

ROLE OF THE CHAIRMAN

The Chairman is responsible for:

1. Leadership and culture

- a) Leading the Board and being responsible for its overall effectiveness in directing the Company, demonstrating objective judgment, ethical leadership and promoting a culture of openness and debate.
- b) Setting the style and tone of Board discussions and creating the overall conditions for Board and director effectiveness, ensuring that all non-executive directors make an effective contribution.
- c) 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.
- d) 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

- a) 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 issues relevant to those areas which are reserved for Board decision.
- b) Ensuring that members of the Board receive accurate, timely and clear information.
- c) Ensuring that the Board determines the nature, and extent, of the significant risks the Group is willing to take to achieve its strategic objectives.
- d) 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

- a) Ensuring that new directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary.
- b) 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.
- c) 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 and that an externally facilitated Board evaluation is conducted every three years.
- d) Act on the results of the Board evaluation by recognising the strengths and addressing any weaknesses of the Board.

4. Relations with shareholders and other stakeholders

- a) Seeking regular engagement and open dialogue with major shareholders to understand their views on governance and performance against strategy. Assisting Committee chairs in their engagement with shareholders on significant matters related to their areas of responsibility.
- b) 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.
- c) Ensuring that the Board, as a whole, has a clear understanding of the views of shareholders and other key stakeholders, including the workforce.
- d) To chair general meetings of the Company making sure they are conducted in a proper and efficient manner.

5. Corporate Governance

- a) Promoting the highest standards of integrity, probity and corporate governance throughout the Group and specifically at Board level.
- b) Ensuring, with the advice of the Company Secretary where appropriate, that the Board's approved procedures, including the Matters Reserved to the Board and each Committee's Terms of Reference, are appropriate and are complied with.
- c) Ensuring that succession planning and the composition of the Board are regularly reviewed, so that the Board has a balance of skills, experience, independence and knowledge, and reflect the needs of the business.
- d) Proposing, in conjunction with the Nomination Committee, the membership of the Board's Committees and their Chairmen.