

## PayPoint plc

### Division of key board roles and responsibilities

The Chairman is responsible for the leadership of the board and for ensuring the effectiveness in all aspects of the board's role. The Chairman chairs board meetings and regularly consults with the executive directors regarding on-going business.

There is a clear division of responsibilities between the Chairman, the Chief Executive and the Senior Independent Director which has been agreed by the board as follows:

#### Chairman

The Chairman is responsible for the effective running of the board and for ensuring that the board as a whole plays a full and constructive part in the development and determination of the strategy for the PayPoint group (the Group) and its overall commercial objectives. The Chairman's other main responsibilities include:

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- Setting the board's agenda and ensuring the board receives accurate, timely and clear information on all matters reserved to its decision and the Group's performance and operations.

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  - Ensuring, with the advice of the Company Secretary where appropriate, compliance with the board's approved procedures.

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  - Arranging informal meetings of the directors, including meetings of the non-executive directors at which the executive directors are not present, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.

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  - Chairing the Nomination Committee, and, in that role, initiating change and succession planning in board appointments to retain and build an effective and complementary board, and to facilitate the appointment of effective and suitable members and chairmen of board committees.

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  - Ensuring that there is effective communication by the Group with its shareholders, including by the Chief Executive and Finance Director, and ensuring that members of the board develop an understanding of the views of the major investors in the Group.

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  - Promoting the highest standards of integrity, probity and corporate governance throughout the Group and particularly at board level.
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#### Chief Executive

The Chief Executive is responsible for running the Group's business by proposing and developing the Group's strategy and overall commercial objectives, which he does in close consultation with the Chairman and the board. The Chief Executive heads the executive board and his other main responsibilities include:

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- Providing input to the board's agenda and ensuring that the executive board gives appropriate priority to providing reports to the board which contain accurate, timely and clear information.

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  - Ensuring, in consultation with the Chairman and the Company Secretary as appropriate, that he and the executive board comply with the board's approved procedures.

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  - Ensuring that the Chairman is alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which he might not otherwise be aware.

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  - Providing information and advice on succession planning, to the Chairman, the Nomination Committee, and other members of the board, in respect of the executive board.

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  - Leading the communication programme with shareholders.

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  - Promoting, and conducting the affairs of the Group with the highest standards of integrity, probity and corporate governance.
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#### Senior Independent Director

The senior independent director is responsible for supporting the Chairman in his role by working with the Chairman and other directors to resolve any issues that may arise. The senior independent director's other main responsibilities are:

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- Chairing the Nomination Committee when it is considering succession to the role of Chairman of the board.

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  - Meeting with the non-executive directors at least once a year to appraise the Chairman's performance and on such other occasions as are deemed appropriate.

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  - Being available to Shareholders if they have concerns which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate.

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  - Having sufficient contact with major Shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.
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