



### **Written statement of the division of responsibilities between Chairman and Group Chief Executive.**

The **Chairman** is primarily responsible for the overall operation, leadership and governance of the Board. He is responsible for setting the agenda and the tone and style of Board discussions, promoting a culture of openness and debate that supports effective decision-making and creating the conditions for overall Board and individual director effectiveness, which includes ensuring the directors receive information in an accurate, clear and timely manner. He meets regularly with the Group Chief Executive and other senior management to stay informed.

The **Group Chief Executive** is responsible for executive management of the Group's business, consistent with the strategy and commercial objectives agreed by the Board. This includes ensuring that the strategy is effectively communicated and promoted within and outside the business and building positive relationships with all the Group's stakeholders.

#### **Role of Senior Independent Director**

The Senior Independent Director supports the Chairman in the delivery of his responsibilities as required, and provides a sounding board to the Chairman, as well as acting as an intermediary for other directors, if needed.

The Senior Independent Director is also available to shareholders if they have concerns which contact through the normal channels of Chairman, Group Chief Executive or Group Finance Director has failed to resolve or for which such contact is inappropriate.

The Senior Independent Director holds meetings with the non-Executive Directors without the Chairman being present to review the Chairman's performance as part of the internal Board evaluation process and would, when appropriate, chair the Nomination Committee when considering succession to the role of Chairman of the Board.

#### **Role of Non-Executive Directors**

The role of the non-Executive Director is to constructively challenge and help develop proposals on strategy; to scrutinise the performance of management in meeting agreed goals and objectives; and to monitor the reporting of performance. They meet with the Chairman without the Executive Directors being present and meet with the Senior Independent Director without the Chairman being present to review the Chairman's performance.

Approved by the Board: April 2019