

THE ROLE OF THE COMPANY SECRETARY

The Company Secretary is responsible for advising the Board on corporate governance and regulatory matters. To this end, the role of the Company Secretary shall comprise the following key responsibilities.

1. Corporate Governance, Listing Rules, and Related Matters

- a) Keeping under close review all legislative, regulatory, and corporate governance matters that might affect the Company's operations, and ensuring the Board is fully briefed on these and that it has regard to them when taking decisions.
- b) To ensure, where applicable, that the standards and / or disclosures required by the UK Corporate Governance Code and UK Listing Rules are observed.
- c) To ensure compliance with the continuing obligations of the Listing Rules and DTR.
- d) To ensure compliance with the Market Abuse Regulations, ensuring that the Board and senior management are fully aware of its responsibility to ensure that it does not mislead the market by putting out or allowing the release of misleading information about its financial performance or trading condition, or by omitting to state information which it should state, or by engaging in a course of conduct which could amount to misleading the market.

2. Board and Board Committees

- a) Ensuring the smooth running of the Board's activities by setting agendas, preparing papers and presenting papers to the Board. Advising on Board procedures and ensuring the Board follows them. Ensuring that minutes accurately reflect the views of the Board.
- b) Ensuring that all Board committees are properly constituted and provided with clear terms of reference. Attending Board committee meetings at the request of the Chair of the committee.
- c) To act as a confidential sounding board to the Chair of the Board, non-executive Directors and executive Directors on points that may concern them.
- d) To act as a primary point of contact and source of advice and guidance for Directors as regards the Company and its activities in order to support the decision-making process. This will apply particularly to non-executive Directors.
- e) To induct new Directors into the business and give guidance on their roles and responsibilities.

3. Statutory Records

- a) To ensure that the Company complies with its Articles of Association.
- b) To ensure the correct implementation of proper authorised changes in the structure of the Company's share and loan capital.
- c) Implementing and administering directors' and employees share participation schemes.
- d) Ensuring that procedures are in place for the correct administration of subsidiary companies and the maintenance of the Group's structure.

4. Annual Report, AGM and Other Matters

- a) Co-ordinating the publication and distribution of the Company's annual report and accounts and half year reports, in consultation with the Company's internal and external advisers.
- b) Making arrangements for, and managing, the Annual General Meeting and establishing, with the Board's agreement, the items to be considered at the AGM, including resolutions dealing with governance matters.

- c) In conjunction with the Company's registrars to maintain the Company's register of members; dealing with transfers and other matters affecting shareholdings; dealing with queries and requests from shareholders.
- d) To oversee communications with shareholders including – arranging payment of dividends; issuing documentation regarding rights issues and capitalisation issues; maintaining good general shareholder relations; maintaining good relations with institutional shareholders and proxy advisory bodies.