



**Hikma Pharmaceuticals PLC (the 'Company' or the 'Group')  
Board of Directors (the 'Board') Role Statements**

**Approved by the Nomination and Governance Committee on 16 March 2026**

**Roles and Responsibilities of the Board**

**Role statement**

The Board provides strategic and entrepreneurial leadership for the Group.

**Main responsibilities**

The UK Corporate Governance Code sets out a series of high-level responsibilities for the Board. The UK Companies Act sets out a broad statement of Directors' duties. In summary, they include:

1. Promote the long-term sustainable success of the Group, generating value for shareholders and contributing to wider society.
2. Ensure that the necessary resources, policies and practices are in place for the Group to meet its objectives and measure performance against them.
3. Establish and monitor the Group's purpose, values and strategy, and satisfy itself that these and its culture are all aligned.
4. Ensure that the Group is appropriately managed and operates responsibly, with effective controls in place.
5. Act with integrity, lead by example and promote the desired culture.
6. Ensure effective engagement with shareholders and stakeholders and encourage participation from them.
7. Ensure that workforce policies and practices are consistent with the Group's values and support its sustainable long-term success.

The sections on the following pages set out high-level summaries of the roles and responsibilities of each Board position.



## Non-Executive Chair

### Role statement

The Non-Executive Chair ('**Chair**') leads the Board and is responsible for its overall effectiveness in directing the Group. Promoting the highest standards of corporate governance, the Chair should demonstrate objective judgement and promote a culture of openness and debate. In addition, the Chair should facilitate constructive relations with management and the effective contribution of all Non-Executive Directors, ensuring that Directors receive accurate, timely and clear information.

### Main responsibilities

1. Lead the Board and chair its meetings, having agreed the content of the meeting agenda with the CEO and the Group Company Secretary, ensure sufficient focus and time allocation for discussion of business performance, strategy, risk and stakeholders.
2. Promote a culture of openness and debate, encourage appropriate and constructive challenge in relation to key/strategic issues and effective contribution of all Directors.
3. Develop constructive relationships between executive management and Non-Executive Directors.
4. Ensure Directors receive accurate, timely and clear information to apply sufficient challenge and facilitate effective discussion and decision-making.
5. Ensure that once a Board decision is reached, there is an appropriate delegation of authority from the Board to executive management.
6. Develop a productive working relationship with the CEO, providing support and advice, while respecting executive responsibility.
7. Hold regular meetings with the Non-Executive Directors without the Executive Directors present.
8. Lead the annual performance review of the Board, its committees and individual Directors, with support from the Group Company Secretary.
9. Chair the Nomination and Governance Committee to ensure succession plans are in place for the Board and the business.
10. Ensure newly appointed Directors receive a full, formal and tailored induction on joining the Board.
11. Ensure all Directors are aware of their responsibilities and have the opportunity to continually refresh their knowledge and skills as required through access to relevant training, the Company's operations, employees and external advisers.
12. Chair general meetings of the Company, ensuring they are conducted in an orderly manner, where shareholders have equal opportunity to lodge their votes, speak and ask questions.
13. Engage with and develop constructive relationships with investors and other stakeholders to understand their issues and concerns, particularly relating to governance, strategy and remuneration, and to ensure that their feedback is communicated to the Board.



## Chief Executive Officer

### Role statement

The Chief Executive Officer ('CEO') is responsible for the executive management and operations of the Group, within the strategy and commercial objectives agreed by the Board, and subject to the limits of the authority delegated by the Board. The CEO is accountable to the Board for all aspects of the performance and management of the Group.

### Main responsibilities

1. Set a clear strategic direction; develop appropriate business strategies and capital plans for Board approval.
2. Develop a productive working relationship with the Chair, keeping the Chair informed on all matters that may be of importance to the Board, including but not limited to:
  - current trading,
  - progress against strategic initiatives,
  - competitive landscape,
  - emerging risks,
  - health and safety,
  - culture,
  - management performance, and
  - succession planning for key roles within the Group.
3. Ensure management provides the Board with accurate, timely and clear information to enable the Board to discharge its duties.
4. Lead the business and executive leadership team, under the authority delegated by the Board, to ensure effective implementation of Board decisions by management; ensuring that risks are assessed and managed; that necessary financial and human resources are in place; and that performance is monitored.
5. Maintain an effective framework for internal controls and risk management.
6. Ensure operational policies and procedures are in place to meet regulatory/legal requirements and drive appropriate behaviour.
7. Set the tone from the top for responsible business conduct and behaviour, promoting the Group's values, culture and behaviours.
8. Ensure adequate succession planning for the executive leadership team, providing updates and advice to the Nomination and Governance Committee.
9. Review the performance of the executive leadership team, making recommendations to the Remuneration Committee regarding pay and long-term incentives.
10. Ensure effective communication with shareholders and other key stakeholders, including employees.



## **Senior Independent Director**

### **Main responsibilities**

1. Provide a sounding board for the Chair, supporting them with the achievement of their objectives and with any governance challenges.
2. Lead a meeting of the Non-Executive Directors, at least annually, to review the performance of the Chair.
3. Chair the Nomination and Governance Committee when considering the succession of the Chair of the Board.
4. Act as an alternate point of contact for Non-Executive Directors, shareholders and other stakeholders, if they have reason for concern which contact through the normal channels of Chair or CEO has failed to resolve or for which contact is inappropriate. This communication channel is in addition to and does not replace existing channels.



## **Designated Independent Non-Executive Director for Workforce Engagement**

### **Main responsibilities**

1. Listen to the views of employees and the wider workforce to provide independent insight to the Board on employee/workforce perspectives.
2. Support an appropriate focus being placed on workforce considerations during relevant Board deliberations.
3. Work with management to establish mechanisms that provide exposure to employees/workforce and the opportunity for dialogue.
4. Participate in existing employee/workforce engagement activities, providing updates to the Board on activities undertaken.
5. Encourage other Board Members to participate in workforce engagement activities.



## **Non-Executive Directors and Committee Chairs**

### **Main responsibilities of the Non-Executive Directors include**

1. Contribute an independent view through constructive challenge and strategic guidance.
2. Develop productive working relationships with management; offer specialist advice to support management in developing the business and empower management to implement strategic decisions.
3. Ability to constructively hold management to account.
4. Focus on strategic issues.
5. Devote sufficient time to meet their Board responsibilities.

### **Additional responsibilities of the Committee Chairs include**

1. Setting the agenda and running meetings in line with the Committee Terms of Reference.
2. Liaising with management and advisors on the scope and content of papers and ensuring timely delivery of papers.
3. Encouraging appropriate and constructive engagement and participation from Committee members in Committee meetings.
4. Ensuring Committee members understand the key issues and are kept up to date.
5. Updating the Board on the Committee's decisions, discussions and actions as appropriate.