

## **THOMSON REUTERS**

### **Position Description for the Chairman of the Board of Directors**

The Corporate Governance Guidelines adopted by the Board of Directors (the “Board”) of Thomson Reuters Corporation (the “Corporation”) provide that the Board will in each year elect from among its members a Chairman who is not the Chief Executive Officer or otherwise a member of senior management.

The Chairman is principally responsible for overseeing the operations and affairs of the Board.

#### ***Specific Role and Responsibilities***

The Chairman will:

- ensure that appropriate procedures are in place to allow the Board to work effectively and efficiently and to function independently of senior management;
- chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual directors and ensuring that clarity regarding decisions is reached and duly recorded;
- ensure that the responsibilities of the Board are understood by both the Board and senior management and that the boundaries between the responsibilities of the Board and those of senior management are understood and respected;
- maintain an effective relationship between the Board and senior management;
- provide direction and advice to senior management, including helping to determine strategy, defining strategic issues, maintaining accountability to shareholders and other stakeholders and building relationships;
- ensure that the Board and its committees have the necessary resources to support their work, in particular, accurate, timely and relevant information;
- ensure compliance with the corporate governance policies of the Board, including those regarding regularity and conduct of Board and committee meetings, managing and reporting information and other policies relating to the Board’s business;
- provide leadership to ensure that the Board works as a cohesive team;

- in consultation with any Deputy Chairman, the Lead Independent Director, the other directors, the Secretary and the Chief Executive Officer, establish the agenda for the Board meetings;
- chair meetings of the shareholders of the Corporation;
- work closely with the Chief Executive Officer, any Deputy Chairman and the Lead Independent Director to ensure that Thomson Reuters maintains a healthy corporate governance culture;
- in conjunction with the Corporate Governance Committee, approach potential candidates for positions on the Board, once potential candidates are identified, to explore their interest in joining the Board;
- work closely with the Chief Executive Officer to ensure effective relations with the Board, shareholders, other stakeholders and the public;
- ensure that functions are delegated to appropriate committees and that those functions are carried out and the results reported to the Board;
- ensure that appropriate processes are in place for evaluation of the Chief Executive Officer; and
- perform any additional duties requested by the Board from time to time.

In fulfilling his duties, the Chairman will work closely with any Deputy Chairman and the Lead Independent Director who will either directly or indirectly assist in ensuring that the foregoing roles and responsibilities are satisfactorily addressed. In addition, the Secretary is responsible for assisting the Chairman in managing the operations and affairs of the Board and for performing additional duties requested by the Chairman.

**Adopted effective March 6, 2019**