

BOARD AND EXECUTIVE ROLES

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

Chair

- Leads the effective operation and governance of the Board
- Sets agendas which support efficient and balanced decision-making
- Ensures effective Board relationships and a culture that supports constructive discussion, challenge and debate
- Leads the development of and monitors the effective implementation of policies and procedures for the induction, training and professional development of all Board members
- Oversees 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
- Ensures that the Board sets the tone from the top, in regard to culture
- Serves as the primary interface with regulators and other stakeholders on behalf of the Board.

Chief Executive

- Leads and manages the Group within the authorities delegated by the Board
- Proposes and directs the delivery of strategy as agreed by the Board
- Develops and recommends business plans, policies, strategies and objectives for consideration by the Board, taking into consideration business, economic and political trends that may affect the operations of the Group
- Ensure the Group's culture is embedded and perpetuated across the organisation
- Develops and supports the growth of all the Group's businesses
- Monitors and manages the day-to-day operational requirements and administration of the Group.

Finance Director / CFO

- Leads and manages the Group finance functions
- Provides the Board with updates on the Group's financial performance
- Provides strategic and financial guidance to ensure that the Group's financial objectives and commitments are met
- Oversees the financial management of the Group including financial planning, capital, cash flow and management reporting
- Develops all necessary policies and procedures to ensure the sound financial management and control of the Group's business.

Senior Independent Director

- Acts as a sounding board for the Chair
- Leads the Board in the assessment of the effectiveness of the Chair
- Acts as a trusted intermediary for Non-executive Directors, if required, to assist them in challenging and contributing effectively to the Board
- Addresses any concerns of shareholders and other stakeholders that are unable to be resolved through normal channels, or if contact through these channels is deemed inappropriate.

Non-Executive Director

- Brings unique perspectives to the boardroom to facilitate constructive dialogue on proposals
- Constructively challenges and contributes to assist in developing the Group's strategy
- Monitors the performance of management against agreed strategic goals
- Oversees the effectiveness of internal controls and the integrity of financial reporting
- Reviews succession planning for the Board and management
- Oversees the risk management framework
- Oversees the remuneration of the Executive Directors and the Group's employees.

Company Secretary

- Maintains the flow of information to the Board and its committees and ensures compliance with Board procedures
- Ensures and keeps the Board updated on corporate governance developments
- Facilitates a programme for the induction and ongoing development of directors
- Provides advice, services and support to all directors as and when required.