

THE ROLE OF THE CHIEF EXECUTIVE

The Chairman and the Chief Executive collectively are responsible for the leadership of the Company. The Chairman's primary responsibility is for leading the Board and ensuring its effectiveness whilst the Chief Executive is responsible for running the Company's business.

In fulfilling his executive role, the Chief Executive acts within the authority delegated to him by the Board. His specific responsibilities include:

- leading the members of the Executive Committee in the day to day running of the Group's businesses;
- developing and presenting to the Board the strategy of the Group at both Group and Divisional level;
- recommending to the Board an annual budget and medium term projections for the Group;
- reviewing on a monthly basis the operational performance and strategic direction of the Group's businesses;
- managing the Group's risk programmes including the environmental, health and safety performance of the businesses;
- approving acquisitions, investments, divestments and major contracts in accordance with authority levels delegated by the Board;
- approving annually the Group's management development and succession plans for senior management, and approving appointments and termination of employment of executives in Grades A and B and the appointment of non-executive directors to the boards of subsidiary companies;
- together with the Chairman, briefing and obtaining the views of the Non-Executive Directors on general and specific matters;
- together with the Chairman, providing input to the Remuneration Committee in relation to both its recommendations to the Board on the policy for the remuneration of the Executive Directors and its approval of the detailed terms of service of the Executive Directors and the Company Secretary;
- together with the Chairman, advising the Board in its determination of the fees of the Non-Executive Directors (other than the Chairman);
- as a member of the Nominations Committee, agreeing with the Committee a description of the role and capabilities required in respect of the appointment of an Executive Director, leading the search process if such appointment is external and making recommendations to the Committee on candidates (including internal candidates if appropriate) for such appointments;
- making recommendations to the Audit Committee on the appointment and termination of the Head of Corporate Audit;

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- ensuring that an adequate programme is in place to maintain an appropriate level of contact with major shareholders and, together with the Chairman, ensuring that their views are communicated to the Board;
- in conjunction with the Chairman, representing the Company to customers, suppliers, government, shareholders, financial institutions and the community.