

**Sirius Minerals Plc**

(the **Company**)

**Division of Responsibility between the Chairman and Chief Executive Officer**

(Approved by the Board of Sirius Minerals Plc on 21 March 2017)

The table below sets out the division of responsibility between the chairman (the **Chair**) and the chief executive officer (**CEO**) of the Company in accordance with section A.2 of the UK Corporate Governance Code (the **Code**). The responsibilities cover the Company and its direct and indirect subsidiaries (together, the **Group**), where applicable.

<b>Chairman</b>	<b>Chief Executive Officer</b>
<ul style="list-style-type: none"> <li>• ensure the effectiveness of the board of directors of the Company (the <b>Board</b>) in all aspects of its role, including the satisfaction of its legal, regulatory and shareholder responsibilities;</li> <li>• facilitate the effective contribution of the non-executive directors of the Company (the <b>Non-Executive Directors</b>) and encourage active engagement and appropriate challenge by Board members;</li> <li>• in conjunction with the CEO 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;</li> <li>• ensure that the directors of the Company (the <b>Directors</b>) 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;</li> <li>• 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</li> </ul>	<ul style="list-style-type: none"> <li>• devise the strategy and long-term objectives of the Group, in line with the agreed risk appetite, for recommendation to the Board and, following approval, implement the budgets, risk profiles, strategy and objectives through leadership of the Company’s executive team (the <b>Executive Team</b>) with guidance or direction given where appropriate (the <b>Executive Team</b>);</li> <li>• recommend to the Board an annual budget including sales/revenue/cost targets and operating plan and ensure their achievement following Board approval;</li> <li>• regularly 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;</li> <li>• 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;</li> <li>• ensure that the Board’s strategies, objectives and decisions are implemented in a timely and effective manner;</li> <li>• create and oversee the implementation of new product/market development for the business;</li> </ul>

