

EASYJET PLC

STATEMENT OF RESPONSIBILITIES OF THE CHAIRMAN AND CHIEF EXECUTIVE

1. CHAIRMAN

The Chairman's primary role is to lead the Board and ensure that it operates effectively. The Chairman is expected to be independent on appointment and is expected to remain independent throughout his tenure. He is specifically responsible for the following:

Board

- Ensuring effective running of the Board and its committees in conformity with the highest standards of corporate governance.
- Serving on, attending and/or chairing certain board committees.
- Setting the Board agenda.
- Managing the Board to ensure that adequate time is allowed for discussion of all agenda items (in particular strategic issues) and to ensure that complex or contentious issues are effectively dealt with, making sure in particular that non-executive directors have sufficient time to consider them.
- Ensuring that Board members receive accurate, timely and clear information, in particular about the Company's performance.
- Ensuring constructive relations between executive and non-executive directors.
- Ensuring appropriate delegation of authority from the Board to executive management.
- Promoting a culture of openness and debate by encouraging active engagement by all members of the Board and facilitating the effective contribution of non-executive directors in particular, including chairing meetings with non-executive directors without executive directors present.
- Regularly considering succession planning and the composition of the Board.
- Acting as a sounding board for the Chief Executive, in particular, together with the Board, in constructively challenging and helping develop proposals on strategy and, more broadly, supporting and advising the Chief Executive.
- Maintaining a proper process to ensure compliance with policy on matters reserved to the Board.

Shareholders and Governance

- Ensuring effective communication between the Board and shareholders.
- Chairing shareholder meetings.
- Ensuring that all directors are made aware of the major shareholders' issues and concerns and that the views of shareholders are communicated to the Board as a whole.
- Discussing governance and strategy with major shareholders.
- Arranging for the Chairmen of the board committees to be available to answer questions at the AGM and for all directors to attend.
- Ensuring that the Company maintains a dialogue with the Company's principal shareholders about directors' and senior managers' remuneration.
- Leading all governance matters to ensure they are conducted in accordance with best practice.

Training and Performance Evaluation

- Ensuring new directors receive a full, formal and tailored induction on joining the Board.
- Ensuring that the performance of individual directors and the whole Board and its committees is evaluated at least annually and that there is an externally facilitated evaluation every three years.
- Ensuring that the evaluation of the Board considers the balance of skills, experience, independence and knowledge of the Company on the Board, its diversity, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.
- Acting on the results of the performance evaluation by recognising the strengths and addressing the weaknesses of the Board and, where appropriate, proposing new members be appointed to the Board or seeking the resignation of directors.

- Confirming to the shareholders when proposing the re-election of directors that, following formal performance evaluation, the individual's performance continues to be effective and demonstrate commitment to the role.
- Ensuring the directors continually update their skills and the knowledge and familiarity with the Company as required to fulfil their role, both on the Board and on board committees.
- Regularly reviewing and agreeing with each director their training and development needs and addressing the development needs of the Board as a whole.
- In discharging his responsibilities the chairman should have regard to the FRC Guidance on Board Effectiveness available from the Financial Reporting Council website (www.frc.org.uk).

2. CHIEF EXECUTIVE

The Chief Executive's primary role is the day-to-day running of the Company's businesses and the development and implementation of strategy. The Chief Executive may make decisions in all matters affecting the operations, performance and strategy of the Group's businesses, with the exception of those matters reserved to the Board or specifically delegated by the Board to its committees or the boards of subsidiaries. She is specifically responsible for the following:

Business & Strategy

- Developing (in conjunction with and for recommendation to the Board) the Company's overall corporate strategy and leading the Company's strategic direction.
- Keeping the Board as a whole updated on the progress made against the agreed corporate strategy and ensuring that the flow of information to the Board is accurate, timely and clear.
- Facilitating the operating divisions of the Company's business in developing their own strategic plans for the future, ensuring that they are properly evaluated and benchmarked and that they are built into the overall corporate strategy.
- Recommending the annual budget and financial plans for the Group.
- Taking the lead on major initiatives, such as expansion strategies, acquisitions, capital investment, and Company-wide safety initiatives and training programmes.
- Satisfying herself that reporting lines within the Company are clearly established and effective.
- Ensuring that management put procedures in place to ensure compliance with all relevant legislation and regulation.
- Ensuring that management identify and evaluate the risks faced by the Company for consideration by the Board.
- Ensuring that management design, operate and monitor a suitable system of internal control which implements Board policies on risk and control.
- Ensuring that the Company has a suitable system and policy for the timely and accurate disclosure of information in accordance with regulatory requirements.
- Keeping the Chairman promptly informed on all matters that may be of importance to the Board or of which the Board should be aware.

People

- Setting performance targets for executive directors and senior management which are both stretching and achievable, and establishing systems of monitoring to ensure that these targets are met or, if not, that appropriate action is taken.
- Ensuring that effective procedures are in place for informing and consulting with the Company's employees and setting their remuneration and policies and procedures applicable to their employment.
- Establishing a close relationship of trust with the Chairman, reporting key developments to him in a timely manner and seeking advice and support as appropriate.

Relations with Shareholders

- Overseeing investor relations, keeping the Board informed about investor relations issues and liaising with the Chairman in relation to communications with shareholders.