

# **STATEMENT OF DIVISION OF RESPONSIBILITIES BETWEEN THE CHAIR AND THE CHIEF EXECUTIVE**

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1. Reporting			
Chair		Chief Executive	
1.1	The Chair reports to the Board of the Company (the “Board”).	1.1	The 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 Chief Executive, no executive reports to the Chair, other than through the Board.	1.2	The Chief Executive is responsible for all executive management matters affecting the Group. All members of executive management report, either directly or indirectly to them.
2. General Responsibilities			
Chair		Chief Executive	
2.1	The Chair’s principal responsibility is the effective leadership and running of the Board.	2.1	The Chief Executive’s principal responsibility is running the Group’s business and chairs the Group Executive’s Committee.
2.1	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 Chief Executive is responsible for proposing and developing the Group’s strategy and overall commercial objectives, which they do in close consultation with the Chair and the Board, and execution of that strategy following the approval of the Board. They are also responsible for recommending to the Board an annual budget and 3-year financial plan and ensuring their achievement following Board approval.
2.3	The Chair is the guardian of the Board’s decision-making processes	2.3	The Chief Executive is responsible, with the executive team, for implementing the decisions of the Board and its Committees.
3. Other Responsibilities			
Chair		Chief Executive	
3.1	Running the Board and setting its agenda and ensuring that adequate time is available for discussion of agenda items, particularly in respect of strategic issues.	3.1	Providing input to the Board’s agenda from themselves 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 they maintain a dialogue with the Chair on important and strategic issues facing the Group, and proposing Board agendas to the Chair which reflect these.
3.3	Ensuring that the Board receives accurate, timely and clear information on:	3.3	Ensuring that the executive team gives appropriate priority to providing reports to

	<ul style="list-style-type: none"> <li>– The Group’s performance;</li> <li>– The issues, challenges and opportunities facing the Group; and</li> <li>– Matters reserved for it for decision.</li> </ul>		the Board which contain accurate, timely and clear information.
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 for the Board and each Committees’ Terms of Reference.	3.4	Ensuring, in consultation with the Chair and the Company Secretary as appropriate, that they and the executive team comply with the Board’s approved procedures including the Schedule of Matters reserved for 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 he might not otherwise be aware.
3.6	Proposing to the Board, in consultation with the Chief Executive, Company Secretary and Committee Chairs as appropriate: <ul style="list-style-type: none"> <li>– a schedule of Matters reserved for the Board for its decision;</li> <li>– Terms of Reference for each Board Committee; and</li> <li>– Other Board policies and procedures</li> </ul>	3.6	Providing input to the Chair and Company Secretary on appropriate changes to the Schedule of Matters Reserved for the Board and Committee Terms of Reference.
3.7	Chairing the Nomination Committee, and, in that role, initiating chance 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 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 Chief Executive, Chief Financial Officer and other executive management, and ensuring that members of the Board	3.9	Leading the communication programme with shareholders.

	develop an understanding of the views of the major investors in the Group.		
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 training and development needs both of individual directors and of the Board as a whole, assisted by the Company Secretary.	3.11	Ensuring that the training and 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 higher 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	Chairing of the AGM, and any other general meetings, and arranging for the Chairs of Board Committees to be available to answer questions at the AGM and for all directors to attend.	3.14	Approving the appointment to the boards of Group subsidiary companies.

### Notes:

- Any amendments to this Statement are a Matter Reserved for the Board under clause 10.1 of that schedule.
- This statement is to be annexed to the Chief Executive’s Job Description. In the event of any conflict between this statement and the Chief Executive’s Job Description in so far as they may relate to his role as Group Chief Executive, this statement shall take precedence.