<p>and frank debate and discussion in Board meetings and otherwise;</p> <ul style="list-style-type: none"> <li>• build an effective and complementary Board and, in conjunction with the Company's nominations committee (the <b>Nominations Committee</b>), initiate change and consider succession planning (except that of a successor to the Chair) and Board composition;</li> <li>• 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 CEO 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;</li> <li>• 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;</li> <li>• ensure, subject to the view of the Company's remuneration committee, that the executive directors (the <b>Executive Directors</b>) are appropriately rewarded;</li> <li>• lead the Board in monitoring the CEO's performance, set his/her objectives and undertake the CEO's performance appraisal;</li> <li>• ensure he/she is fully informed about all issues on which the Board will be required to make a decision;</li> <li>• ensure appropriate governance arrangements for the Board and its committee structure;</li> <li>• ensure that all of the Board's committees (the <b>Committees</b>) 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;</li> <li>• promote high standards of corporate governance, seeking to achieve compliance with all provisions of the Code where possible;</li> </ul>	<ul style="list-style-type: none"> <li>• build the strength of the Company's brand and protect associated intellectual property;</li> <li>• ensure that all activities are in line with the Company's brand and deliver on the brand values;</li> <li>• develop and maintain good, open and transparent regulatory relationships;</li> <li>• ensure that the Group's business operates in line with all regulatory responsibilities;</li> <li>• ensure that there is clear articulation of responsibilities amongst members of the Executive Team with a clear organisational design;</li> <li>• ensure succession plans are put in place for the Executive Team (in conjunction with the Nominations Committee) and arrange appropriate development;</li> <li>• approve the appointment and termination of the employment of Executive Team members;</li> <li>• 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;</li> <li>• regularly 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;</li> <li>• ensure that the Group's balance sheet is robust and represents the agreed level of risk;</li> <li>• ensure that appropriate high level systems and controls are in place to deliver strong financial management, govern the businesses and manage risk;</li> <li>• provide management oversight of the activities of the Company's internal audit function;</li> </ul>
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<ul style="list-style-type: none"> <li>• devote as much of his/her time, attention, ability and skills as are reasonably required for the performance of his/her duties;</li> <li>• ensure that in carrying out their responsibilities, the Directors are able to comply with all relevant legislative and regulatory rules applicable to directors – in particular, taking into account the directors’ duties contained in the Companies Act 2006, the best practice principles of the Code, the Listing Rules and Disclosure Guidance and Transparency Rules issued by the Financial Conduct Authority, the EU Market Abuse Regulation (EU 596/2014), and any other relevant factors;</li> <li>• ensure, with the assistance of the Company Secretary, that new Directors are provided with a 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;</li> <li>• ensure that the development and on-going training needs of individual Directors and the Board as a whole are reviewed at least annually;</li> <li>• ensure that the CEO is appropriately informed of the Chair’s current areas of activities and work closely together with the CEO as a team to promote the long-term success of the Group;</li> <li>• agree with the CEO on the respective CEO/Chair roles in setting major tasks and in taking new initiatives;</li> <li>• have direct access to senior executives of the Company as the Chair deems necessary;</li> <li>• ensure that the performance of the Board, its Committees and each Director are evaluated at least annually, and externally every three years;</li> <li>• ensure appropriate action plans are put in place and implemented as a result of the evaluation;</li> <li>• hold meetings with the Non-Executive</li> </ul>	<ul style="list-style-type: none"> <li>• devote as much of his/her time, attention, ability and skills as are reasonably required for the performance of his/her duties;</li> <li>• ensure that in carrying out his/her responsibilities, he/she acts in accordance with: (i) all relevant legislative and regulatory rules applicable to directors – in particular, taking into account the directors’ duties contained in the Companies Act 2006, the best practice principles of the Code, the Listing Rules and Disclosure Guidance and Transparency Rules issued by the Financial Conduct Authority, the EU Market Abuse Regulation (EU 596/2014), and any other relevant factors; (ii) Board approved procedures; and (iii) resolutions of the Board;</li> <li>• ensure effective communication with shareholders, employees and other stakeholders, in order to understand their issues and concerns, and communicate issues to the Board;</li> <li>• leverage business partnerships and other third party relationships to drive strategic development of the business;</li> <li>• continue to grow the Company’s reputation externally;</li> <li>• ensure that the Chairman is appropriately informed of the CEO’s current areas of activities and work closely together as a team to promote the long-term success of the Group;</li> <li>• agree with the Chair on the respective CEO /Chair roles in setting major tasks and in taking new initiatives;</li> <li>• uphold the highest standards of integrity and probity and set clear expectations in respect of the Group’s culture, values and behaviours;</li> <li>• undertake regular and relevant training in order to maintain an appropriate level of competence;</li> <li>• effectively lead, manage and develop direct reports to ensure that they maximise their</li> </ul>
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<p>Directors, where the Executive Directors are not present (at least once per year);</p> <ul style="list-style-type: none"> <li>• 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;</li> <li>• ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders;</li> <li>• 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;</li> <li>• uphold the highest standards of integrity and probity and set clear expectations in respect of the Group's culture, values and behaviours;</li> <li>• provide an independent perspective and constructive challenge;</li> <li>• promote a culture of openness and debate, facilitating effective contributions from Non-Executive Directors;</li> <li>• ensure constructive relations between Executive Directors and Non-Executive Directors;</li> <li>• establish a close relationship of trust with the CEO and chief financial officer of the Company, providing support and advice whilst respecting executive responsibility;</li> <li>• consult with the senior independent director of the Company on Board matters;</li> <li>• represent the Group externally with key stakeholders; and</li> <li>• promote the highest standards of corporate governance and adhere to the spirit of the principles of the Group.</li> </ul>	<p>contribution to the business;</p> <ul style="list-style-type: none"> <li>• create, lead and maintain an effective, motivated and empowered organisation which supports the Company's brand values and is underpinned by effective communication;</li> <li>• represent the Group externally with key stakeholders; and</li> <li>• promote the highest standard of corporate governance and adhere to the spirit of the principles of the Group.</li> </ul>
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