

ROLE OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer reports to the Chairman (acting on behalf of the Board) and to the Board directly. The Chief Executive Officer is responsible for all executive management matters affecting the Group. All members of executive management report, either directly or indirectly, to the Chief Executive Officer.

The Chief Executive Officer is responsible for:

1. **1. Key responsibilities**

- a. Leading the executive management of the Group's business, consistent with the strategy and commercial objectives agreed by the Board.
 - b. Leading the executive team in effecting the Board's, and where applicable its Committees', decisions.
 - c. Ensuring that the Chairman is alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which they might otherwise not be aware.
 - d. Working with the Operating Companies, for researching, proposing and developing the Group's strategy and overall commercial objectives, in consultation with the Chairman and the Board.
 - e. In delivering the Group's strategic and commercial objectives the Chief Executive Officer is responsible for the maintenance and protection of the reputation of the Company and its subsidiaries.

2. **Meetings**

- . Providing input into the Board's agenda from themselves and other members of the executive team.
 - a. Maintaining a dialogue with the Chairman on the important and strategic issues facing the Group, and proposing Board agendas to the Chairman which reflect these.
 - b. Ensuring that the executive team gives appropriate priority to Board reporting in an accurate, timely and clear nature.

3. **Directors and senior management**

- . Commenting on induction programmes for new directors and ensuring that appropriate management time is made available for the process.
 - a. Ensuring that the development needs of the executive directors and other senior management reporting to them are identified and endeavoured to be met.
 - b. Providing information and advice on succession planning, to the Chairman, the Nomination Committee, and (as applicable) members of the Board.
 - c. Ensuring that Management Development Reviews regarding their executive and management duties are carried out at least annually in respect of all the executive directors. Providing input to the wider Board evaluation process.

4. **Relations with shareholders**

Leading the communication programme with the Company's shareholders.

5. **Other responsibilities**

- . Setting and leading the vision and purpose of the organisation.
 - a. Promoting, and conducting the affairs of the Group with, the highest standards of integrity, probity and corporate governance.

- b. Ensuring, in consultation with the Chairman and the Company Secretary as appropriate, that the executive team comply with the Board's approved procedures, including Matters Reserved to the Board for its decision and each Committee's Terms of Reference.
- c. Providing input to the Chairman and Company Secretary on appropriate changes to the Matters Reserved to the Board and Committee Terms of Reference.