



## Role Descriptions for Chairman, SID and Chief Executive

The Board believes that there should be a clear division of responsibility between the Chairman of the Board, who has responsibility for running the Board, and the Chief Executive, who has responsibility for running the Company's business, and the Senior Independent Director.

### Chairman's Job Description and Responsibilities

The Chairman is responsible for:

- leadership of the Board and the effective management of Board meetings
- ensuring that all relevant issues are on the Board agenda and that directors are fully enabled to contribute to relevant discussions and debate
- ensuring the board is informed about the views of shareholders, the workforce, customers and other key stakeholders
- shaping the culture in the boardroom
- leading the annual Board evaluation and ensuring that all directors receive appropriate induction and training
- ensuring that the board determines the nature, and extent, of the significant risks the company is willing to embrace in the implementation of its strategy.

### Senior Independent Director (SID)

The principal duties of the Senior Independent Director are to:

- provide a sounding board for the Chairman and serve as an intermediary to the other directors where necessary
- be available to shareholders should they have any concerns that the usual channels of communication (e.g. via the Chairman, Group Chief Executive, or Chief Financial Officer) have failed to resolve or are not appropriate
- chair meetings of the directors in the absence of the Chairman
- lead the annual evaluation of the Chairman's contribution to the Board
- attend meetings with major shareholders to develop a balanced understanding of any issues and concerns which they may have
- work with the other non-executive directors to resolve issues as and when necessary
- lead the orderly succession process for the Chairman, working closely with the Nomination Committee.

If the SID is a candidate for the role, the Board will nominate an alternative Director to lead the process.

### Chief Executive (CE)

The Chief Executive's priority is the management of the Group through the executive directors and senior management team. With regards to the effectiveness of the Board, the Chief Executive is responsible for:

- developing, proposing and executing strategy for the Group
- supporting the Chairman to promote an appropriate culture, values, standards of governance and behaviours in all parts of the organisation
- sharing the views of senior management, employees, customers and other key stakeholders on issues of relevance to the Board, explaining any divergence of view in a balanced way
- ensuring the Board receives comprehensive, accurate and high quality information in a timely manner
- providing access to company operations and senior management as required to develop the Board's understanding of the Group's business.

These Role Profiles were approved by the Board on 18 March 2020.