

Role of Executive Chairman and CEO

The Executive Chairman and CEO's primary role is to direct the strategy of the Company towards profitable growth and operation of the Company, and to ensure that the Board is effective in its tasks of setting and implementing such strategy. As Executive Chairman and CEO, you are expected to act as the leading representative in presenting the Company's aims and policies to stakeholders, clients, suppliers and employees. In particular, it is the responsibility of the Executive Chairman and CEO to:

- a) Formulate and successfully implement the strategic plan to deliver profitable growth.
 - b) Develop strategic operating plans that reflect the objectives and priorities established by the Board.
 - c) Formulate and successfully implement Company policies and procedures.
 - d) Put in place adequate operational planning and financial control systems.
 - e) Ensure the operating objectives and standards of performance are not only understood but owned by the Management team.
 - f) Closely monitor the operating and financial results against plans and budgets.
 - g) Lead on development and implementation of ESG strategy and communication.
 - h) Assume full accountability to the Board for all Company operations.
 - i) Take remedial action where necessary and informing the Board of significant changes.
 - j) Maintain the operational performance of the Company.
 - k) Represent the Company to major customers and professional associations.
 - l) Build and maintaining an effective executive team.
 - m) Lead the involvement of the executive directors and senior management and maintain oversight of their activities.
 - n) Act as the principal spokesperson for the Company to external parties, investors, media, local communities, government and current and prospective customers and suppliers.
 - o) Provide leadership to the Board
 - p) Maintain a productive working relationship with the executive directors
 - q) Chair the Board and general meetings of the Company. In conjunction with the Senior Independent Director, set the Board's agenda. The agenda should take full account of the issues and concerns of all Board members. Agendas should be forward-looking and concentrate on strategic matters, performance, value creation, culture, stakeholders and accountability, rather than formulaic approvals of proposals which can be the subject of appropriate delegated powers to management.
 - r) Shape the culture in the boardroom.
 - s) Ensure that all members of the Board receive accurate, timely and clear information, to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the Company,
 - t) Manage the Board to ensure that sufficient time is allowed for discussion of complex or contentious issues, where appropriate arranging for informal meetings beforehand to enable thorough preparation for the Board discussion. It is particularly important that non-executive directors have sufficient time to consider critical issues and are not faced with unrealistic deadlines for decision-making.
 - u) Keep track of the contribution of individual directors and ensure that they are all involved in discussions and decision-making by drawing on their skills, experience and knowledge. At all meetings the Chair should direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.
 - v) Make certain that the Board determines the nature and extent of the significant risks the Company is willing to embrace in the implementation of its strategy and that there are no "no go" areas which prevent directors from operating effective oversight in this area, including maintaining an effective framework for internal controls and risk.
 - w) Ensure that the Board will discharge its duties in fulfilment of good corporate governance practice, including that all directors are aware of their responsibilities and are able to discharge their statutory duties.
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Role of Executive Chairman and CEO - continued

- x) In conjunction with the Senior Independent Director, oversee the succession planning of executive management.
- y) In conjunction with the Senior Independent Director, to take a leading role in determining the composition and structure of the Board. This will involve regular reviews of the overall size of the Board, the balance between executive and non-executive directors and the balance of age, experience, diversity and personality of the directors.
- z) Take a lead in providing a properly constructed induction programme for new directors that is comprehensive, formal and tailored, and provide guidance and mentoring to new directors as appropriate.
- aa) Ensure that Board committees are properly structured with appropriate terms of reference and that committee membership is periodically refreshed.
- bb) Ensure that sufficient time is allowed at the board for committees to report on the nature and content of discussion, on recommendations, and on actions to be taken.
- cc) Hold meetings with the non-executive directors without the executives present to facilitate a full and frank airing of views.
- dd) Consult the Senior Independent Director on Board matters in accordance with the UK Corporate Governance Code.
- ee) Demonstrate ethical leadership and promote the highest standards of integrity, probity and corporate governance throughout the Company and particularly at Board level.
- ff) Ensure effective engagement with shareholders, the workforce, customers and other key stakeholders and ensure that the board listens to their views.
- gg) Demonstrate objective judgement and promote a culture of trust, mutual respect, open communication and debate by facilitating constructive board relations and the effective contribution of all non-executive directors.
- hh) In conjunction with the Senior Independent Director, ensure that the development needs of the Board as a whole are addressed with a view to enhancing its overall effectiveness as a team.
- ii) Ensure that the performance of the Board, its committees and individual directors is evaluated at least once a year, acknowledging that the Senior Independent shall lead the annual board performance review and report outcomes to the Board, and act on the results of such evaluation.
- jj) Be aware of and respond to your own development needs.
- kk) In conjunction with the Senior Independent Director periodically review, with the Company Secretary, whether the Board and Company's governance processes are fit for purpose and consider any improvements and initiatives that could strengthen the governance of the Company.