



**POLICY ON DIVISION OF  
RESPONSIBILITIES**



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In order to confirm that there is an appropriate balance of power in the board, the reporting lines and key responsibilities of the chairman of the board, the lead independent director and the chief executive officer are set out below:

### **CHAIRMAN**

#### **1. Reporting Lines**

- 1.1 The chairman is accountable to the board.
- 1.2 The chairman is an executive chairman and has sight of executive matters regarding the company's business. However, other than the chief executive officer and (in respect of the limited matters set out here in and other matters directly relating to the board) the company secretary, no executive reports to him other than through the board.

#### **2. Key Responsibilities as per King III**

- 2.1 Setting the ethical tone for the board and the company.
- 2.2 Providing overall leadership to the board without limiting the principle of collective responsibility for board decisions.
- 2.3 Ensuring, in conjunction with the chief executive officer and the company secretary, that an annual work plan for the Board is developed and playing an active part in setting the agenda for board meetings.
- 2.4 With the assistance of the Remuneration and Nomination Committee:
  - 2.4.1 identifying and participating in the nomination of individuals for appointment as directors;
  - 2.4.2 overseeing a formal succession plan for directors and senior management of the company;
  - 2.4.3 ensuring that a formal programme of induction and continuing professional education for directors is adopted and, in general, enhancing the confidence of new directors and encouraging them to speak and make a meaningful contribution at board meetings; and
  - 2.4.4 ensuring that the on-going effectiveness and development of the Board, board committees and individual directors is reviewed annually.
- 2.5 Presiding over board meetings and ensuring that time in meetings is used productively.
- 2.6 Dealing with conflicts of interest which may arise, ensuring compliance with all internal and external legal requirements. In this regard, the chairman must ask the relevant director to recuse themselves from participating in discussions and taking decisions in respect of matters in which they have a conflict of interest.
- 2.7 Acting as a link between the board and management and in particular between the board and the chief executive officer.
- 2.8 Ensuring that complete, timely, relevant, accurate, honest and accessible information is placed before the board to enable directors to reach an informed decision.
- 2.9 Ensuring that all directors play a full and constructive role in the affairs of the company and taking a lead role in the process of removing non-performing or unsuitable directors from the board.
- 2.10 Monitoring how the board works together and how individual directors perform and interact at meetings.
- 2.11 Ensuring that all directors are appropriately made aware of their responsibilities and ensuring that a formal programme of continuing professional development is adopted at board level.
- 2.12 Ensuring that good relations are maintained with the company's major shareholders and its strategic stakeholders and building and maintaining stakeholder trust and confidence in the company.
- 2.13 Ensuring that board decisions are executed.

## **LEAD INDEPENDENT DIRECTOR**

### **1. Reporting Lines**

- 1.1 The lead independent director (“LID”) is accountable to the board.
- 1.2 The LID will be expected to serve in this capacity where the chairman of the board is absent and not able to perform his/her duties for whatsoever reason or where the independence of the chairman of the board is questionable or impaired. The independence of the chairman will be considered to be impaired if the majority of board members resolves as such. The LID actively serves in this capacity for as long as the circumstances that caused the chairman’s absence, inability or conflict exists.

### **2. Key Responsibilities as per King III**

Where the LID is expected to actively serve in the circumstances as referred to in item 1.2 above, he/she will be responsible for:

- 2.1 Presiding at all meetings of the board at which the chairman is not present or where the chairman is conflicted, including any session of the independent directors.
- 2.2 Calling meetings of the independent directors where necessary.
- 2.3 Serving as principal liaison between the independent directors and the chairman.
- 2.4 Performing all such functions that cannot be performed by the chairman due to his/her absence or the existence of a conflict of interest.
- 2.5 Liaising with major shareholders if requested by the board in circumstances or transactions in which the chairman is conflicted.
- 2.6 Performing other duties that the board of directors may from time to time delegate.

## **CHIEF EXECUTIVE OFFICER**

### **1. Reporting Lines**

- 1.1 The chief executive officer reports to the chairman (acting on behalf of the board) and to the board directly.
- 1.2 The chief executive officer is responsible for all executive management matters affecting the Group. All members of executive management report, either directly or indirectly, to him.

### **2. Key Responsibilities as per King III**

- 2.1 Recommending or appointing the executive team and ensuring proper succession planning and performance appraisals.
- 2.2 Developing the company’s strategy for consideration and approval by the board.
- 2.3 Developing and recommending to the board annual business plans and budgets that support the company’s long-term strategy.
- 2.4 Monitoring and reporting to the board the performance of the company and its conformance with compliance imperatives.
- 2.5 Establishing an organisational structure for the company which is necessary to enable execution of its strategic planning.
- 2.6 Setting the tone in providing ethical leadership and creating an ethical environment.
- 2.7 Ensuring that the company complies with all relevant laws and corporate governance principles.
- 2.8 Ensuring that the company applies all recommended best practice and, if not, that the failure to do so is justifiably explained.