

Corporate Governance report

‘Every company should be headed by an effective board which is collectively responsible for the long-term success of the company.’

The UK Corporate Governance Code, Principal A.1

MEETING ATTENDANCE

The Board held regular meetings during 2016 and received accurate and timely information. Only the attendance of Directors is shown in the table below, although members of the Executive Committee have also attended at the invitation of the Chairman and Chief Executive Officer.

A full list of Directors who served during the year are set out in the attendance table below.

	Attendance	No. of meetings
Will Samuel*	4	4
Mark Allen	7	7
Andrew Cripps**	6	7
Geoff Drabble	7	7
Tiffany Hall	7	7
Matthew Ingle	7	7
Richard Pennycook	7	7
Mark Robson	7	7
Michael Wemms***	6	7

* Will Samuel retired from the Board on 5 May 2016.

** Andrew Cripps was unable to attend the Board meeting on 15 February 2016 due to ill health.

*** Michael Wemms was unable to attend the Board meeting on 3 November 2016 due to a conflict with another commitment.

This table and the attendance tables in the Committee reports show the number of meetings individual Directors could have attended (taking account of eligibility, appointment and retirement dates during the year) and their actual attendance.

If a Director is unable to attend a meeting, they are still provided with all the papers and information relating to the meeting and are encouraged to discuss the issues arising directly with the Chairman and Executive Directors. The Non-Executive Directors also met three times during the year without the Executive Directors present.

INTRODUCTION FROM THE CHAIRMAN

The continuing success of Howdens' business is dependent on its ability to sustain its strong and distinctive culture, which from the outset has been based on personal accountability and respect for the individual.

Simply put, the purpose of our Board and our corporate governance framework is to safeguard the interests of stakeholders and to help ensure the successful development of the business over the long-term. With these objectives in mind, the Board is committed to upholding the highest standards of corporate governance and making sure that the procedures and practices of the business continue to be fair, appropriate, proportionate, effective and compliant with both the spirit and the letter of the UK Corporate Governance Code.

The Board considers itself to be highly accountable to shareholders and it is entirely cognisant of its responsibilities to its other stakeholders. Through challenge and collaboration the Board has continued to safeguard the outstanding execution of strategy and entrepreneurial culture which has made the business so successful.

Whilst it is important to recognise that shareholder and stakeholder sentiment may change over time, the core principals of fairness and good governance do not. Howdens will continue to guard against complacency, to take a long-term view on strategy and to ensure that robust and proportional procedural safeguards are in place.

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

www.howdenjoinerygroupplc.com/investors/governance/schedule-matters/index.asp