

## Board and executive roles

The key governance roles and responsibilities of the board are outlined below:

<i>Chairman</i>	<i>Chief executive officer</i>	<i>Finance director</i>
<ul style="list-style-type: none"> <li>• Responsible for the leadership of the board and ensuring its overall effectiveness</li> <li>• Sets the board agenda, ensuring that there is sufficient time available for the discussion of all items, and that the board meets with appropriate frequency</li> <li>• Acts as facilitator at board meetings to ensure that no director, whether executive or non-executive, dominates the discussion, ensures that the discussion is appropriate and that the discussions result in logical and understandable outcomes</li> <li>• Demonstrates objective judgement and encourages open and honest dialogue between all board members</li> <li>• Leads and manages the dynamics of the board, providing direction and focus</li> <li>• Ensures that the board sets the strategy of the group and assists in monitoring the progress towards achieving the strategy</li> <li>• Oversees the integrity and effectiveness of the governance processes of the board</li> <li>• Leads the development of and monitors the effective implementation of policies and procedures for the induction, training and professional development of all board members</li> <li>• Responsible for the evaluation of the performance of the board collectively, non-executive board members individually and contributes to the evaluation of the performance of the executive directors</li> <li>• Maintains regular dialogue with the CEO in respect of all operational matters and consults with the remainder of the board promptly on any relevant matter</li> <li>• Ensures that the board sets the tone from the top, in regard to culture</li> <li>• Serves as the primary interface with regulators and other stakeholders on behalf of the board</li> </ul>	<ul style="list-style-type: none"> <li>• Leads and manages the group within the authorities delegated by the board</li> <li>• Develops and recommends business plans, policies and objectives for consideration by the board, taking into consideration business, economic and political trends that may affect the operations of the group</li> <li>• Develops strategic proposals for consideration and recommendation to the board</li> <li>• Implements the decisions of the board and delivers the agreed strategic objectives</li> <li>• Ensures the group's unique culture is embedded and perpetuated</li> <li>• Develops and supports the growth of all the groups' businesses</li> <li>• Monitors and manages the day-to-day operational requirements and administration of the group</li> </ul>	<ul style="list-style-type: none"> <li>• Leads and manages the group finance functions</li> <li>• Provides the board with updates on the group's financial performance</li> <li>• Provides strategic and financial guidance to ensure that the group's financial commitments are met</li> <li>• Submits reports, financial statements and consolidated budgets for consideration by the board</li> <li>• Oversees the financial management of the group including financial planning, capital, cash flow and management reporting</li> <li>• Develops all necessary policies and procedures to ensure the sound financial management and control of the group's business</li> </ul>

## CORPORATE GOVERNANCE

(continued)

<i>Senior independent director</i>	<i>Non-executive director</i>	<i>Company secretary</i>
<ul style="list-style-type: none"> <li>• Addresses any concerns or questions from shareholders and non-executive directors</li> <li>• Provides a sounding board to the chairman</li> <li>• Leads the board in the assessment of the effectiveness of the chairman, and the relationship between the chairman and the CEO</li> <li>• Acts as a trusted intermediary for non-executive directors, if required, to assist them in challenging and contributing effectively to the board</li> </ul>	<ul style="list-style-type: none"> <li>• Brings unique perspectives to the boardroom to facilitate constructive dialogue on proposals</li> <li>• Constructively challenges and contributes to assist in developing the group's strategy</li> <li>• Monitors the performance of management against their agreed strategic goals</li> <li>• Oversees the effectiveness of internal controls and the integrity of financial reporting</li> <li>• Reviews succession planning for the board and management</li> <li>• Oversees the risk management framework</li> <li>• Oversees the remuneration of the executive directors and the group's employees</li> </ul>	<ul style="list-style-type: none"> <li>• Maintains the flow of information to the board and its committees and ensures compliance with board procedures</li> <li>• Minutes all board and committee meetings to record the deliberations and decisions taken therein</li> <li>• Provides expertise to effect board compliance with relevant legislation and regulations</li> <li>• Ensures good corporate governance is implemented and advises the chairman and board in that regard</li> <li>• Guides the directors collectively and individually on their duties, responsibilities and powers</li> <li>• Reports any failure on the part of the group or any individual director to comply with the articles or the relevant legislation</li> <li>• Ensures board procedures are followed and reviewed regularly</li> <li>• Ensures applicable rules and regulations for conducting the affairs of the board are complied with</li> <li>• Facilitates a programme for the induction and ongoing development of directors</li> <li>• Maintains statutory records in accordance with legal requirements</li> <li>• Guides the board on how its responsibilities should be properly discharged in the best interests of the organisation</li> <li>• Keeps abreast of, and informs, the board of current and new developments regarding corporate governance thinking and best practice</li> </ul>