



# Responsibilities of the Chairman

## Overall Responsibility

The Company's board of directors (the "**Board**") has appointed a Chairman of the Board and a Chief Executive Officer to separate the two key tasks within the Company:

- (i) the running of the Board, which is delegated to the Chairman; and
- (ii) the executive responsibility for the running of the Company's business, which is delegated to the Chief Executive Officer.

The Chairman's primary role is therefore to ensure that the Board and individual directors are able to operate efficiently by setting the agenda, style and tone of Board discussions to promote effective decision-making and constructive debate.

## Specific matters

It is the responsibility of the Chairman to:

- Chair meetings of the Board.
- Ensure that the Board has an appropriate balance of membership.
- Ensure that all directors are enabled to play their full part in the Board's activities and, with the Chief Executive Officer, that all appropriate information is available to them in good time.
- Ensure that the Company's purpose, values and strategy are clearly established and that they are aligned with its culture.



- Ensure that the appropriate strategy for the Company is developed by the Chief Executive Officer and management, for consideration and approval by the Board, and that it is followed and implemented.
- Ensure that the Board achieves its objectives of:
  - (i) assessing and monitoring the Company's culture and how it has been embedded;
  - (ii) monitoring regularly the Company's investments and their performance;
  - (iii) reviewing the periodic statements released to the market;
  - (iv) establishing and maintaining the effectiveness of a framework of prudent and effective controls, which enable risk to be assessed and managed;
  - (v) receiving reports from Board committees; and
  - (vi) monitoring feedback from shareholders.
- Ensure that the performance of the Chief Executive Officer is monitored.
- Act as chairman of the Nomination Committee and take responsibility for Board succession planning, in particular for the Chief Executive Officer and, in conjunction with the Chief Executive Officer, for other executive directors.
- Ensure, with the assistance of the Company Secretary, that a comprehensive, formal and tailored induction programme is provided for new directors and ensure that the continuous training and development needs of Board members are met.
- Ensure that the corporate governance of the Board is conducted in accordance with best practice and that the Board's performance is regularly monitored.
- Ensure that the Board committees properly perform their functions.
- Chair general meetings of the Company.
- Ensure, in conjunction with the Chief Executive Officer, that effective communication with shareholders is maintained and that Board members develop an understanding of the views of major investors.
- Represent the Company externally as may be required.
- Ensure workforce policies and practices are consistent with the Company's values and support its long-term sustainable success and that the workforce is able to raise any matters of concern.