

## Division of responsibilities

The Board has agreed a clear division of responsibilities between the Chair and the Chief Executive. The roles of the Chair, Chief Executive and other Directors are clearly defined so that no single individual has unrestricted decision-making powers.

Chair	Chief Executive
<ul style="list-style-type: none"><li>• Responsible for leading the Board</li><li>• Establishes the Group's values and standards and sets the tone from the top;</li><li>• Promotes the interests of the Company with special regard to Group planning and development to secure the Group's future and sustainable success;</li><li>• Promotes the Board, ensuring it functions efficiently and in conformity with the highest standards of corporate governance;</li><li>• Ensures Board meetings are effective and open and constructive debate is promoted, the views of all Directors are taken into account and adequate time is available for discussion on all agenda items;</li><li>• Ensures that shareholders and the Board receive accurate, timely, clear and high quality information;</li><li>• Chairs the Nomination Committee;</li><li>• Ensures effective induction and development of Directors;</li><li>• Ensures the performance of the Board, its Committees and individual Directors is formally evaluated annually, with an externally facilitated evaluation performed at least every three years;</li><li>• Facilitates effective and constructive relationships and communications between Non-Executive Directors and Executive Directors and senior management;</li><li>• Ensures effective communication with shareholders and other stakeholders, and that their views are understood by the Board; and</li><li>• Provides an appropriate balance of support and challenge to the Chief Executive in order to maintain an effective working relationship.</li></ul>	<ul style="list-style-type: none"><li>• Responsible for running the company day-to-day</li><li>• Promotes the creation and maintenance of a safe working environment and a safety-focused culture across the Group;</li><li>• Leads the management team in the day-to-day running of the Group's business, including chairing meetings of the Executive Committee;</li><li>• Develops the Group's business objectives and strategy having regard to the Group's responsibilities to its shareholders, customers, employees and other stakeholders;</li><li>• Ensures the business of the Group is conducted, and results are delivered, in the right way;</li><li>• Establishes and maintains an organisational structure that enables the Group's strategy to be implemented effectively;</li><li>• Leads communication with shareholders;</li><li>• Ensures at all times that the Group conducts its business in accordance with the legal requirements of the countries in which it operates and the Company's standards, if higher;</li><li>• Establishes a strong senior management team which has the knowledge, skills, attitude and motivation to achieve the Group's business objectives and strategy, and with appropriate succession planning to ensure that this continues in the future;</li><li>• Develops and maintains an effective framework of internal controls and risk management; and</li><li>• Ensures the Board is kept apprised in a timely manner of the issues facing the Group and of events and developments as they arise.</li></ul>

### **Senior Independent Director**

- acts as a point of contact for shareholders and other stakeholders to discuss matters of concern which would not be appropriate through the normal channels of communication with the Chair, Chief Executive or Chief Financial Officer;
- acts as a sounding board for the Chair and serves as an intermediary for the other Directors when necessary;
- meets with the Non-Executive Directors (without the Chair being present) at least annually and leads the Board in the ongoing monitoring and annual performance evaluation of the Chair; and
- deputises for the Chair, as necessary.

### **Committee Chair**

The Chair of a Board Committees fulfil an important role similar to that of the Chair of the Board in respect of that Committee. They should create conditions for overall Committee and individual director effectiveness. The Chair of Board Committees will preside at meetings of the Board Committees, ensuring that the Committee fulfil their responsibilities as set out in the terms of reference in an efficient and timely manner.

### **Non-Executive Directors**

The Non-Executive Directors provide a strong independent element to the Board and a solid foundation for good corporate governance. Although all Directors are equally accountable under the law for the stewardship of the Company's affairs, the Non-Executive Directors fulfil a vital role in corporate accountability. They have responsibility for constructively challenging the strategies proposed by the Executive Directors, scrutinising the performance of management in achieving agreed goals and objectives, as well as playing a leading role in the functioning of the main Board Committees. The Non-Executive Directors should have the appropriate balance of skills, experience, knowledge and independent judgement gained through experience in a variety of business sectors.