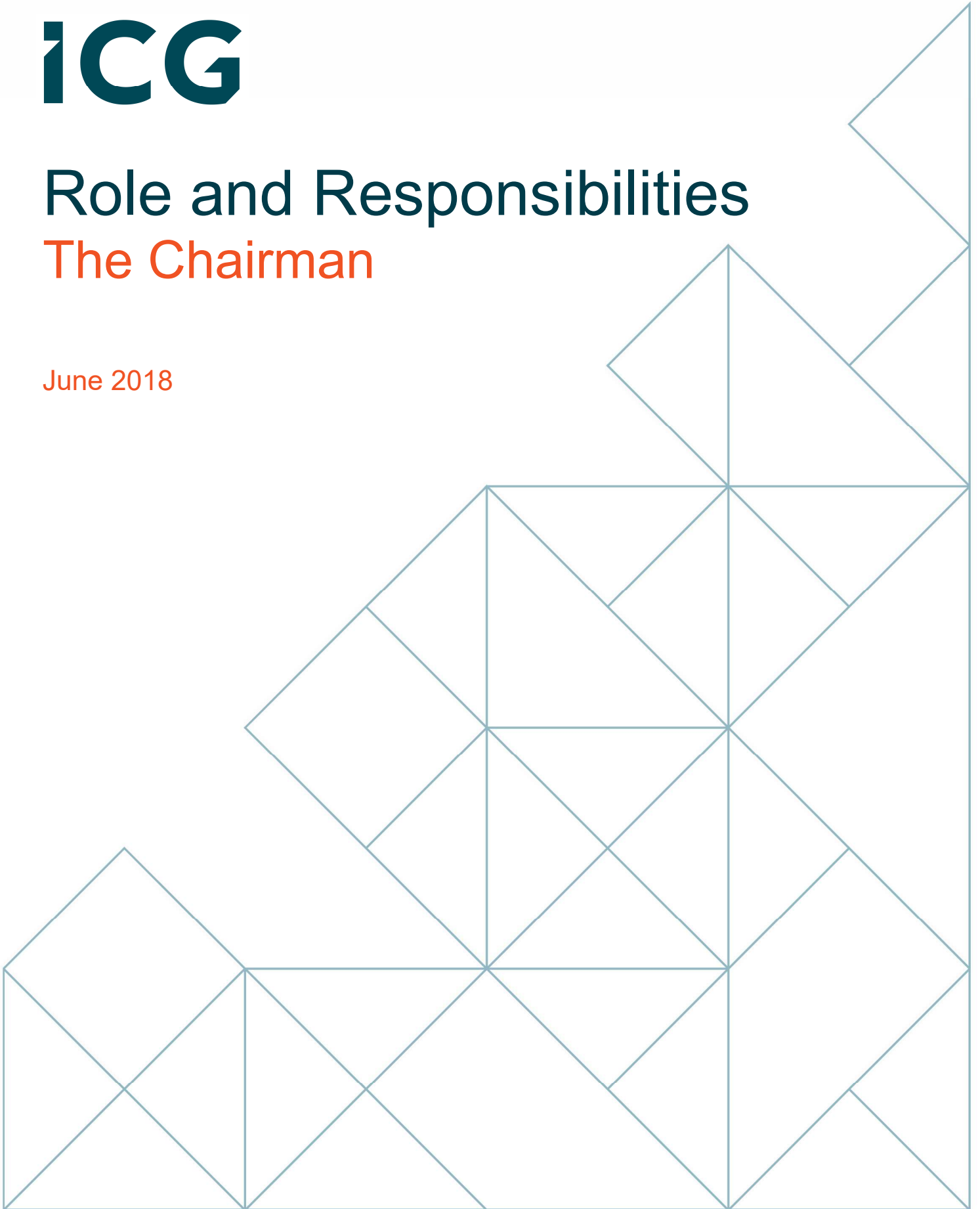


ICG

Role and Responsibilities

The Chairman

June 2018



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1. Requirements of all Directors

- 1.1. The Board is a unitary Board and the duties of Directors apply to the Chairman.

2. Role of the Chairman

- 2.1. The Chairman leads the Board to ensure it functions effectively. He is the Board's principal spokesperson, and is the chairman of General and Board meetings. He is responsible for leadership of the Board and ensuring its effectiveness on all aspects of its role.
- 2.2. The Chairman shall act as Chairman of the Nominations and Governance Committee unless otherwise agreed by the Board.

