

THE ROLE OF THE CHAIRMAN

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.

The role of the Chairman includes:

- setting the Board agenda, ensuring that Directors receive accurate, timely and clear information to enable them to take sound decisions, ensuring that sufficient time is allowed for discussion of all agenda items (in particular strategic, complex or contentious issues), and encouraging active engagement by all members of the Board;
- taking the lead in providing a comprehensive, formal and tailored induction programme for new Directors, and regularly reviewing and agreeing with each Director their training and development needs to ensure that they have the skills and knowledge to fulfil their role on the Board and on Board Committees;
- evaluating annually the performance of each Board member in his/her role as a Director, and ensuring that the performance of the Board as a whole and its Committees is evaluated annually. Holding meetings with the Non-Executive Directors without the executives being present;
- together with the Chief Executive, briefing and obtaining the views of the Non-Executive Directors on general and specific matters and, where appropriate, arranging for informal meetings to enable thorough preparation for Board discussion;
- ensuring effective communication with shareholders and in particular that the Company maintains contact with its principal shareholders on matters relating to strategy, governance and Directors' remuneration. Together with the Chief Executive, ensuring that the issues and concerns of major shareholders are communicated to the Board as a whole;
- as Chairman of the Nominations Committee, initiating change and planning succession in Board appointments (other than in relation to the appointment of a successor as Chairman) in accordance with procedures agreed from time to time by the Board;
- together with the Chief Executive, 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 Chief Executive, advising the Board in its determination of the fees of the Non-Executive Directors (other than the Chairman);
- being available to the Chief Executive to advise on matters relating to strategy and operations;
- in conjunction with the Chief Executive, representing the Company to customers, suppliers, government, shareholders, financial institutions and the community.