

**CAB** 

**Board** 

## **Nomination Committee**

# Remuneration Committee

### **Risk Committee**

## **Audit Committee**

The Nomination Committee assists the Board in discharging its responsibilities relating to the composition and makeup of the Board and any committees of the Board. It is responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board and committees of the Board and, in particular, for monitoring the independent status of the Independent Non-Executive Directors. It is also responsible for periodically reviewing the Board's structure and identifying potential candidates to be appointed as Directors or committee members as the need may arise.

The Remuneration Committee assists the Board in determining its responsibilities in relation to remuneration and workforce engagement, including making recommendations to the Board on the Company's policy on executive remuneration, setting the overarching principles, parameters and governance framework of the Company's remuneration policy and determining the individual remuneration and benefits package of each of the Company's Executive Directors, Senior Management and, if the role is occupied by an individual, the Company Secretary.

The Risk Committee assists the Board in discharging its responsibilities with regard to managing the Company's risk framework (including recommendations on financial, operational and reputational risk), internal controls and risk reporting. Its role includes assisting the Board with risk appetite, tolerance and strategy, and the monitoring of internal controls and risk systems.

The Audit Committee assists the Company's Board in discharging its responsibilities with regard to financial reporting and external audits. Its role includes reviewing and monitoring the integrity of the Company's annual and interim financial statements, reviewing and monitoring the extent of the nonaudit work undertaken by external auditors, advising on the appointment of external auditors, overseeing the Company's relationship with external auditors, reviewing the effectiveness of the external audit process, and reviewing the effectiveness of the internal control review function. The ultimate responsibility for reviewing and approving the annual report and accounts remains with the Board.

#### Committee Membership:

- Ann Cairns (Chair)
- Susanne Chishti
- Nöel Harwerth

#### Committee Membership:

- Nöel Harwerth (Chair)
- Caroline Brown
- Ann Cairns
- Susanne Chishti

#### Committee Membership:

- Jennifer Johnson-Calari (Chair)
- Caroline Brown
- Nöel Harwerth
- Karen Jordan

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- Karen Jordan (Chair)
- Caroline Brown
- Nöel Harwerth
- Jennifer Johnson-Calari