Roles of the Chair and Group Chief Executive

Statement of Division of Responsibilities between the Chair and the Chief Executive

1. Reporting Lines	
Chair	**Group Chief Executive**
1.1 The Chair reports to the Board (the "Board").	1.1 The Group Chief Executive reports to the Chair (acting on behalf of the Board) and to the Board directly.
1.2 The Chair is not responsible for executive matters regarding the Group's business. Other than the Group Chief Executive and indirectly the Company Secretary, no executive reports to the Chair, other than through the Board.	1.2 The Group Chief Executive is responsible for all executive management matters affecting the Group. All members of executive management report, either directly or indirectly, to the Group Chief Executive.
2. Key Responsibilities	
Chair	**Group Chief Executive**
2.1 The Chair's principal responsibility is the effective running of the Board.	2.1 The Group Chief Executive's principal responsibility is running the Group's business.
2.2 The Chair is responsible for ensuring that the Board as a whole plays a full and constructive part in the development and determination of the Group's strategy and overall commercial objectives.	2.2 The Group Chief Executive is responsible for proposing and developing the Group's strategy and overall commercial objectives, which the Group Chief Executive does in close consultation with the Chair and the Board.
2.3 The Chair is the guardian of the Board's decision-making processes and responsible for an effective Board and Committee structure .	2.3 The Group Chief Executive is responsible, with the executive team, for implementing the decisions of the Board and its Committees.
3. Other Responsibilities	
Chair	**Group Chief Executive**
3.1 Running the Board and setting its agenda as well as the convening and chairing of the AGM.	3.1 Providing input to the Board's agenda from himself and other members of the executive team.
3.2 Ensuring that Board agendas take full account of the important issues facing the Group and the concerns of all Board members. There should be an emphasis on strategic, rather than routine, issues.	3.2 Ensuring that a dialogue with the Chair on the important and strategic issues facing the Group is maintained and proposing Board agendas to the Chair which reflect these.
3.3 Ensuring that the Board receives accurate, timely and clear information on: • the Group's performance • the issues, challenges and opportunities facing the Group and • matters reserved to it for decision.	3.3 Ensuring that the executive team gives appropriate priority to providing reports to the Board which contain accurate, timely and clear information.

Approved by the Board 24 October 2024

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3.4 Ensuring, with the advice of the Company Secretary where appropriate, compliance with the Board's approved procedures, including the schedule of Matters Reserved to the Board for its decision and each Committee's Terms of Reference.	3.4 Ensuring, in consultation with the Chair and the Company Secretary as appropriate, that the Group Chief Executive and the executive team comply with the Board's approved procedures, including the schedule of Matters Reserved to the Board for its decision and each Committee's Terms of Reference.
3.5 Arranging informal meetings of the directors, including meetings of the non-executive directors at which the executive directors are not present, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.	3.5 Ensuring that the Chair is alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which they might not otherwise be aware.
3.6 Proposing to the Board, in consultation with the Group Chief Executive, Company Secretary and Committee Chairs as appropriate: • a schedule of Matters Reserved to the Board for its decision • Terms of Reference for each Board Committee and • other Board policies and procedures.	3.6 Providing input to the Chair and Company Secretary on appropriate changes to the schedule of Matters Reserved to the Board and Committee Terms of Reference.
3.7 Chairing the Nomination Committee, and, in that role, initiating change and succession planning in Board appointments to retain and build an effective and complementary board, and to facilitate the appointment of effective and suitable members and Chairs of Board Committees.	3.7 Providing information and advice on succession planning, to the Chair, the Nomination Committee, and other members of the Board, particularly in respect of executive directors.
3.8 Proposing, in conjunction with the Nomination Committee, the membership of Board Committees and their Chairs.	3.8 If so appointed by the Board, serving on the Nomination Committee.
3.9 Ensuring that there is effective communication by the Group with its shareholders, including by the Group Chief Executive, Chief Financial Officer, and other executive management, and ensuring that members of the Board develop an understanding of the views of the major investors in the Group.	3.9 Leading the communication programme with shareholders and sell side analysts.

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Chair	Group Chief Executive
3.10 Taking the lead in providing a properly constructed induction programme for new directors, facilitated by the Company Secretary.	3.10 Commenting on induction programmes for new directors and ensuring that appropriate management time is made available for the process.
3.11 Taking the lead in identifying and seeking to meet the development needs both of individual directors and of the Board as a whole, assisted by the Company Secretary.	3.11 Ensuring that the development needs of the executive directors and other senior management reporting to him are identified and met.
3.12 Ensuring that the performance of the Board as a whole, its Committees, and individual directors is formally and rigorously evaluated at least once a year.	3.12 Ensuring that performance reviews are carried out at least once a year for each of the executive directors. Providing input to the wider board evaluation process.
3.13 Promoting the highest standards of integrity, probity, and corporate governance throughout the Group and particularly at Board level.	3.13 Promoting and conducting the affairs of the Group with the highest standards of integrity, probity, and corporate governance.
3.14 Arrange off-site visits for the Board to meet local management and to review local operations.	
3.15 With the exception of the Nomination Committee, the Chair will not be a member of the Board Committees but may attend these by invitation of the Committee Chair	
3.16 Keep in regular contact with the major shareholders to discuss governance matters	
4. Status of this Statement	
4.1 Any amendments to this statement are a Matter Reserved to the Board.	
4.2 This statement is to be annexed to the Group Chief Executive's job description. In the event of any conflict between this statement and the Group Chief Executive's job description in so far as they may relate to his role as Group Chief Executive, this statement shall take precedence.	

Initially approved by the board on 18 September 2013