

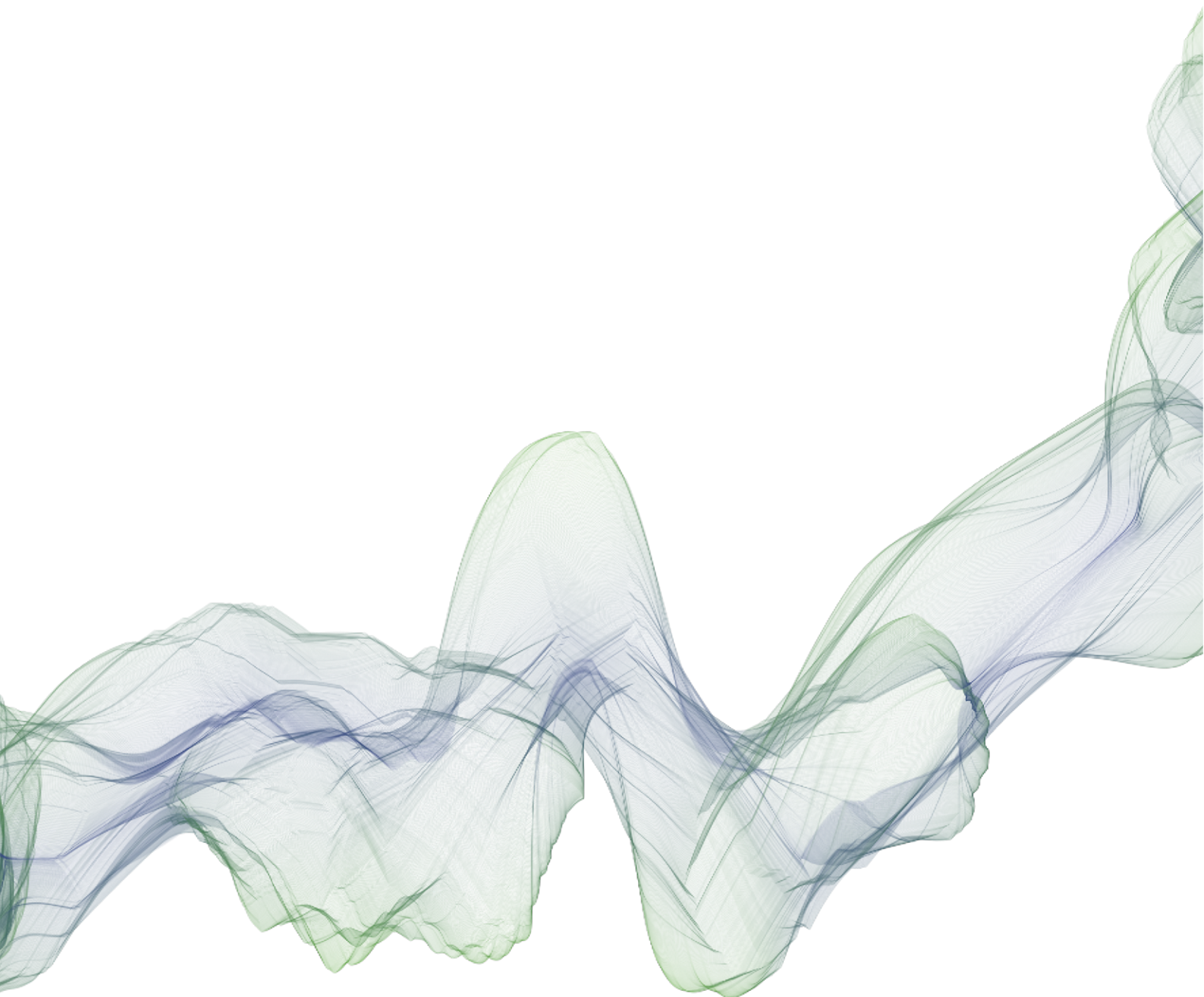
THE ROLES OF THE CHAIR, CHIEF EXECUTIVE OFFICER, SENIOR INDEPENDENT DIRECTOR & NON- EXECUTIVE DIRECTORS

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1. ROLE OF CHAIR

The Chair is responsible for:

1.1 MEETINGS

- Chairing board and general meetings and those of the Nomination Committee.
- Running the board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- Setting the board agenda, taking into account the issues and concerns of all board members. The agenda should be forward looking, concentrating on strategic matters.
- Ensuring that there is appropriate delegation of authority from the board to executive management.
- Ensuring that the directors receive accurate, timely and clear information, including that on the company's current performance, to enable the board to take sound decisions, monitor effectively and provide advice to promote the success of the company.
- Managing the board to allow enough time for discussion of complex or contentious issues. The Chair should ensure that directors (particularly non-executive directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.

