



ROGERS AND COMPANY LIMITED

POSITION STATEMENT OF CHAIRMAN

1. MEETINGS

- 1.1 Chairs effectively board and shareholder meetings and encourages attendance at such meetings.
- 1.2 Organises regular and frequent board meetings.
- 1.3 Agrees the Board agenda with the CEO and Company Secretary, which addresses current and forward concerns of the business as well as strategic matters.
- 1.4 Ascertains the Board's committees are properly structured, mandated and composed.
- 1.5 Ensures that directors receive accurate, timely and clear information to enable the Board to take sound decisions, monitors effectively and provides advice to promote the success of the organisation.
- 1.6 Encourages effective discussion on complex or contentious issues at board meetings.
- 1.7 Ascertains that the decisions taken by the Board are executed.
- 1.8 Promotes constructive relations between the executive and non-executive directors.

2. INDUCTION, DEVELOPMENT, SUCCESSION AND PERFORMANCE EVALUATION

- 2.1 Ascertains that new directors receive a formal induction programme.
- 2.2 Identifies the development needs of directors and procures that adequate training facilities are provided.
- 2.3 Enhances directors' confidence and encourages them to speak up and make an active contribution at meetings.
- 2.4 Oversees a formal succession plan for the Board, CEO and certain senior management appointments such as the Chief Finance Executive.
- 2.5 Procures that the performance of the Board and its committees is evaluated periodically and acts on any weaknesses identified. Where appropriate, through the Nomination Committee, revisits the composition of the Board.

3. RELATIONS WITH SHAREHOLDERS

- 3.1 Ensures effective communication with shareholders to understand their issues and concerns.

4. OTHER MATTERS

- 4.1 Sets the ethical tone for the Board and the Company.
- 4.2 Holds regular briefings with the Chief Executive, the Company Secretary, and members of the executive management as appropriate, to ensure that he is fully informed about all issues on which the Board will have to make a decision.
- 4.3 With the Nomination Committee, initiates change and plans succession in Board appointments (except that of a successor as Chairman) subject to Board and shareholders' approval.
- 4.4 Ensures an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community).
- 4.5 Ensures the long-term sustainability of the business.
- 4.6 Builds and maintains stakeholders trust and confidence in the Company and in conjunction with the CEO, represents the Company to key stakeholders.