

THOMSON REUTERS

Position Description for the Chairman of the Board of Directors

The Corporate Governance Guidelines adopted by the Thomson Reuters Board provide that the Thomson Reuters 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 of Thomson Reuters.

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

Specific Role and Responsibilities

The Chairman will:

- ensure that appropriate procedures are in place to allow the Thomson Reuters Board to work effectively and efficiently and to function independently of senior management;
- chair meetings of the Thomson Reuters Board, 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 Thomson Reuters Board are understood by both the Thomson Reuters Board and senior management and that the boundaries between the responsibilities of the Thomson Reuters Board and those of senior management are understood and respected;
- maintain an effective relationship between the Thomson Reuters 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 Thomson Reuters 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 Thomson Reuters Board, including those regarding regularity and conduct of Thomson Reuters Board and committee meetings, managing and reporting information and other policies relating to the Thomson Reuters Board's business;
- provide leadership to ensure that the Thomson Reuters Board works as a cohesive team;

- in consultation with the Deputy Chairmen, the other directors, the Secretary to the Thomson Reuters Board and the Chief Executive Officer, establish the agenda for the Thomson Reuters Board meetings;
- chair meetings of the shareholders of Thomson Reuters;
- work closely with the Chief Executive Officer and the Deputy Chairmen 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 Thomson Reuters Board, once potential candidates are identified, to explore their interest in joining the Thomson Reuters Board;
- work closely with the Chief Executive Officer to ensure effective relations with the Thomson Reuters 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 Thomson Reuters Board;
- ensure that appropriate processes are in place for evaluation of the Chief Executive Officer; and
- perform any additional duties requested by the Thomson Reuters Board from time to time.

In fulfilling his duties, the Chairman will work closely with the Deputy Chairmen who will either directly or indirectly assist in ensuring that the foregoing roles and responsibilities are satisfactorily addressed. In addition, the Secretary to the Thomson Reuters Board, who reports directly to the Chairman and Deputy Chairmen, will ensure that appropriate processes and resources are in place to enable the Thomson Reuters Board to operate effectively.

Adopted effective April 17, 2008