

THE GOVERNANCE ROLE OF THE COMPANY SECRETARY

The role of the Company Secretary includes specific responsibility for the sound governance of the Company and for the guidance of the Board in the execution of its tasks. The Secretary has responsibility for:

- ensuring the smooth running of the Board's and Board Committee's activities by helping the Chairman to set agendas, preparing and presenting papers to the Board and Board Committees, advising on Board procedures and ensuring that the Board follows them;
- acting as a primary point of contact and source of advice and guidance for, particularly, Non-Executive Directors as regards the Company and its activities in order to support the decision making process;
- facilitating the induction of new Directors into the business and their roles and responsibilities, and assisting in the ongoing training and development of Directors;
- keeping under close review all legislative, regulatory and corporate governance developments 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;
- ensuring, where applicable, that the standards and/or disclosures required by the UK Corporate Governance Code annexed to the UK Listing Rules are observed and, where required, reflected in the Annual Report;
- ensuring compliance with all legal and regulatory requirements including the continuing obligations of the Listing Rules, the Disclosure and Transparency Rules and all statutory filing requirements;
- together with the Human Resources Director, keeping in touch with the debate on Corporate Social Responsibility and stakeholders, and monitoring all developments in this area and advising the Board in relation to its policy and practices with regard to Corporate Social Responsibility and its reporting on that matter;
- managing relations with investors, particularly institutional investors, with regard to corporate governance issues and the Board's practices in relation to corporate governance; and
- making arrangements for and managing the whole process of 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.