3. Specific responsibilities of the Chairman

3.1. Advice to the Remuneration Committee

- 3.1.1. Liaise with the Remuneration Committee on Executive Directors' contractual terms of employment
- 3.1.2. Advise the Remuneration Committee on the remuneration of Designated Employees (as defined in the Remuneration Committee terms of reference)
- 3.1.3. Advise the Remuneration Committee on proportionate adjustments to any employee's remuneration for events that have been detrimental to the Group including events that have exceeded the Board's defined and communicated risk appetite

3.2. Advice to the Nominations and Governance Committee

- 3.2.1. Having counselled each Director and appraised his/her performance advise the Nominations and Governance Committee of the likely tenure of each Director. In particular, after two and five years' service by Non-Executive Directors, discuss with the Director the timing of their retirement from the Board. Provided performance is satisfactory, there is a presumption that Non-Executives will retire from the Board after six years of service unless they are Chairman of a Committee or otherwise contribute skills and experience it would be difficult for the Company to replace. All Directors who are reappointed for longer than six years, shall consider their timing of retirement with the Chairman at least annually.

3.3. Governance and stakeholders

- 3.3.1. Promote high standards of corporate governance within the Group taking account of the Corporate Governance Code
- 3.3.2. Set the agenda, style and tone of Board discussions to promote a culture of openness, effective decision making and constructive debate
- 3.3.3. Ensure the Board agenda addresses strategy; operations; governance and other relevant matters as set out in the Board terms of reference
- 3.3.4. Manage the Board to ensure that appropriate time is allowed for consideration of all issues
- 3.3.5. Ensure that members of the Board receive accurate, timely and clear information
- 3.3.6. Ensure effective communication with members and ensure that Directors develop an understanding of their views, issues and concerns
- 3.3.7. Ensure that the Group maintains contact, as required, with its principal shareholders about remuneration, governance and strategy
- 3.3.8. Represent, in conjunction with the Chairman of the Remuneration Committee, the Chief Executive and Chief Financial Officer, as appropriate, the Group to external stakeholders, including shareholders, customers, suppliers, regulatory and governmental authorities and the community

3.4. Director development and performance

- 3.4.1. Ensure there is a properly constructed induction programme, facilitated by the Company Secretary, for new Directors that is comprehensive, formal and tailored;
- 3.4.2. Set the personal objectives of the Chief Executive and provide input to the Chief Executive on requirements of other Executive Directors
- 3.4.3. Appraise the Chief Executive and recommend his remuneration to the Remuneration Committee
- 3.4.4. Ensure that the performance of individual Executive and Non-Executive Directors is satisfactory;
- 3.4.5. Evaluate annually the performance of the Board as a whole and its Committees
- 3.4.6. Act appropriately on the results of the performance evaluations
- 3.4.7. Identify and agree the training and development needs of individual Directors and the Board as a whole (the Company Secretary will facilitate the provision of initiatives to meet identified needs);
- 3.4.8. Meet regularly with Non-Executive Directors without the Executive Directors' presence
- 3.4.9. Encourage active engagement by all the members of the Board, promoting constructive relations between Executive and Non-Executive Directors

3.5. Remuneration

- 3.5.1. Jointly with the Executive Directors, review annually the remuneration of the Non-Executive Directors to ensure it remains competitive.

3.6. Other responsibilities

- 3.6.1. Work closely with the Chief Executive, providing advice and counsel whilst respecting the executive responsibility of the Chief Executive to manage the Group as delegated by the Board
- 3.6.2. Engage appropriate professional advice inside and (at reasonable expense) outside the Company when he reasonably considers this necessary to discharge his responsibilities
- 3.6.3. Engage with members of staff as he considers necessary to discharge his responsibilities.

4. Reporting

- 4.1. The Chairman shall keep the Board informed of his activities.

5. Senior Managers and Certification regime prescribed responsibilities and key functions **[this section is not currently adopted by the Board]**

- 5.1. The Chairman will meet the requirements of the following prescribed responsibilities and key functions

Prescribed responsibility	Description	SMF	SMF Committee status

6. Support for the Chairman

- 6.1. If the Chairman is absent, the Senior Independent Director, or another director mutually agreed by the rest of the Board, shall stand in for the Chairman in his absence.
- 6.2. The Company will provide reasonable office facilities, meeting support and administrative support to the Chairman.

7. Succession

- 7.1. The Chairman will, as requested, assist the Senior Independent Director (or the duly appointed Committee chairman) in recruiting his successor but will not lead or interfere with the recruitment process.