



Rachel Scarrabelotti
Finsbury Dials
20 Finsbury Street
London
EC2Y 9AQ

27 September 2022

PRIVATE AND CONFIDENTIAL

Ben Tidswell

By email: Ben.Tidswell@**GRO**

Dear Ben,

Appointment as Interim Chair – further to Letter of Appointment dated 21 July 2021 and addendum to Letter of Appointment dated 20 January 2022

Further to the approval of the shareholder and the Post Office Limited Board, I am writing to confirm your appointment as Interim Chair of the Board of Directors for a period of 2 months from 1 October 2022 to 30 November 2022.

You shall be paid an additional fee of £10,000 for the period whilst you serve as Interim Chair, which shall be paid in two equal instalments monthly in arrears through PAYE after deduction of any taxes and other duties.

The additional responsibilities required of the Chair of the Board are set out in the Appendix.

All other terms and conditions, as set out in your Letter of Appointment dated 21 July 2021 and the addendum to your Letter of Appointment dated 20 January 2022 remain unchanged.

I would be grateful if you could please sign and date the below to record your agreement.

Yours sincerely,

GRO

Rachel Scarrabelotti (Company Secretary)
For and on behalf of Post Office Limited

GRO

28/09/2022

Ben Tidswell

Date of signature

APPENDIX

- 1.1 In your role as independent Non-Executive Chair, you shall also be required to:
- (a) provide constructive challenge, strategic guidance, offer specialist advice and hold management to account;
 - (b) scrutinise and hold to account the performance of management and individual executive directors against agreed performance objectives;
 - (c) determine appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing executive directors and in succession planning;
 - (d) satisfy yourself on the integrity of financial and narrative statements and the Company's risk management and internal control systems;
 - (e) take opportunities such as attendance at general and other meetings, to understand shareholder concerns and to meet with key customers and members of the workforce from all levels of the organisation to have an understanding of the business and its relationships with significant stakeholders;
 - (f) consider ways of reaching out to increase your visibility with the workforce and gain insights into the culture and concerns at different levels of the business;
 - (g) satisfy yourself as to the Company's ongoing and consistent compliance with any regulatory responsibilities;
 - (h) devote time to developing and refreshing your knowledge and skills;
 - (i) uphold the highest standards of integrity and probity and support the executive directors in instilling the appropriate values, behaviours and culture in the boardroom and beyond;
 - (j) insist on receiving high-quality information sufficiently in advance of Board meetings and seek clarification or amplification if you consider the information provided is inadequate or lacks clarity;
 - (k) take into account the views of shareholders, including but not limited to views of the Special Shareholder communicated annually by way of a letter to you as Chair, and other stakeholders where appropriate;
 - (l) make sufficient time available to discharge your responsibilities effectively;
 - (m) exercise relevant powers under, and abide by, the Articles;
 - (n) disclose the nature and extent of any direct or indirect interest you may have in any matter being considered at a Board or committee meeting and, except as permitted under the Articles you will not vote on any resolution of the Board, or of one of its committees, on any matter where you have any direct or indirect interest;
 - (o) immediately report your own wrongdoing or the wrongdoing or proposed wrongdoing of any employee or other director of the Company of which you become aware to the Senior Independent Director;

- (p) exercise your powers as a director in accordance with the Company's policies and procedures, internal control framework and the Bribery Act 2010;
- (q) not do anything that would cause you to be disqualified from acting as a director; and
- (r) shall give regard to Framework Agreements entered into with the Special Shareholder from time to time.

1.2 In addition, in your role as Chair you should:

- (a) Chair the Board and general meetings of the Company;
- (b) Set the Board's agenda (primarily focused on strategy, performance, value creation, and accountability and having due regard to Government policy in respect of the provision of postal services and guidance from representatives of the Special Shareholder) and ensure that adequate time is available for all agenda items, in particular strategic issues;
- (c) Set clear expectations in respect of the Company's culture, values and behaviours, and the style and tone of Board discussions;
- (d) Ensure that the Board determines the nature and extent of the significant risks the Company is willing to embrace in implementing its strategy;
- (e) Ensure the Board has effective decision making processes and applies sufficient challenge to major proposals;
- (f) Ensure that Board committees are properly structured with appropriate terms of reference;
- (g) Encourage all Board members to engage in Board and committee meetings by drawing on their skills, experience, knowledge, and, where appropriate, their independence;
- (h) Develop productive working relationships with all executive directors and the Chief Executive Officer;
- (i) Consult the Senior Independent Director on Board matters in accordance with relevant obligations of the UK Corporate Governance Code;
- (j) Demonstrate ethical leadership and promote and highest standards of integrity, probity and corporate governance throughout the Company and particularly at Board level;
- (k) Ensure that the Board receives timely, accurate, and clear information;
- (l) Ensure effective communication with the Shareholder and other stakeholders and that directors are made aware of the views of the Shareholder;
- (m) Promote a culture of mutual respect, openness, and debate, by facilitating the effective contribution of non-executive directors in particular and ensuring constructive relations between executive and non-executive directors;
- (n) Ensure that any new directors participate in a full, formal and tailored induction programme;

- (o) Regularly review and agree with each director their training and development needs;
- (p) Ensure that the performance of the Board, its committees, its individual directors is evaluated at least once a year and act on the results of such evaluation; and
- (q) Be aware of, and respond to, your own development needs.