

ROLE OF THE CHAIRMAN

The Chairman is accountable to the board of directors (the "Board"). The Chairman is not responsible for executive matters regarding the Group's business. Other than the Group Chief Executive and (in respect of the limited matters set out herein and other matters directly relating to the Board) the Company Secretary, no executive reports to him other than through the Board.

The Chairman is responsible for:

1. Key responsibilities

- a. Setting the style and tone of Board discussions and creating the overall conditions for Board and director effectiveness.
- b. Ensuring that the Board as a whole is enabled to play a full and constructive part in the development and determination of the Group's strategy and overall commercial objectives.
- c. Ensuring that the development of the Group's businesses and the protection of the reputation of the Company and its subsidiaries receives sufficient attention from the Board.

2. Meetings

- . Ensuring that the Board's agenda takes full account of the important issues facing the Group, the concerns of all Board members and that it primarily focuses on strategy, performance, value creation and accountability and that issues relevant to those areas are reserved for Board decision.
 - a. Ensuring that members of the Board receive accurate, timely and clear information on the Group's performance; the issues, challenges and opportunities facing the Group; and in relation to matters which are reserved to it for decision.
 - b. Ensuring that the Board determines the nature, and extent, of the significant risks the Group is willing to take to achieve its strategic objectives.
 - c. Arranging, where appropriate, such informal meetings involving directors, including between non-executive directors, as may be required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.

3. Induction, development and performance evaluation

- . Ensuring that new directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary.
 - a. Taking the lead in identifying and seeking to meet the development needs both of individual directors and of the Board as a whole, facilitated by the Company Secretary who reports to the Chairman as well as the Group Chief Executive in this regard.
 - b. Ensuring that the performance of the Board as a whole, each of its Committees, and each individual Director as regards their Board and/or Committee role(s), is formally and rigorously evaluated at least once a year.

4. Relations with shareholders

- . Ensuring that there is effective and appropriate communication of financial and other information by the Company to its shareholders, by the Group Chief Executive and other executive management, and, when necessary by himself and/or by the non-executive directors of the Board.
 - a. Ensuring that all members of the Board develop an understanding of the views of the major investors in the Company and that there is an open dialogue with shareholders.

5. Annual General Meeting

Arranging for the Chairmen of the Board's Committees to be available to answer questions at the Annual General Meeting and for all directors to attend.

6. Other responsibilities

In addition, the Chairman should:

- . Demonstrate ethical leadership.
- a. Promote the highest standards of integrity, probity and corporate governance throughout the Group and specifically at Board level.
- b. Ensure, with the advice of the Company Secretary where appropriate, that the Board's approved procedures, including the Matters Reserved to the Board for its decision and each Committee's Terms of Reference, are appropriate and are complied with.
- c. Ensure that succession planning and the composition of the Board are regularly reviewed.
- d. Proposing, in conjunction with the Nomination Committee, the membership of the Board's Committees and their Chairmen.