

Non-Executive Chair

The Chair leads the Board, ensuring its effectiveness while taking account of the interests of the Group's various stakeholders, promoting high standards of corporate governance. Key responsibilities include:

1. Chairing the Board, its Nomination Committee, and General Meetings including the AGM.
2. Ensuring the Board's Committees are properly constituted and effectively chaired.
3. Ensuring that appropriate arrangements exist for the delegation of the Board's authority to Executive management and Committees of the Board.
4. Ensuring the effective running of the Board, demonstrating objective judgement and the highest standards of corporate governance, ensuring that sufficient time is afforded for the proper consideration of key matters.
5. Promoting openness and debate on the Board.
6. Ensuring the timely flow of information to the Board and ensuring members are well-informed to enable constructive discussion and sound decision-making.
7. Setting the Board's agenda in conjunction with the CEO and Company Secretary, focusing on strategy, performance, culture, stakeholders and accountability, and ensuring that this takes full account of the important issues facing the Group.
8. Ensuring the effective oversight of risk management by the Board.
9. Leading the performance evaluation of the Board and each of its members.
10. Providing a sounding board for the CEO on key business decisions, challenging proposals where appropriate.
11. Promoting the profile and perception of the Group publicly and amongst its stakeholders.
12. Ensuring effective communication and engagement with shareholders and other stakeholders on key matters and that members of the Board understand the views such shareholders and other stakeholders.
13. Ensuring the effective oversight of Board membership and succession planning in conjunction with the Nomination Committee, taking into accounts the skills, experience, knowledge, and diversity of Board members.
14. Ensuring, with the support of the CEO and Company Secretary, that effective induction programmes exist for onboarding new Board members.
15. Encouraging the continued development of the Directors and the Board as a whole.

Chief Executive Officer

The Chief Executive leads in the development and implementation of strategy and has overall responsibility for the management and performance of the Group's businesses. Other key responsibilities include:

1. Overall leadership and executive management of the Group's businesses.
2. Developing and implementing the Group's strategy and commercial objectives.
3. Promoting the Group's culture and behaviours and adhering to the highest standards of integrity and governance.
4. Managing risk and risk mitigation strategies and safeguarding the reputation of the Group and its businesses.
5. Effecting the decisions of the Board and its Committees.
6. Establishing an annual budget consistent with the agreed strategy.
7. Providing input into the Board's agenda.

8. Ensuring that dialogue is maintained with the Chair on important issues facing the Group.
9. Ensuring open and regular communication and engagement with shareholders and other stakeholders.
10. Developing and overseeing the Group's Environmental, Social and Governance work, and sustainability strategy.

Senior Independent Director (SID)

Key responsibilities include:

1. Acting as a sounding board for the Chair.
2. Serving as an intermediary for other Directors, where necessary.
3. Being available to shareholders to deal with concerns which cannot otherwise be resolved through ordinary channels.
4. Leading in the performance evaluation of the Chair.
5. Ensuring an orderly succession process for the Chair.

Non-Executive Directors (including the Chair and SID)

The Non-executive Directors bring skills, knowledge and experience to the Board. Key responsibilities include:

1. Providing independent and constructive challenge to the Executive Directors.
2. Helping to develop Group strategy with an independent outlook.
3. Devoting time to develop and refresh knowledge and skills, and being well-informed about the Group.
4. Serving on Board Committees.
5. Satisfying themselves as to the accuracy of the Group's financial results and the effectiveness of controls and systems of risk management.
6. Determining appropriate levels of remuneration of Executive Directors.
7. Having a key role in succession planning.

Date of approval

31 July 2024

Date of next review

April 2025