



ROLES AND RESPONSIBILITIES OF THE CHAIRMAN AND CHIEF EXECUTIVE

The company's Articles of Association provide for the business of the company to be managed by the Board of Directors, subject to the provisions of the Companies Acts, the memorandum and articles and special resolutions of the company in general meeting. Further, the Board may entrust to any director any of its powers, authorities and discretions, upon and subject to such terms and conditions as the Board thinks fit.

The positions of chairman and chief executive are two distinct positions, each with its own areas of responsibility, conferred by and accountable to the board as a whole. The positions are occupied by separate individuals. This statement is by way of clarification of their respective responsibilities and does not amend or qualify the general duties of the position-holder as a director (whether under the Companies Act or at law) or to take decisions objectively in the interests of the company.

CHAIRMAN

The chairman is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of its role, including the good governance of the company and the effective operation of its committees. In discharging this responsibility, the chairman:

- ensures the composition of the Board reflects the skills, attributes and experience appropriate to the company's existing and planned business operations;
- provides leadership, ensuring that the Board agenda is primarily focused on strategy, performance, value creation and accountability, and ensures that issues relevant to these areas are reserved for board decision;
- makes certain that the board has effective decision making processes and applies sufficient challenge to major proposals;
- ensures directors receive accurate, timely and clear information;
- ensures channels are in place for effective communication with shareholders and other stakeholders on the company's performance and policies including (but not limited to) remuneration policy, share schemes and incentives, and corporate governance and, in particular, ensuring that all directors are made aware of the views of those who provide the company's capital;
- promotes a culture of openness and debate by facilitating the effective contribution of non-executive directors, in particular, ensuring that there exist constructive relationships between executive and non-executive directors; and
- makes certain that the board determines the nature, and extent, of the significant risks the company is willing to embrace in the implementation of its strategy, and that there are no 'no go' areas which prevent the directors from operating effective oversight in this area.

The chairman takes the lead on issues of director development, and, with the company secretary having a key role, ensuring that these needs are met. This includes induction programmes for new directors, acting on the results of the annual board evaluation and ensuring directors continually update their skills, knowledge and familiarity with the company sufficient to enable them to fulfil their role on the board and board committees.

- The chairman demonstrates the highest standards of integrity and probity, setting clear expectations concerning the company's culture, values and behaviours.

The role of chairman is a non-executive position.

The chairman is expected to devote such time to his role as is requisite for him to satisfy himself that the board is functioning effectively, the company is carrying out the strategy set by the board and the executive is conducting the company's business on the bases and in accordance with the principles set out by the board.

Whilst the chairman holds himself available at all times for contact with major shareholders, unless specifically requested to participate in discussions or to provide information or explanations, the chairman will, when approached, refer enquiries to the chief executive, or, if the matter concerns his performance as chairman or other matters with which it is not appropriate for him to deal, to the senior independent non-executive director.

CHIEF EXECUTIVE

The chief executive is responsible for proposing strategy to the board, and ensuring effective implementation of the strategy set by the Board for the company's business. In discharging this responsibility the chief executive:

- ensures that the company has in place senior executives of such disciplines, expertise, skills and experience as are required to implement the company's strategy and to identify and effectively respond to the opportunities and challenges which present from time to time;
- ensures that all appropriate mechanisms are in place effectively to report on the company's actual and forecast performance against its objectives and on the implementation of its strategy;
- sets and monitors the achievement of objectives for:-
 - senior executives and their contribution for the company's business; and
 - business units and their performance, ensuring that such objectives support the company's overall business strategy;
- conducts communications with shareholders on the company's performance, ensuring that major shareholders have the opportunity for regular dialogue with the company on issues of concern to them and, in particular, that any changes in policy or strategy are effectively articulated to shareholders; and
- provides leadership to the company's employees by establishing and maintaining measures which attract, retain and motivate suitable employees and which promote and reward their successful development of skills and attributes to contribute to the company's success.

The role of chief executive is a full-time executive position.