



# Role of the Chairman

# WENTWORTH RESOURCES PLC

## ROLE OF THE CHAIRMAN

The Chairman is responsible for ensuring that the Board is effective in determining and implementing the Company's vision and strategy as well as defining the Company's culture. The Chairman is accountable to the Board of Directors (the "Board") and is responsible for providing strong leadership and enabling the Board to operate effectively. The Chairman is not responsible for executive matters regarding the Group's business.

### *Leadership*

The Chairman must demonstrate ethical leadership and promote the highest standards of integrity, probity and corporate governance throughout the Group and at Board level. In particular:

- The Chair shall display clear vision and ensure the Board remains focused on strategy;
- The Chair must ensure that the Board's approved procedures, including the matters reserved for the Board for its decision and each Committee's terms of reference are appropriate and complied with;
- The Chair shall regularly review the composition of the Board and the succession plan in place for the Board and each of the Committees;
- The Chair is responsible for overseeing the adoption, delivery and communication of the Company's corporate governance model; and
- The Chairman shall support the CEO providing counsel and advice while respecting executive responsibility.
- The Chairman shall provide guidance in both identifying, negotiating and executing on new Business opportunities to the CEO and Executive management
- Advising on business issues that relate to Wentworth's corporate history

### *Corporate Governance*

The Chairman shall establish the corporate governance framework for the Company and shall promote a healthy corporate culture throughout the Group with a strong focus on performance and clear direction as to what is acceptable and what is unacceptable in terms of behaviour.

- The Chairman is responsible for preparing the corporate governance statement for the Group focused on explaining the Company's good governance to external stakeholders;
- The Chairman shall be responsible for identifying matters that relate to the Company's impact on society, the communities in which it operates or the environment and integrating those matters into the Company's strategy and business model;
- The Chairman shall ensure that the Company embeds effective risk management and identifies and addresses all relevant risks including determining the Group's risk tolerance and risk appetite.

### *Board effectiveness and meetings*

The Chair is responsible for enabling the Board to operate effectively and shall set the style and tone of Board discussions and create overall conditions for Board and director effectiveness. Specific responsibilities include:

- Determining the key issues for the meeting agenda (in conjunction with the CEO and the Company Secretary) taking full account of the important issues facing the Group, reflecting the concerns of all Board members and focusing the meeting on strategy, performance, value creation and accountability;

- Ensuring the Board receive high quality information in a timely manner and sufficiently in advance of each meeting to enable adequate review by each director;
- Monitoring the contribution of individual directors and ensuring all directors are involved in discussions and decision-making;
- Facilitating (in conjunction with the Company Secretary) good information flows within the Board and its committees as well as between the NEDs and senior management;
- Establishing a consensus view following discussion (where possible) and summarising discussions to ensure all Board members understand what has been agreed; and
- Facilitating meetings with the NEDs without the executive in attendance and other Board discussions as required.

#### *Relations with shareholders and other stakeholders*

The Chair is the Company's leading representative and is responsible for presenting the Company's aims and policies to shareholders and other stakeholders, as well as other third parties interested in the Company's operations. The Chairman shall:

- Ensure effective communications with shareholders and, where appropriate, with other stakeholders by the senior management team and when necessary the Chairman and/or by other NEDs on the Board;
- Chair all meetings of shareholders, including the Annual General Meeting, enabling all shareholders to participate fully in any meeting;
- Ensure the attendance of all directors at the AGM and arrange for the Chairman of each of the Board's committees to be available to answer questions;
- Advising on M&A, particularly where BM has a special relationship with the potential counterparty and/or key institutional investors
- Ensure that all members of the Board develop a good understanding of the views of the major investors in the Company and that there is an open dialogue with shareholders.

#### *Board composition, induction and development*

The Chairman shall lead the Board and shall be responsible for the proper functioning of the Board committees ensuring:

- New directors participate in a full and tailored induction programme, facilitated by the Company Secretary;
- The Board is a well-functioning and well-balanced team and that the composition of the Board remains appropriate for the size and development of the Company and includes the right balance of skills, experience, independence, personal qualities and diversity;
- That the development needs of each individual director and the Board as a whole are identified and met;
- That the performance of the Board as a whole, each of its Committees and each individual director as regards their board and/or Committee role is rigorously evaluated at least once a year; and
- Board Committees are properly constituted, working effectively and the Chairman shall make recommendations for appointments to the Chair of each Committee and membership of each Committee.