



## CHAIRMAN'S COMMITTEE

### TERMS OF REFERENCE

(Approved by the Board on 16 December 2020.  
Established from 16 December 2020)

#### Role

The objective of the Committee is to act on behalf of the Board between its scheduled meetings to take decisions on urgent matters in accordance with matters and authority delegated to it by the Board from time to time.

#### Membership

Chairman	Company Chairman
Members	Senior Independent Director Chairs of the Board's Committees
Secretary	Company Secretary

#### Constitution

1. The Board has established a Committee of the Board known as the Chairman's Committee (the "Committee").

#### Membership

2. The Committee shall comprise the Board Committee Chairs, Senior Independent Director and other members as the Company Chairman or the Board may determine from time to time. It will be chaired by the Company Chairman or, in his absence, by another independent Non-Executive Director appointed by him. Other attendees will join by invitation for the whole or part of the meeting.

#### Quorum

3. The quorum shall be three members, including the Company Chairman. The majority of members comprising the quorum shall be independent Non-Executive Directors.
4. In the absence of the Committee Chairman or an appointed deputy, the remaining members present shall elect one of the members to chair the meeting.

#### Committee Secretary

5. The Company Secretary shall be the Secretary to the Committee and shall be responsible for minuting the proceedings of all meetings of the Committee.

#### Frequency of Meetings

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6. The Committee shall meet with such frequency and at such times as the Company Chairman, failing which the Senior Independent Director or the Board, may determine.

Duties

7. The Company Chairman shall:
- foster an open, inclusive and, where appropriate, challenging discussion;
  - ensure the Committee has the information necessary to perform its tasks and devote sufficient attention to the matters within its remit;
  - facilitate the running of the Committee; and
  - report to the Board on the Committee's activities by ensuring minutes will be circulated to all members following each meeting provided, there is no conflict of interest in them receiving them.

Operation of the Committee

8. The Committee shall have the powers to sub-delegate if it sees fit and review at least annually its constitution and Terms of Reference and recommend any changes it considers necessary to the Board for approval.

Publication of Terms of Reference

9. These Terms of Reference shall be made available on the Company's website.