1.2 DIRECTORS

- Facilitating the effective contribution of non-executive directors and encouraging active engagement by all members of the board by promoting a culture of openness and debate.
- Ensuring constructive relations between the executive and non-executive directors.
- Holding meetings with the non-executive directors without the executives present.

1.3 INDUCTION, DEVELOPMENT AND PERFORMANCE EVALUATION

- Ensuring that new directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary.
- Ensuring that the development needs of directors are identified and, with the Company Secretary having a key role, that these needs are met. The directors should be able to continually update their skills and the knowledge and familiarity with the company required to fulfil their role on the board and its committees.
- Identifying the development needs of the board as a whole to enhance its overall effectiveness as a team.
- Ensuring the performance of the board, its committees and individual directors is evaluated at least once a year and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the board. Where appropriate, through the Nomination Committee, proposing that new members be appointed to the board or seeking the resignation of others.

1.4 RELATIONS WITH SHAREHOLDERS

- Ensuring effective communication with shareholders.
- Maintaining sufficient contact with major shareholders to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them.
- Ensuring that the views of shareholders are communicated to the board as a whole so that all directors develop an understanding of their views.

1.5 AGM

- Arranging for the Chairs of board committees to be available to answer questions at the AGM and for all directors to attend.

1.6 IN ADDITION, THE CHAIR SHOULD

- Uphold the highest standards of integrity and probity.
- Set the agenda, style and tone of board discussions to promote effective decision making and constructive debate.
- Ensure that they are fully informed about all issues on which the board will have to make a decision, through briefings with the Chief Executive Officer, the Company Secretary, and members of the Executive Management as appropriate.
- Ensure clear structure for, and the effective running of, board committees.
- Ensure effective implementation of board decisions.
- Promote effective relationships and open communication between executive and non-executive directors both inside and outside the boardroom, ensuring an appropriate balance of skills and personalities.
- Build an effective and complementary board, and with the Nomination Committee, initiate change and plan succession in board appointments (except that of a successor as Chair) subject to board and shareholder approval.
- With the assistance of the Company Secretary, promote the highest standards of corporate governance, seeking compliance with the Combined Code. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the board and explained to shareholders.
- Ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community).
- Ensure the long term sustainability of the business.
- Ensure the continual improvement in quality and calibre of the executives.
- Establish a close relationship of trust with the Chief Executive Officer and Chief Financial Officer, providing support and advice while respecting executive responsibility.
- Provide coherent leadership of the company, including, in conjunction with the Chief Executive Officer, representing the company to customers, suppliers, governments, shareholders, financial institutions, the media, the community and the public.

2. ROLE OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is accountable to and reports to the board. The Chief Executive Officer is responsible for running the group's business and for the following matters (within the authority limits delegated by the board):

2.1 BUSINESS STRATEGY AND MANAGEMENT

- Developing group objectives and strategy having regard to the group's responsibilities to its shareholders, customers, employees and other stakeholders.
- The successful achievement of objectives and execution of strategy following presentation to, and approval by, the board.
- Recommending to the board an annual budget and 3 year financial plan and ensuring their achievement following board approval.
- Optimising as far as is reasonably possible the use and adequacy of the group's resources.

2.2 INVESTMENT AND FINANCING

- Examining all trade investments and major capital expenditure proposed by subsidiary companies and the recommendation to the group board of those which, in a group context, are material either by nature or cost.
- Identifying and executing acquisitions and disposals, approving major proposals or bids.
- Leading geographic diversification initiatives.
- Identifying and executing new business opportunities outside the current core activities.

2.3 RISK MANAGEMENT AND CONTROLS

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- Managing the group's risk profile, including the health and safety performance of the business, in line with the extent and categories of risk identified as acceptable by the board.
 - Ensuring appropriate internal controls are in place.

2.4 BOARD COMMITTEES

- Making recommendations on remuneration policy, executive remuneration and terms of employment of the senior executive team, including the Company Secretary to the Remuneration Committee.
- Making recommendations to the Nomination Committee on the role and capabilities required in respect of the appointment of executive directors.

