and indirect subsidiaries (together, the **Group**), where applicable.

Chair	Chief Executive Officer
Board Leadership and Management	Strategy and Operations
<ul style="list-style-type: none"> ensure the effectiveness of the board of directors of the Company (the Board) in all aspects of its role, including the satisfaction of its legal, regulatory and shareholder responsibilities; facilitate the effective contribution of the non-executive directors of the Company (the Non-Executive Directors) and encourage active engagement and appropriate challenge by Board members; in conjunction with the Chief Executive Officer and Company Secretary, set the Board's agenda and the regularity, frequency and timing of meetings, ensuring that the agenda is forward-looking and reflects the important issues facing the Group, and that adequate time is available for full and open discussions, in particular for strategic, complex or contentious issues; review periodically, with the assistance of the Company Secretary, whether the board and the Group's governance processes are fit for purpose, and consider any improvements or initiatives that could strengthen the governance of the Group; ensure, with the support of the Company Secretary, compliance with Board approved procedures, such as the schedule of matters reserved to the Board and the terms of reference of each of the Board committees, and to ensure that they 	<ul style="list-style-type: none"> devise the strategy and long-term objectives of the Group, in line with the agreed risk appetite, and the Group's risk policy for recommendation to the Board and, following approval, implement the strategy and objectives through leadership of the Company's executive team (the Executive Team) with guidance or direction given where appropriate; recommend to the Board an annual operating plan and ensure its achievement following Board approval; review and monitor the operational performance and strategic direction of the Group's business and report accurately in agreed formats to the Board and the Committees; represent the Company and make decisions on all matters affecting the operations, performance and strategy of the Group's business, with the exception of matters reserved for the Board; ensure that the Board's strategies, objectives and decisions are implemented in a timely and effective manner; create and oversee the implementation of new product/market development for the business, ensuring that the appropriate outcomes for customers have been considered;

<p>are reviewed by the Board at least annually;</p> <ul style="list-style-type: none"> • ensure that the directors of the Company (the Directors) receive accurate, timely and good quality information on which to base sound decisions, monitor effectively and provide advice to management to promote the success of the Company, and that the Non-Executive Directors are kept fully informed (in a timely manner) of strategic or important developments affecting the Company; • facilitate resolution of any differences of opinion or approach between Directors and ensure that Directors have the opportunity, and are encouraged, to participate in open and frank debate and discussion in Board meetings and otherwise; • build an effective and complementary Board and, in conjunction with the Company's nomination committee (the Nomination Committee), initiate change and consider succession planning (except that of a successor to the Chair) and Board composition; • keep under review, with the Board, the general progress and long-term development of the Company and ensure that effective strategic planning for the Company is undertaken by the Chief Executive Officer and endorsed by the Board after discussion, consistent with creating shareholder value and promoting the long-term success of the Company for the benefit of its stakeholders as a whole; • ensure that the Board determines the nature and extent of the Group's risk appetite and that there are no impediments to the effective oversight of risk; • ensure that the Board reviews continuously all key metrics in line with the agreed business plan and ensure that the important, complex and contentious issues facing the Group are tested; • ensure, subject to the view of the Company's remuneration committee, that the executive directors (the Executive Directors) are appropriately rewarded; 	<ul style="list-style-type: none"> • build the strength of the Company's brand and protect associated intellectual property; and • ensure that all activities are in line with the Company's brand and deliver on the brand values.
---	---

<ul style="list-style-type: none"> • lead the Board in monitoring the Chief Executive Officer's performance, set his/her objectives and undertake the Chief Executive Officer's performance appraisal; and • ensure he/she is fully informed about all issues on which the Board will be required to make a decision. 	
Governance	Leadership and Management
<ul style="list-style-type: none"> • ensure appropriate governance arrangements for the Board and its committee structure; • ensure that all of the Board's committees (the Committees) operate effectively with appropriate terms of reference and that there is sufficient time allowed at Board meetings for discussion of audit, risk, nomination, remuneration and balance sheet issues considered by the Committees; • promote high standards of corporate governance, seeking to achieve compliance with all provisions of the Code where possible; • devote as much of his/her time, attention, ability and skills as are reasonably required for the performance of his/her duties; and • ensure that in carrying out their responsibilities, the Directors are able to comply with all relevant legislative and regulatory rules applicable to directors (including but not limited to the rules of the Financial Conduct Authority ("FCA")) and any other relevant factors; (ii) Board-approved procedures; and (iii) the Company's articles of association; and (iv) resolutions of the Board in effect from time to time. 	<ul style="list-style-type: none"> • ensure that there is clear articulation of responsibilities amongst members of the Executive Team with a clear organisational design; • ensure succession plans are put in place for the Executive Team (in conjunction with the Nomination Committee) and arrange appropriate development; • approve the appointment and termination of the employment of Executive Team members; • provide effective leadership of the executive directors and senior management team of the Company in the day to day running of the Group's business, and oversight of executive meetings; and • keep the Chair and other Non-Executive Directors informed on all matters that may be of importance to the Company and of relevance to them in the performance of their roles, including the Company's current performance and progress and ensure remedial action is taken promptly to address issues arising.
Board Induction, Development And Evaluation	Communication with the Board, Shareholders and the Workforce
<ul style="list-style-type: none"> • ensure, with the assistance of the Company Secretary, that new Directors are provided with a full, formal, comprehensive and tailored induction programme and that on-going training is provided for all Directors, taking into account the needs of individual Directors and the Board collectively; 	<ul style="list-style-type: none"> • support the Chair to make certain that appropriate standards of governance permeate through all parts of the Group; • ensure that the Board knows the views of senior management on business issues and ensure the senior management team gives appropriate priority to providing reports to

