

Role of the Chief Financial Officer ('CFO')

The CFO is a Director of the Company and as such has the same statutory and regulatory responsibilities as all other Directors. These responsibilities include:

- To ensure the accuracy and completeness of the company's financial statements and full compliance with all laws and regulations in all jurisdictions in which we do business.
- To support the CEO in ensuring that the company's operations are fully compliant with the UK Anti-Bribery laws, US FCPA and applicable trade restrictions that may be in force from time to time.
- The primary role of the CFO is to support the CEO in ensuring the development and execution of strategies to create incremental new shareholder value year over year.
- To act in good faith and promote the long-term success of the Company for the benefit of all members and wider stakeholders.
- To exercise independent judgment, reasonable care, skill and diligence when carrying out their duties.
- To challenge and contribute constructively to Board decision making, using the skills and experience they possess and those generally expected of a Director with a specialty in finance.
- To provide effective day-to-day oversight of the Group's operations, controls and financial performance.
- To avoid conflicts of interest between their personal interests and their duties.

In addition:

- 1.1 The CFO should maintain a productive relationship with the Chief Executive and support his relationship with the Chairman in facilitating an effective Board. The CFO should join the Chief Executive and support the Chairman in ensuring that appropriate standards of governance permeate through all parts of the organisation.
- 1.2 The CFO shall support the Chief Executive in the development of the Group's strategy and budget for consideration by the Board and for delivering the agreed strategy and budget once it has been set and approved by the Board.

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- 1.3 The CFO is responsible for providing strong functional leadership to the Company's Finance, Tax, Treasury, Pensions and Investor Relations departments, communicating to those departments the expectations of the Board in relation to the Company's objectives, culture, values, attitudes and behaviours and ensuring that operational policies and practices help drive those appropriately.
- 1.4 The CFO has administrative responsibility for the Director of Internal Audit who is accountable to the Board through the Chair of the Audit & Risk Committee. They must ensure the avoidance of any conflict of interest or compliance issues in despatching this administrative responsibility.
- 1.5 The CFO is responsible for ensuring the Group operates sound risk management and internal control systems to safeguard stakeholders' interests, the Group's assets and to ensure the integrity of the Group's financial performance and statements.
- 1.6 The CFO is expected to maintain an ongoing dialogue with the Chair of the Audit & Risk Committee and the Group's external auditor.
- 1.7 The CFO is also expected to maintain good working relationships with other senior executives within the Group, especially within the divisions, and to provide constructive challenge to them in light of his responsibilities as a director of the Company and a senior executive within the Group.
- 1.8 The CFO should support the Chief Executive in ensuring that management fulfils its obligation to provide the Board with:
 - accurate, timely, balanced and clear financial and other relevant KPIs and information in a form and of a quality that will enable it to discharge its duties effectively;
 - the necessary resources for developing and updating the Directors' knowledge and capabilities; and
 - appropriate knowledge of the Company, including access to Company operations and members of the workforce.
- 1.9 The CFO is expected to support the Chief Executive with his responsibilities for senior management appointments and succession planning and the development of senior management talent, especially in respect of the divisional CFOs and within, but not limited to, the functions which he is responsible for.
- 1.10 The CFO should appreciate constructive challenge from non-executive Directors as an essential aspect of good governance and should encourage the non-executive Directors to test proposals in the light of their wider experience outside the Company.

1.11 The CFO shall carry out to the best of his abilities all such matters delegated from the Board or the Chief Executive from time to time.

This Role Profile was approved by the Board on September 2019.