2.5 COMMUNICATION

- Providing a means for timely and accurate disclosure of information, including an escalation route for issues.

2.6 RELATIONS WITH SHAREHOLDERS

- Ensuring effective communication with shareholders.
- Maintaining sufficient contact with major shareholders to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them.
- Ensuring that the views of shareholders are communicated to the board as a whole so that all directors develop an understanding of their views.

2.7 OTHER

- Setting group HR policies, including management development and succession planning for the senior executive team and approving the appointment and termination of employment of members of that team.

2.8 THE DUTIES WHICH DERIVE FROM THESE RESPONSIBILITIES INCLUDE:

- Leading the executive directors and the senior executive team in the day to day running of the group's business, including chairing the executive team meetings and communicating its decisions/recommendations to the board.
- Ensuring effective implementation of board decisions.
- Regularly reviewing the operational performance and strategic direction of the group's business.
- Regularly reviewing the group's organisational structure and recommending changes as appropriate.
- Formalising the roles and responsibilities of the senior executive team, including clear delegation of authorities.
- Supervising the activities of subsidiary companies' most senior executives.
- Developing senior teams within subsidiaries and ensuring succession planning.
- Developing the following policies for board approval and then implementing them:
 - Codes of ethics and business practice;
 - Share dealing code;
 - Health and safety policy, risks and procedures (to be reviewed annually);
 - Communications policy (including procedures for the release of price sensitive information);
 - Investor relations policy;
 - Corporate social responsibility policy (including environmental, employee communications and employee disability);
 - Charitable donations policy.

3. ROLE OF SENIOR INDEPENDENT DIRECTOR (“SID”)

The SID will be responsible for:

3.1 SHAREHOLDERS

- Being available to shareholders if they have concerns which contact through the normal channels of Chair, Chief Executive Officer or Chief Financial Officer has failed to resolve or for which such contact is inappropriate.
- Attending sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.

3.2 CHAIR

- Chairing the Nomination Committee when considering succession to the role of Chair of the board.
- Meeting with the non-executive directors at least once a year to appraise the Chair's performance and on such other occasions as are deemed appropriate.
- Ensuring that all group policies and procedures are followed and conform to the highest standards.
- Together with the Chair, providing coherent leadership of the company, including, representing the group to customers, suppliers, government, shareholders, financial institutions, employees, the media, the community and the public.
- Keeping the Chair informed on all important matters.

4. ROLE OF NON-EXECUTIVE DIRECTOR

4.1 LEADERSHIP

Non-executive directors should constructively challenge and help develop proposals on strategy including:

- Scrutinising the performance of management in meeting agreed goals and objectives.
- Monitoring the reporting of performance.
- Satisfying themselves on the integrity of financial information.
- Ensuring financial controls and systems of risk managements are robust and defensible.
- Determining appropriate levels of remuneration of executive directors.
- Playing primary role in appointing and where necessary, removing executive directors and succession planning.

Non-executive directors should have meetings without the executive directors and should meet without the Chair present at least annually (and on other occasions deemed appropriate) to appraise the Chair's performance.

Non-executive directors should ensure that any concerns about the running of the company or course of proposed action are recorded in the company's board minutes and, if necessary following resignation, should provide a written statement to the Chair for circulation to the board.

4.2 EFFECTIVENESS

To ensure that non-executive directors perform their role effectively:

- Non-executive directors should allocate sufficient time to the company to discharge their responsibilities effectively and undertake that they will have sufficient time to meet what is expected of them.
- Non-executive directors should disclose other significant commitments to the board before appointment (with a broad indication of the time involved) and should inform the board of any subsequent changes.

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- All directors should receive induction on joining the board and should regularly update and refresh their skills and knowledge.
 - There should be an annual evaluation of all directors, including non-executive directors.
 - Non-executive directors, led by the SID, should be responsible for performance evaluation of the Chair, taking into account the views of executive directors.
 - The board should set out for shareholders in the papers accompanying a resolution to elect a non-executive director why they believe an individual should be elected and when proposing re-election that the individual's performance continues to be effective.

4.3 RELATIONS WITH SHAREHOLDERS

Non-executive directors should expect to attend meetings if requested by major shareholders for the purposes of discussing governance and strategy.

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