<ul style="list-style-type: none"> • ensure that all directors are aware of and able to discharge their statutory duties; • ensure that the development and on-going training needs of individual Directors and the Board as a whole are reviewed at least annually; • ensure that all directors continually update their skills, knowledge and familiarity with the Group to fulfil their role both on the board and committees; • foster relationships between the non-executive directors and the executive directors; • provide guidance and mentoring to new directors; • consider ways of seeking feedback from the workforce and other stakeholders on the performance of the Board and individual directors; • ensure that the performance of the Board, its Committees and each Director are evaluated at least annually, and externally every three years; • ensure appropriate action plans are put in place and implemented as a result of the evaluation; • hold meetings with the Non-Executive Directors, where the Executive Directors are not present (at least once per year); and • report on board leadership and effectiveness in the annual report, taking into account applicable guidance from (among others) the FCA and FRC. 	<p>the Board which contain accurate, timely and clear information;</p> <ul style="list-style-type: none"> • provide a structure for timely and accurate disclosure of information, including an escalation route for key issues as they arise; • set an example to the company's workforce and to communicate to the workforce expectations in terms of culture and ensure operational policies and practices drive appropriate behaviour; and • ensure that the Board is made aware of views gathered via engagement between management and the workforce.
	<p>Regulatory and Compliance</p>
	<ul style="list-style-type: none"> • develop and maintain good, open and transparent regulatory relationships; and ensure that the Group's business operates in line with all regulatory responsibilities including, but not limited to, insider information, share dealing, whistleblowing, anti-bribery, anti-money laundering, risk management and conduct risk generally.
<p>Shareholder And Stakeholder Responsibilities</p>	<p>Governance and Control</p>
<ul style="list-style-type: none"> • ensure effective communication with shareholders and other stakeholders, in order to understand their issues and concerns (in particular discussing governance, strategy and remuneration with them), and communicate issues to the Board; • ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders; and 	<ul style="list-style-type: none"> • devote as much of his/her time, attention, ability and skills as are reasonably required for the performance of his/her duties; • in conjunction with the Chief Executive Officer, provide to the Audit Committee a report of all significant deficiencies and material weaknesses in the design or operation of internal controls and any fraud that involves management or

<ul style="list-style-type: none"> • arrange for all the Directors to attend annual general meetings of the Company and ensure that the chair of each Committee is available to answer questions. 	<p>employees who have a significant role in the Company's internal controls; and</p> <ul style="list-style-type: none"> • ensure that in carrying out his/her responsibilities, he/she acts in accordance with: (i) all relevant legislative and regulatory rules applicable to directors, and any other relevant factors (including but not limited to the rules of the Financial Conduct Authority); (ii) Board approved procedures; and (iii) the Company's articles of association; and (iv) resolutions of the Board in effect from time to time.
Personal Standards and Behaviours	Shareholder and Stakeholder Responsibilities
<ul style="list-style-type: none"> • be independent on appointment when assessed against the circumstances set out in Provision 10 of the Code; • uphold the highest standards of integrity and probity and set clear expectations in respect of the Group's culture, values and behaviours; • provide an independent perspective and constructive challenge; • promote a culture of openness and debate, facilitating effective contributions from Non-Executive Directors; • ensure constructive relations between Executive Directors and Non-Executive Directors; • establish a close relationship of trust with the Chief Executive Officer and Chief Financial Officer of the Company, providing support and advice whilst respecting executive responsibility; • consult with the senior independent director of the Company on Board matters; • represent the Group externally with key stakeholders; and • promote the highest standards of corporate governance and adhere to the spirit of the principles of the Group. 	<ul style="list-style-type: none"> • ensure effective communication with shareholders, employees and other stakeholders, in order to understand their issues and concerns, and communicate issues to the Board; • leverage business partnerships and other third party relationships to drive strategic development of the business; and • continue to grow the Company's reputation externally.
Relationship of the Chief Executive Officer and the Chair	Personal Standards and Behaviours
<ul style="list-style-type: none"> • ensure that the Chief Executive Officer is appropriately informed of the Chair's 	<ul style="list-style-type: none"> • uphold the highest standards of integrity and probity and set clear expectations in

<p>current areas of activities and work closely together with the Chief Executive Officer as a team to promote the long-term success of the Group;</p> <ul style="list-style-type: none"> • have direct access to senior executives of the Company as the Chair deems necessary; and • agree with the Chief Executive Officer on the respective Chief Executive Officer/Chair roles in setting major tasks and in taking new initiatives. 	<p>respect of the Group's culture, values and behaviours;</p> <ul style="list-style-type: none"> • promote a Group culture that fosters a prudent, safe and sound business that has long term sustainability and that conducts itself with appropriate standards and behaviours; • undertake regular and relevant training in order to maintain an appropriate level of competence; • effectively lead, manage and develop direct reports to ensure that they maximise their contribution to the business; • create, lead and maintain an effective, motivated and empowered organisation which supports the Company's brand values and is underpinned by effective communication; • represent the Group externally with key stakeholders; and • promote the highest standard of corporate governance and adhere to the spirit of the principles of the Group having regard to the Code.
	<p>Relationship of the Chief Executive Officer and the Chair</p>
	<ul style="list-style-type: none"> • ensure that the Chair is appropriately informed of the Chief Executive Officer's current areas of activities and work closely together as a team to promote the long-term success of the Group; and • agree with the Chair on the respective Chief Executive Officer/Chair roles in setting major tasks and in taking new initiatives.