

## CHAIRMAN OF THE BOARD ROLE STATEMENT

**Reporting to:** The Board

**Purpose:** To lead the Board

**Responsibilities:**

- Conduct Board meetings and general meetings.
  - In conjunction with the CEO, plan the agenda items and timings for Board meetings so as to enable the Board to fulfil its role.
  - Lead the Board and ensure its effectiveness in all aspects of its role, including to:
    - provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
    - determine the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives and review management performance;
    - establish the Company's values and standards for which the Board has responsibility (either legal, regulatory or as part of best practice) and ensure that its obligations to its shareholders and others are understood and met;
    - ensure adequate succession planning is in place for the Group's most senior management;
    - establish and monitor the Group's policies and performance in the area of corporate social responsibility;
    - carry out an annual assessment of its performance.
  - Ensure the membership of the Board is appropriate to the needs of the business and that Board members are given the information necessary to take a full and constructive part in Board discussions and to discharge their responsibilities.
  - Ensure Board committees carry out their appropriate duties and report to the Board.
  - Assess and provide feedback to the CEO on their performance including ensuring that appropriate personal objectives are established and advising him towards their achievement.
  - Participate in the establishment and development of outside contacts with the business community, the City, shareholders, potential investors and the public including attendance at Company results announcements and discussions with existing shareholders to maintain understanding of their views on the Company's performance and management.
  - Act as an experienced and trusted source of guidance and counsel to the CEO across the complete range of their responsibilities.
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## CHIEF EXECUTIVE ROLE STATEMENT

**Reporting to:** The Board

**Purpose:** To lead the delivery of the Group's strategy and the executive management of the Group

**Responsibilities:**

- Lead the development and implementation of strategy and processes which enable the Group to meet the requirements of its shareholders.
  - Meet the Group's budgets and other financial objectives.
  - Lead the design and development of the policies and processes required for the direction and management of the organisation.
  - Create the appropriate organisation design and environment for the recruitment, engagement, retention and development of the personnel necessary to deliver the strategy.
  - Set objectives for their direct reports and manage their achievement.
  - Ensure management of subsidiary companies is appropriate to the needs of the Group.
  - Represent the Group and further its best interests with the business community, the City, shareholders, potential investors, customers, suppliers and the public, acting as the principal spokesperson for the Company (unless otherwise agreed by the Board in specific circumstances or for specific purposes).
  - Ensure compliance with legal and regulatory requirements.
  - Monitor standards of corporate governance (including financial control).
  - Keep the Board informed on all of the above matters in a timely manner.
  - Provide the Board with regular and wide-ranging information on the Group's performance, conditions and trends in its markets, succession planning for senior roles and other matters of importance to the understanding of the Group's business and future plans.
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## SENIOR INDEPENDENT DIRECTOR ROLE STATEMENT

**Reporting to:** The Board

**Purpose:** To provide support and guidance to the Chairman and to other non-executive directors.

**Responsibilities:**

- To be available to the Company's shareholders if they have concerns which contact through the normal channels of the Chairman, Chief Executive or other executive directors have failed to resolve or for which such contact is inappropriate.
  - Attend sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.
  - Act as a sounding board for the Chairman of the Board, providing support for them in the delivery of their objectives.
  - In certain circumstances, work with the Chairman and other directors and shareholders (as necessary) to resolve any significant issues.
  - Chair the Nomination Committee when it is considering the succession to the role of Chairman of the Board.
  - Meet with the non-executive directors at least once a year to appraise the Chairman's performance and on such other occasions as are deemed appropriate.
  - Act as Chair of the Board in the absence of the Chairman or in circumstances where there is a conflict of interest.
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