

Role of Chairman

The Chairman is responsible for:

1. Meetings

- Chairing Board and Nomination Committee meetings and sitting on other Committees as appropriate.
- Setting the Board agenda, ensuring it is primarily focused on strategy, performance, value creation and accountability, and ensuring that issues relevant to these areas are reserved for Board decision.
- Managing and leading the Board and ensuring its effectiveness on all aspects of its role, including ensuring that the regularity and frequency of meetings is sufficient for the Board to operate effectively, and that adequate time is available for discussion of all agenda items.
- Setting the tone and style of Board discussions to promote effective decision making and constructive debate.
- Ensuring that there is appropriate delegation from the Board to Executive Management.
- Ensuring that the Board is fully informed about all issues on which the Board will have to make a decision and that the information is accurate, clear and received in a timely manner, in order to enable the Board to effectively promote the success of the Group.

2. The Board

- Facilitating and encouraging active engagement and effective contribution by all members of the Board.
- Ensuring constructive relations between the Executive and Non-Executive Directors.
- Holding meetings with the Non-Executive Directors, without the Executive Directors being present.
- Ensuring that new Directors receive a formal induction programme, which may be facilitated by the Company Secretary.
- Ensuring that the development needs of Directors are identified and met.
- Identifying the development needs of the Board as a whole and taking appropriate measures to enhance its overall effectiveness.
- Ensuring that the performance of the Board, its Committees and individual Directors is evaluated annually and ensuring that the results of such evaluation are acted upon, including where appropriate and through the Nomination Committee, proposing the appointment of new Directors or seeking the resignation of others.
- Ensuring that the Board determines the nature, and extent, of the significant risks the Group is willing to embrace in the implementation of its strategy, and that there are no 'no go' areas which prevent Directors from operating effective oversight in this area.
- Ensuring the Board's Committees are properly structured with appropriate terms of reference.

- Consulting the senior independent Director on Board matters in accordance with the UK Governance Code.
- Ensuring that the Board regularly considers succession planning and the appropriateness of its composition.

3. Relations with shareholders

- Ensuring effective communication is maintained with shareholders.
- Maintaining sufficient contact with major shareholders in order to understand their issues and concerns, particularly in relation to governance, strategy and remuneration issues.
- Ensuring that the views of shareholders are communicated to the entire Board.

4. Additional responsibilities

- With the assistance of the Chief Executive and Company Secretary, promoting the highest standards of corporate governance, seeking compliance with the UK Corporate Governance Code. If full compliance is not possible, ensuring that the reasons for non-compliance are fully understood and agreed by the Board and explained to shareholders.
- Ensuring effective communications and implementation of Board / Board Committee decisions.
- Ensuring an appropriate balance is maintained between the interests of shareholders and other stakeholders.
- In conjunction with the Chief Executive, facilitating effective interaction between the Board and executive management and providing coherent leadership of the Group including representing the Group to staff, customers, suppliers, the media, the community and the public.

Reviewed and updated by the Board: effective 16 May 2014