

## **DIRECTORS' RESPONSIBILITIES**

### **Board of Directors**

#### **Geoff Spink**

Executive Chairman  
Chief Executive Officer

#### **Jan Holmström**

Non-Executive Director  
Chairman of the Remuneration Committee  
Member of the Audit Committee  
Company Secretary

#### **David Kempton**

Deputy Chairman  
Non-Executive Director  
Chairman of the Audit Committee  
Member of the Remuneration Committee

### **Company Secretary**

#### **Jan Holmström**

## **DIRECTORS' COMMITTEES**

### **Remuneration Committee**

The remuneration committee comprises Jan Holmström and David Kempton. The committee's aim is to ensure that the executive director is rewarded for his contribution to the Group and is motivated to enhance the return to shareholders.

The remuneration committee is responsible for reviewing the performance of the directors and setting their remuneration. The remuneration committee is chaired by Jan Holmström.

The remuneration committee meets on an "as required" basis.

### **Audit Committee**

The audit committee comprises David Kempton and Jan Holmström. The audit committee is chaired by David Kempton and is responsible for ensuring that appropriate financial reporting procedures are properly maintained and reported on and where required meet with the Group's auditors and review their reports on the accounts and the Group's internal controls.

It also reviews the performance of the Group's auditors to ensure an independent, objective, professional and cost-effective relationship is maintained. As well as reviewing the Company's published financial results, the committee reviews the Group's corporate governance processes (including risk analysis), accounting policies and procedures, reporting to the Board on any control issues identified.