

The Company Secretary is responsible for the co-ordination of all Board business namely Board agendas, Board papers, minutes and all statutory filings.

Appointment and removal of the Company Secretary shall be the subject of Board approval.

The main responsibilities of the Company Secretary are to:

1. Ensure that the Company complies with its Constitution and all relevant statutory and regulatory requirements, code of ethics and any procedures set by the Board.
2. Provide the Board as a whole and directors individually with detailed guidance as to how their responsibilities should be properly discharged in the best interests of the Company.
3. Prepare the agenda of Board, Board Committees and Shareholders' meeting in consultation with the Chairperson and the Group Chief Executive Officer (Group CEO).
4. Circulate agendas of the Board, Board Committees and Shareholders' meetings and any supporting papers in good time.
5. Ensure the presentation of high-quality information to the Board, Board Committees and Shareholders'.
6. Check that the quorum of meetings is present.
7. Take minutes of Meetings and circulate same to all members.
8. Ensure that the meetings and resolutions of the Board are held and passed in accordance with the Company's Constitution and the Companies Act.
9. Ensure that the procedure for the appointment of directors is properly carried out.
10. Assist in the proper induction of directors, including assessing the specific needs of directors.
11. Provide comprehensive practical support and guidance to directors both as individuals and as a collective with particular emphasis on supporting the non-executive directors.

The Company Secretary should ensure compliance with all relevant statutory and regulatory requirements and will have duties associated with the operation of the business.

The Company Secretary needs to:

- (1) Communicate with shareholders, as appropriate, and ensure that due regard is paid to their interests.
- (2) Act as a primary point of contact (often via the share registrar) for all shareholders and proxy voting/ corporate governance advisers.
- (3) Have a role in improving engagement and purposeful dialogue between investors and the Company.
- (4) Report to the Chairperson and Group CEO on all Board Governance matters. This does not preclude the Company Secretary also reporting to the Group CEO in relation to his or her other executive management responsibilities.
- (5) Review periodically with the Chairperson whether the Board and the Company's other governance processes, for example Board and committee evaluation, are fit for purpose, and consider any improvements or initiatives that could strengthen the governance of the Company.

**12 September 2018**