

1. ROLE AND DUTIES

- 1.1 The Board as a whole is collectively responsible for the success of the Company. The Board's role is to:
- (a) provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
 - (b) set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives, and review management performance; and
 - (c) set the Company's values and standards and ensure that its obligations to its shareholders and others are understood and met.
- 1.2 As a Non-Executive Director you shall have the same general legal responsibilities to the Company as any other director. You are expected to perform your duties (whether statutory, fiduciary or common law) faithfully, diligently and to a standard commensurate with the functions of your role and your knowledge, skills and experience.
- 1.3 You shall exercise your powers in your role as a Non-Executive Director having regard to relevant obligations under prevailing law and regulation, including the Companies Act 2006 and the UK Corporate Governance Code and associated guidance.
- 1.4 You shall have particular regard to the general duties of directors in Part 10 of the Companies Act 2006, including the duty to promote the success of the Company under which all directors must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, as a director, you must have regard (among other matters) to:
- (a) the likely consequences of any decision in the long term;
 - (b) the interests of the Company's employees;
 - (c) the need to foster the Company's business relationships with suppliers, customers and others;
 - (d) the impact of the Company's operations on the community and the environment;
 - (e) the desirability of the Company maintaining a reputation for high standards of business conduct; and

- (f) the need to act fairly as between the members of the Company.
- 1.5 You shall have regard to the Financial Reporting Council's UK Corporate Governance Code and associated Guidance on Board Effectiveness in respect of the role of the Board and the role of the non-executive director and to the Code of Conduct for Board Members on Public Bodies.
- 1.6 In your role as Postmaster Non-Executive Director, you shall also be required to:
- (a) constructively challenge and help develop proposals on strategy;
 - (b) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
 - (c) satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
 - (d) be responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing senior management and in succession planning;
 - (e) devote time to developing and refreshing your knowledge and skills;
 - (f) uphold high standards of integrity and probity and support the executive directors in instilling the appropriate culture, values and behaviours in the boardroom and beyond;
 - (g) satisfy yourself as to the Company's ongoing and consistent compliance with any regulatory responsibilities;
 - (h) insist on receiving high-quality information sufficiently in advance of Board meetings;
 - (i) take into account the views of shareholders and other stakeholders where appropriate;
 - (j) make sufficient time available to discharge your responsibilities effectively;
 - (k) exercise relevant powers under, and abide by, the Articles;
 - (l) disclose the nature and extent of any direct or indirect interest you may have in any matter being considered at a Board or committee meeting and, except as permitted under the Articles you will not vote on any resolution of the Board, or of one of its committees, on any matter where you have any direct or indirect interest;
 - (m) immediately report your own wrongdoing or the wrongdoing or proposed wrongdoing of any employee or other director of the Company of which you become aware to the senior independent director;

- (n) exercise your powers as a director in accordance with the Company's policies and procedures, internal control framework and the Bribery Act 2010; and
- (o) not do anything that would cause you to be disqualified from acting as a director.