

PayPoint plc

Division of board roles and responsibilities

There is clear and effective division of roles and responsibilities on the board as follows:

<u>Board Leadership</u>	
<p>Chairman – Nick Wiles</p> <p>Nick Wiles 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 Group's strategy and overall commercial objectives. On his appointment, he was considered by the board to be independent in character and judgment in accordance with the Code. His other main responsibilities include:</p> <ul style="list-style-type: none">• Setting the board's agenda and ensuring the board receives accurate, timely and clear information on all matters reserved to its decision and on the Group's performance and operations.• Ensuring compliance with the board's approved procedures.• 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.• Chairing the Nomination Committee, and, in that role, initiating change and succession planning to retain and build an effective and complementary board, and to facilitate the appointment of effective and suitable members and chairs of board committees.• Ensuring effective communication with shareholders led by the Chief Executive and Finance Director, and ensuring that members of the board develop an understanding of the views of major investors.• Promoting the highest standards of integrity, probity and corporate governance at board level and throughout the Group.	
<p style="text-align: center;"><u>Running the Business</u></p> <p>Chief Executive – Patrick Headon</p> <p>Patrick Headon is responsible for running the Group's business, and for proposing and developing the Group's strategy and overall commercial objectives, which he does in close consultation with the Chairman and the board. He heads the executive board. His other main responsibilities include:</p> <ul style="list-style-type: none">• 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.• Implementing the agreed strategy with the support of the Executive board.• Ensuring that the Chairman is alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which he might not otherwise be aware.• 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.• Leading the communication programme with shareholders. <p>Finance Director – Rachel Kentleton</p> <p>Rachel Kentleton is responsible for all financial reporting, tax and financial control aspects of the Group. As a member of the executive board she also provides support to the Chief Executive in the development and implementation of the strategy, and in the wider activities of the Group, as required.</p>	<p style="text-align: center;"><u>Constructive Challenge & Independent Oversight</u></p> <p>Senior Independent Director – Giles Kerr</p> <p>Giles Kerr supports the Chairman in his role by acting as a sounding board for the Chairman and a trusted intermediary for other directors in resolution of any significant issues that may arise. His other main responsibilities include:</p> <ul style="list-style-type: none">• Chairing the Nomination Committee when it is considering succession to the role of Chairman of the board.• 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.• 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.• Having sufficient contact with major Shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders. <p>Non-Executive Directors – Gill Barr, Rakesh Sharma</p> <p>The Non-Executive Directors bring a strong independent element to the board, and provide constructive challenge and support to strategic and other matters addressed by the board. They are expected to attend all scheduled board and committee meetings, and to devote such time as is necessary for the proper performance of their duties.</p> <p>During the year, the Chairman held meetings with the non- executive directors without the presence of the executive directors. These meetings were held immediately following a full board meeting. There were no unresolved concerns about the running of the Company.</p>
<u>Board Support</u>	
<p>Company Secretary & Head of Legal – Susan Court</p> <p>Susan Court is the secretary to the board and all its committees. She provides advice and assistance to the board on corporate governance practices and development, as well as guidance on the legal and regulatory obligations of the Group. Her other responsibilities include:</p> <ul style="list-style-type: none">• Supporting the board and committee Chairs in annual agenda plan setting.• Ensuring information is made available to the board members in a timely fashion.• Coordinating training requirements for the non-executive directors.• Organising internal board and committee evaluations at the request of the Chairman• Membership of the Market Disclosure committee of the board.	

