

THE ROLE OF THE COMPANY SECRETARY

The Company Secretary is responsible for advising the Board through the Chairman on all corporate governance matters. To this end, the role of the Company Secretary shall comprise the following key responsibilities.

Running of the Board and Board Committees:

- Ensuring the smooth running of the Board's activities by helping the Chairman to set agendas, preparing papers and presenting papers to the Board. Advising on Board procedures and ensuring the Board follows them. Ensuring all meetings are minuted and that the minutes accurately reflect the views of the Board.
- Ensuring that all Board committees are properly constituted and provided with clear terms of reference. Attending Board committee meetings at the request of the Chairman of the committee and taking minutes of such meetings if in attendance.
- To act as a confidential sounding board to the Chairman, non-executive Directors and executive Directors on points that may concern them, and assisting in managing difficult inter-personal issues on the Board.
- To act as a primary point of contact and source of advice and guidance for Directors as regards the Company and its activities in order to support the decision making process. This will apply particularly to non-executive Directors.
- To act as an additional enquiring voice in relation to Board decisions which particularly affect the Company, drawing on his experience and knowledge of the practical aspects of management including law, tax and business finance and to act as the 'Conscience of the Company'.
- To induct new Directors into the business and give guidance on their roles and responsibilities.

Corporate Governance and related matters:

- Keeping under close review all legislative, regulatory and corporate governance developments that might affect the Company's operations, and ensuring the Board is fully briefed on these and that it has regard to them when taking decisions.
- Ensuring that the concept of stakeholders is in the Board's mind when important and business decisions are being taken. In conjunction with the Chief Executive monitoring developments on Corporate Social Responsibility and advising the Board in relation to its policy and practices with regard to Corporate Social Responsibility and its reporting on the matter.
- Managing relations with investors, particularly institutional investors, with regard to corporate governance issues and the Board's practices in relation to corporate governance.

Listing Rules and Regulatory Matters:

- To ensure, where applicable, that the standards and / or disclosures required by the UK Corporate Governance Code annexed to the UK Listing Rules are observed and, where required, reflected in the Annual Report of the Directors.

- To ensure compliance with the continuing obligations of the Listing Rules e.g. ensuring publications and dissemination of Report and Accounts and interim report within the periods laid down in the Listing Rules; dissemination of Regulatory News Announcements such as Trading Statements to the market; ensuring that proper notification is made of Directors' dealings and the acquisition of interest in the Company's incentive arrangements.
- As regards offences under the Financial Services and Markets Act ensuring that the Board is fully aware of its responsibility to ensure that it does not mislead the market by putting out or allowing the release of misleading information about its financial performance or trading condition, or by omitting to state information which it should state, or by engaging in a course of conduct which could amount to misleading the market.

Statutory Records:

- Ensuring compliance with all statutory filings, e.g. forms 288, 88(2), Annual Returns, filing of resolutions adopted at Annual General Meetings / new Articles of Association and any other filings required to be made with Companies House.
- Ensuring that the Company complies with its Memorandum and Articles of Association and, drafting and incorporating amendments in accordance with correct procedures.
- To ensure the correct implementation of proper authorised changes in the structure of the Company's share and loan capital.
- Implementing and administering directors' and employees; share participation schemes.
- Ensuring that procedures are in place for the correct administration of subsidiary companies and the maintenance of the Group's structure.

Annual Report and AGM

- Co-ordinating the publication and distribution of the Company's annual report and accounts and interim statements, in consultation with the Company's internal and external advisers.
- Making arrangements for and managing the process of the Annual General meeting and establishing, with the Board's agreement, the items to be considered at the AGM, including resolutions dealing with governance – type matters, e.g. the vote on the Remuneration Report and votes on special incentive schemes involving directors. With the Company's registrars ensuring that proxy forms are processed and voting carried out accurately.

Registrars and Shareholder Communications

- In conjunction with the Company's registrars to maintain the Company's register of members; dealing with transfers and other matters affecting share-holdings; dealing with queries and requests from shareholders.
- To oversee communications with shareholders including – arranging payment of dividends and interest; issuing documentation regarding rights issues and capitalisation issues; maintaining good general shareholder relations; maintaining good relations with institutional shareholders and their investment committees.
- In conjunction with the Company's brokers to monitor movements on the register of members.

Miscellaneous:

- Ensuring the safe custody and proper use of any Company seals.
- Establishing and administering the registered office; attending to the receipt, co-ordination and distribution of official correspondence received by the Company, sent to the registered office; ensuring the provision of facilities for the public inspection of the Company documents.
- Ensuring that all business letters, notices and other official publications of the Company show the name of the Company and any other information as required by that statutes and that Company name plates are displaced in a conspicuous place.

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