

ULTRA

Division of Responsibilities

Chair	<p>The Chair is primarily responsible for the leadership and overall effectiveness of the Board, while taking account of the interests of the Group's stakeholders, and promoting high standards of corporate governance.</p> <p>The Chair promotes a culture of openness, debate and challenge among the Board and ensures effective communication between our Executive and Non-Executive Directors and with our shareholders. In conjunction with the Company Secretary, the Chair ensures that the Board receives clear, accurate and timely information.</p>
Chief Executive	<p>The Chief Executive is responsible for the overall leadership of the Group, the effective management of the Group's businesses and day-to-day operations, and the implementation of Board strategy and policies agreed by the Board. He is also responsible for the management, development and succession planning for the senior Executive Team and leading the communication programme with shareholders.</p>
Chief Financial Officer	<p>Supports the Group Chief Executive in implementing the Group's strategy and in the financial performance of the business. The Chief Financial Officer is responsible for financial reporting and setting, and reporting on, financial goals, objectives and budgets and for overseeing risk, internal controls and Internal Audit.</p>
Senior Independent Director	<p>The Senior Independent Director provides a sounding board for the Chair and serves as an intermediary for the Non-Executive Directors, where necessary. The Senior Independent Director leads the Non-Executive Directors' performance appraisal of the Chair and is available to meet with shareholders, if and when necessary, if they have any concerns about the business which have not been resolved through normal channels.</p>
Non-Executive Directors	<p>Non-Executive Directors exercise independent judgement and constructively challenge the Executive Directors and the senior management team, scrutinising performance against objectives. They provide strategic guidance to the Company, utilising their wealth of knowledge, insight and experience in their specialist areas and have a pivotal role in the appointment and removal of Executive Directors and the Company's corporate governance framework as a whole.</p>
Group General Counsel and Company Secretary	<p>The Group General Counsel and Company Secretary acts as secretary to the Board and facilitates effective Board meeting management in conjunction with the Chair, ensuring Board procedures are complied with and the Board has the information, time and resources it needs in order to function effectively and efficiently. The Company Secretary advises the Board on all governance matters and assists the Chair with induction programmes for new Directors and annual Board evaluations. She also provides regular legal, governance and compliance updates to the Board and facilitates Board training.</p>